VALLEY CREEK SCHOOL COOPERATING SOCIETY BYLAWS
CORPORATE NUMBER: 5011230108

1.0 PREAMBLE

1.1 The name of the society is Valley Creek School Cooperating Society (VCSCS).

1.2 This document is the general bylaws of VCSCS. These bylaws regulate the transactions of business and VCSCS affairs.

2.0 DEFINITIONS:

In these bylaws, unless the context otherwise specifies or requires:

2.1 "Act" means the *Alberta Societies Act*;
2.2 "Annual General Meeting" ("AGM") means the meeting of the Members required to be held in accordance with section 25 of the Alberta Societies Act;
2.3 "Board" means the Board of Directors of VCSCS;
2.4 "Directors" means the members of the Board elected in accordance with Section 5.0 below;
2.5 "Members" means the persons described in section 4.0 below;
2.6 "Officers" means the executive officers of VCSCS, being the Chair (President), Vice-Chair (Vice President), Secretary, and the Treasurer, subject to Section 5.0 below. An Executive Officer is a Director;
2.7 "School" means Valley Creek School (VCS);
2.8 "School Community" means all parents, teachers, staff and the Principal of the School;
2.9 "Parent" means the parents, guardians or legal custodians of students enrolled in the School;
2.10 "Principal" means the principal of the School;
2.11 "Council" means the Valley Creek School Council;
2.12 "Staff" means persons other than teachers who are employed at the school;
2.13 "Students" means all students enrolled in the school;
2.14 "Teachers" means those persons who are employed to teach students at the school;
2.14 "CBE" means Calgary Board of Education.
2.15 "Fiscal Year" means October 1 to September 30;
2.16 "Society Year" means the fiscal year; and
2.17 "Special Resolution" means a resolution requiring two-thirds (⅔) majority vote of those Members in attendance to pass.
2.18 "Objects" means the objects of VCSCS are as specified in the incorporation documents of the Society, as may be amended from time to time

3.0 MEMBERSHIP

3.1 Voting Members:

a) Membership in VCSCS shall be granted to all Legal Guardians of any student enrolled in Valley Creek School, residing in Alberta, being of the full age of 18 years, in good standing with VCSCS.
b) Any Member, upon a majority vote of all Members of the VCSCS 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 VCSCS may deem reasonable.
c) Any member wishing to resign may do so upon writing to the Board through the Secretary or, in the absence of a Secretary, upon writing to an Officer

3.2 Associate Membership:

a) The principal, teachers, and staff members of VCS can only have associate membership.
b) As Associate Members, the Principal, teachers and staff members shall serve as resource people in an advisory capacity only and shall not have voting rights at any General Meeting of the Membership or Meeting of the Board.
c) Neither the Principal, teachers nor staff shall have signing authority for the VCSCS.
d) The Principal, by virtue of the *Education Act*, shall have the power of veto relating to actions directly affecting the School building, teachers, staff or students, but not relating to financial expenditures, revenues or investments of the VCSCS.

3.3 Community Membership:

a) People who have a vested interest in the school are able to apply to become Community Members. Their application must be approved by the Board by a majority vote.
b) Community members shall serve in an advisory capacity only and they will not have voting rights at any General Meeting or Meeting of the Board.
c) Community Members shall not have signing authority for the VCSCS.

3.4. Administration of Membership:

a) There is no maximum membership.
b) There is no mandatory membership fee. We reserve the option of having an annual membership fee as determined by the Board.
c) Associate membership shall be for the Society year or until the associate member's student is no longer in attendance at VCS.
d) All members are entitled to:
   i) Receive notice of meetings of the Society;
   ii) Attend any meeting of the Society;
   iii) Speak at Board meetings of the Society at the discretion of the Chair; and
   iv) They do not have the right to vote on decisions about money. Only the Board may vote at Board meetings where decisions are about money.
e) No right or privilege of any Member is transmittable to another person.
f) No Member is, in the Member's individual capacity, liable for any debt or liability of the Society.

g) Notice to Members of any regular Society meeting, Special meeting or AGM, may be given via one or more of the following electronic means, including but not limited to email, email attachments, social media or other forms of electronic communication, including communication from the School staff or directly from the VCSCS. The use of any one of or more of these methods shall constitute sufficient notice for the purpose of these bylaws.

h) Members are responsible for ensuring that their contact information is accurate and for following the appropriate social media channels.

