

BY-LAWS OF THE FRIENDS OF WILDWOOD SCHOOL SOCIETY

ARTICLE 1 -- DEFINITIONS

1.01. The following terms when used in these By-Laws shall have the meanings set forth below:

"Society" means the Friends of Wildwood School Society formed pursuant to the Governing Legislation.

"Governing Legislation" means the Society Act.

"Parent" means a parent, guardian or legal custodian of a Student.

"Member" means any Parent in attendance at Society meetings.

"Officer" means a member of the Society elected or appointed under the By-Laws.

"Council" means Wildwood School Council.

"Principal" means the principal of the School or any other person properly acting as substitute principal.

"School" means Wildwood School.

"Community" means Students, the Principal, Teachers and other School staff, and other persons who have a legitimate interest in the School.

"Student" means a child enrolled in the School.

"Teacher" means a person employed to teach Students at the School.

ARTICLE 2 - - MANDATE

We are a Society of Parents and Community, committed to providing charitable fundraising to enhance education at Wildwood School.

ARTICLE 3 - - OBJECTIVE

3.01. The objectives of the Society, in keeping with the legislation, are to represent the parent perspective by providing advice to and consulting with the School Council to offer a variety of fundraising opportunities to enhance education.

ARTICLE 4 -- DIRECTORS

4.01. Members shall hold one of the offices in Schedule A to these By-laws as approved at the time of such Member's election.

4.02. Unless otherwise decided by the Society at any time, the duties of each Officer shall be as set forth in Schedule A. Any new offices shall have the duties as determined by the Society at the time such office is created.

4.03. Any Officer may serve 2 consecutive terms in the same position; after which their name must be put forward for reelection.

4.04. Any Officer may be elected to the Wildwood School Council during the same term for the same duty.

ARTICLE 5 -- DECISION MAKING PROCESS

5.01. The School Council motions to approve a decision to be submitted to the Society to vote on.

5.02. Any and all decisions to be made by Society shall be made at a Society meeting called in accordance with these by-laws. A decision may be made by Society only after a motion proposing a decision has been properly made by a Member at a Society meeting.

5.03. When a motion has been properly submitted to the Society, the Chair shall ask for a seconder. If there is no seconder, the motion shall be deemed to have been rejected by Society. If the motion is seconded by another Member, the Chair shall ask for any comments or discussion on the motion.

5.04. The Chair shall call for a vote on the motion. All Members in attendance at the meeting shall be eligible to vote on the motion, with each Member having one vote. Voting may be done by show of hands or by secret ballot, as determined by the Chair. If a motion is approved by a majority of the votes cast, the Chair shall declare the motion passed and the motion shall be recorded as a decision of the Society. If the motion is not approved by a majority of the votes, the Chair shall declare the motion defeated.

5.05. In the event that a meeting can not be held or the quorum of 5 is not met, due to government emergencies, global pandemics, health reasons or timeliness, the Chair may hold a vote via email with the Officers of the Society.

ARTICLE 6 -- ELECTION OF DIRECTORS

6.01. Unless otherwise decided by the Society, the Society shall hold an Annual General Meeting each year at which an election shall be conducted to elect the Officers for the next school year. The date of the Annual Meeting shall be decided by the Society at the April meeting, failing which the Chair shall select the date.

6.02. The Society may appoint an Officer or a committee of Members for the purpose of gathering nominations for election at the Annual Meeting. Any Parent may be nominated and thereby become eligible for election provided that any Parent nominated has agreed to hold office if elected.

6.03. Any Parent elected at the Annual Meeting shall hold office effective from the end of the last meeting of that school year and shall remain in office until the end of the last