4.0 BOARD OF DIRECTORS

4.1 Composition of the Board:

a) The Board will be composed of the following Officers and Directors at a minimum: President Chair, Secretary, Treasurer. In the absence of the President Chair someone else may Chair the meetings.

   i) The positions of President Chair and Treasurer are mandatory.

   ii) Multiple offices may be filled by one person if the membership at any General Meeting of the Membership for the election of Officers shall so decide. The President Chair should never hold more than one position.

   iii) Only Parents are eligible to be members of the Board.

   iv) If a Secretary cannot be elected, a recording Secretary will be appointed at each meeting.

   v) Other Directors can be elected on an annual basis, including but not limited to Fundraising Director, Casino Director and Special Projects Director or other roles as deemed necessary.

   vi) Officers and Directors may not be remunerated, positions are volunteer only.

b) Unless otherwise determined by the Directors or the Members, the Officers shall have the following duties as outlined in their respective job descriptions, as outlined in 4.2 Board descriptions.

4.2 Board descriptions:

I. PRESIDENT CHAIR

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

a) The Chair shall call all Meetings of the Board and shall preside at all General Meetings of the Membership and Meetings of the Board.

b) The Chair will be the chief spokesperson for the VCSCS, unless otherwise delegated.

c) The Chair shall be copied on all VCSCS communications and will review any communications to the membership, parent body, School community or public prior to distribution and shall include the Vice-Chair (if filled) in the same.

d) The Chair shall have a vote at any meeting. In the event of a tie, the Chair shall have the deciding vote.

e) Sets and drafts meeting agenda and circulates to the membership and others.
f) The Chair will be an ex-officio member of all Committees.

II. SECRETARY

a) It shall be the duty of the Secretary to attend all General Meetings of the Membership and Meetings of the Board, to keep accurate minutes of the same, and to prepare these for distribution.
b) In the absence of the Secretary, his/her duties shall be discharged by such Officer, Director or Member as may be appointed by the Board and reviewed thereafter by the Board.
c) The Secretary shall have charge of all VCSCS membership forms, correspondence and/or documentation and be under the direction of the President and the Board. All documentation, literature, correspondence, forms, online drives/ shared folders, thumb drives, etc. are the property of the VCSCS. The outgoing Secretary shall transition this property to the incoming Secretary at the end of his/her term.
d) The School maintains contact information for all Parents and School staff, all of whom are Members of the VCSCS. At the request of the VCSCS, the school shall communicate FOA notices and other information to Members by way of an email.

III. TREASURER

a) The Treasurer shall receive all monies paid to the VCSCS and be responsible for the deposit of the same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.
b) The Treasurer shall properly account for the funds of the VCSCS, keep such books as may be directed and disburse funds as required.
c) All records, receipts, documentation, forms, online drives/ shared folders, thumb drives, etc. are the property of the VCSCS. The outgoing Treasurer shall transition this property to the incoming Treasurer at the end of his/her term.
d) The Treasurer shall 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 VCSCS and shall submit a copy of same to the Secretary for the records of the VCSCS.
e) The Treasurer will prepare, and submit with Board approval, any financial reports required by organizations and agencies in a timely manner.
f) The signing authorities of the financial accounts will be a minimum of two elected Officers of the VCSCS.

IV. 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 VCSCS.
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 VCSCS's plan and annual review.
h) Review the annual budget for the VCSCS 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 VCSCS
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.
o) Specific responsibilities may be assigned according to additional needs (example: Fundraising Coordinator, Casino Coordinator). These responsibilities are laid out and assigned by the Chair.
p) Address personal concerns relating to Board Members' roles privately, constructively, respectfully, and in a timely manner.

4.3 Responsibilities of the Board:

a) The Board will be elected for a one year term at the AGM. The terms of the office shall run from AGM to AGM.
b) The Board shall, subject to the Bylaws or directions given by majority vote at any meeting properly called and constituted, have full control and management of the VCSCS's affairs. The Board shall, insofar as is reasonably practicable, ensure that the VCSCS's activities are conducted with the involvement of concerned participants from the School Community.
c) Any Director or Officer may resign their position by providing written notice to the Board.
d) Any Director or Officer may be removed from the Board at any time with cause by a majority vote of the Board whenever, in its judgment, the best interest of the VCSCS will be served.
e) The Members may, by Special Resolution, remove any Director, provided that the Director has been notified 21 days before the meeting to remove them and is afforded the opportunity to be heard at the meeting.
f) The President Chair shall have the authority to spend up to $1000.00 between meetings and to make other decisions on an emergency basis. Any action taken shall be reported, ratified and documented in the minutes at the next Board Society meeting.

4.4 Board Committees and Special Projects:

a) The Board may appoint committees to advise the Board.
b) General procedures for committees shall be:
    i) A Director chairs each committee and calls meetings of the committee. Meetings will be outside Meetings of the Board or General Meetings of the Membership.
    ii) Each committee records minutes of its meetings, distributes these minutes ot the committee members and to the Board itself via reports at each Society meeting at the Chair's request
    iii) Two days notice for all committee meetings must be given.
c) Committees may be standing (operate on an ongoing basis) or ad hoc (operate for a set period of time)

5.0 MEETINGS

5.1 General Administration of Meeting of the Membership:

a) Irregularities or errors done in good faith do not invalidate acts done by any General Meeting of the Membership or 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 notice, or any error in any notice that does not affect the meeting.
b) Meetings of the Membership and/or the Board may be held in person or using a virtual or online platform suitable for conducting VCSCS business or a combination of the two. The Board will determine the meeting format and notify members.
c) The Agenda for any Meeting shall be made available to all members before the Meeting is called to order.
d) The Agenda for any General Meeting must be included with the meeting notice. If there is a Special Resolution to be presented at the meeting, a draft or summary of that resolution must also be included.

5.2 Annual General Meeting of the Membership (AGM)

a) An AGM shall take place not later than sixty (60) days after the first instructional day of the school year.
b) The AGM shall be called and its place and date set by the Chair, and notice of the AGM will be delivered to Members at least 14 days in advance of the meeting. Only matters set out in the notice for the AGM may be considered at the AGM.
c) Election of the Board of Directors from among members, and their Executive positions, will take place at the AGM.
d) Quorum at an AGM shall be 4 Members, 3 of whom must be voting Members.
e) The business of the AGM shall include:
    i) The election of executives and their positions
    ii) Any proposed bylaw amendments;
    iii) Financial statement of the previous year and the Auditors Report
    iv) The plans and budget for the upcoming year; and
    v) Discussion of any major issue in which all Members have input

5.3 Special General Meeting of the Membership (SGM):

a) A Special General Meeting of the Membership may be called at any time by the President Chair upon receiving written notice signed by at least five (5) Members. This notice must provide no less than 21 days notice, and should include the time, date, place and describe the matters to be dealt with.

b) The President Chair must provide written or electronic notice to all Members, providing no less than 14 days notice of the SGM.

c) Only matters set out in the notice of the SGM may be considered at the SGM

d) All voting Members in attendance at the SGM shall have the right to vote.

e) Quorum at a SGM shall be seven (7) Members; including the five (5) Members who called the meeting and two (2) elected Directors of the Board.

5.4 Regular Meeting of the Board

a) Regular Meeting of the Board shall be called at the frequency determined by the Board that will permit their duties to be accomplished. All Members of the VCSCS are allowed to attend and observe Regular Meetings of the Board. At the discretion of the Chair, Members may participate in discussions and ask questions, but shall not be permitted to make, second or vote on any motion. See 3.4 d) i-iv above.

b) Regular Meetings of the Board will be announced to all Board Members by providing no less than 10 days notice in writing using one or more of the following methods; newsletter, website, email, text and/or social media or 3 days notice verbally by telephone or in person.

c) Quorum at any Regular Meeting of the Board shall be 3 Board Members, 2 of whom must be elected Officers.

d) If a quorum is present at the start of a meeting, the meeting may continue even if a quorum is not maintained throughout.

e) 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.

f) Each Director has one vote at a Regular Meeting of the Board. In the case of a tie vote, the motion fails.

6.0 SPECIAL RESOLUTIONS

6.1 Any Member may propose a motion for the Board of Directors to consider at any Regular Meeting of the Board. If another Member seconds the Motion, the Chair will put the Motion before the Board.

6.2 If a majority of the Board of Directors approves consideration of a motion proposed under the motion will be considered by the Directors in the same manner as any other motion.

7.0 ELECTION PROCESS

7.1. Board Members are elected by the voting Members at an AGM held annually on or before November 30th each year.

7.2. Candidates must be voting Members in good standing.

7.3. Notification of the nomination procedure will be included with the notice of the AGM.

7.4. The term of office shall be complete at the end of the meeting at which successors are elected unless written notice of resignation is submitted to the Board.

7.5. The maximum number of consecutive terms, in the same Officer or Director position on the Board, shall be 3 consecutive terms. The Officer/Directed still must stand for election annually.

7.6. Any vacancy occurring during the year may be filled at the next meeting, provided it is so stated in the notice calling such meeting, with the exception of the position of President.

7.7. A person appointed or elected a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. 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.

8.0 VOTING PROCEDURES

8.1. The Board may hold in-person or virtual meetings, or a combination of the two. The Board will determine the voting process for meetings, including what type of electronic voting will be used for virtual meetings (ie. Raise Hand feature, Chat Window, private message, mic). In-person and electronic voting will not include voting by proxy.

8.2. 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

8.3. Meeting of the Membership:

a) Such votes must be made in person and not by proxy or otherwise.

b) 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 which requires a 75% majority of votes as per Alberta Societies Act.

8.4. Meetings of the Board

a) Only each Member of the Board will have 1 vote, including the President at all meetings of the Board.

b) Such votes must be made in person and not by proxy or otherwise.

c) Members will vote by show of hands where 50% + 1 will be considered the majority.

d) The President Chair 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.

e) In the event of a tie, the Chair shall have the deciding vote.

f) 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.

9.0 BYLAWS

9.1 All Members are responsible for behaving in accordance with the Bylaws of the VCSCS

9.2 The VCSCS Bylaws and operations will be in accordance with the laws of Alberta, the *Societies Act*, and any other governmental legislation relating to the VCSCS operation and objectives.

9.3 The Bylaws remain in force from year to year unless amended by a Special Resolution at the AGM or by Special Meeting. Changes to the Bylaws do not come into effect until the Special Resolution(s) is registered at the Corporate Registry. Special Resolution(s) sent to the Corporate Registry shall be dated and verified by a person authorized from the VCSCS.

9.4 Notice of proposed bylaw amendments must be circulated to all Members within 7 days in advance of the meeting.

10.0 COLLECTION AND DISBURSEMENT OF MONIES

10.1 All monies of the Society are to be handled in the manner set out in this article.

10.2 At any fundraising event, money received is to be counted and verified by two (2) Members assigned to the task.

10.3 A tally of the monies received will be made, to be given to the Treasurer forthwith.

10.4 The Treasurer shall deposit all monies as soon as possible and prior to the next Society's meeting.

10.5 Any questions or difficulties the Treasurer may have in preparing the financial statements will be brought to the immediate attention of the Chair.

10.6 All cheques require the signature of any two of the following: Treasurer, President Chair and Vice-Chair.

10.7 Any cheque payable to a signing Member shall not be signed by that person.

10.8 Payment for approved funding requests will be made within 30 days.

11.0 AUDITING

11.1 The books, accounts and records of the Treasurer shall be audited at least once per fiscal year by a duly qualified accountant or by two voting Members of the VCSCS who are not members of the Board and do not live in the same household.

11.2 The fiscal year of VCSCS is October 1 to September 30.

11.3. The books and records of the VCSCS may be inspected by any member of the VCSCS at any time upon giving reasonable notice and arranging a time satisfactory to the Director having charge of the same.

a) 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 reasonable request, including the reason for inspection.

b) Such an 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.

12.0 REMUNERATION

12.1 No Member or Director shall receive any payment or remuneration for their services.

12.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Executive Approval.

13.0 BORROWING POWERS

13.1 For the purpose of carrying out its objectives, the VCSCS 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 executed only under the authority of the VCSCS, and in no case shall debentures be issued without the sanction of a Special Resolution of the VCSCS.

14.0 ASSOCIATION SEAL

14.1 The VCSCS has not adopted an association seal.

15.0 INSURANCE AND INDEMNITY

15.1 Each Executive Member holds office with protection from the Society. The Society indemnifies each Executive Member or Member against all costs or charges that result from any act done in their role for the Society. The Society does not protect anyone who acts fraudulently, with dishonesty or in bad faith.

15.2 No Executive Member or Member is liable for the acts of any other Executive Member. No Executive Member or Member is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Society. No Executive Member or Member is liable for any loss due to an oversight or error in judgment or by an act in their role for the Society unless the act is fraud, dishonesty or bad faith.

16.0 CONFLICT RESOLUTION

16.1 All Members shall resolve conflicts by adhering to the following protocols:

a) Anyone in the School Community has the freedom to voice their concerns in an appropriate manner, refraining from raised voices or derogatory and offensive language
b) Person(s) who have a concern have the responsibility to begin addressing their concern directly with the person with whom they have the concern before taking their concern elsewhere
c) If no resolution can be found, the conflict may be brought to the Chair.
d) If a Member is not following the protocol or procedures set out, the Chair will ask them to comply with the rules. Should the Member refuse, they will be asked to leave the meeting. The Member will not be allowed to attend further meetings until the issue is resolved and the Society votes on their return.

16.2 Dispute Resolution

a) If at any time 10 Members, or 5 Members and greater than 50% of the Board Members, believe a dispute causing significant impairment of Association operations is occurring, they may deliver a written "Special General Meeting of the Membership" request, signed by them, to the Board.

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

c) On motion, a vote shall be held respecting a proposed resolution to the dispute, 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.

17.0 GENERAL MANAGEMENT

17.1 The registered office of the VCSVS is located within the School.

17.2 The mailing address for all communication or correspondence shall be the registered office of the VCSCS.

18.0 Policies and Procedures

18.1 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.

19.0 DISSOLUTION OF THE VCSCS

19.1 In the event of the dissolution (closing) of the VCSCS, which shall require a Special Resolution of the Membership, the assets remaining after payment of all debts and liabilities shall be transferred to Valley Creek School, with the exception of any Alberta Gaming, Liquor and Cannabis Commission (AGLC) gaming proceeds.

19.2 All remaining gaming proceeds, after payment of all debts and liabilities, shall be disbursed to eligible charitable groups or purposes as per AGLC regulations.

These VCSCS Bylaws were reviewed and approved at the October 15, 2024 VCSCS AGM:

Date October 15, 2024

Location Calgary, AB

Shelley Wiart
Chair's Name

Chair's Signature

SARAH PARCHEWSKY
S. Parchewsky.
Vice-Chair's Name

S. Parchewsky.
Vice-Chair's Signature

Celeste McIlhargey
Secretary's Name

Secretary's Signature

Lisa Antichow
Treasurer's Name

Treasurer's Signature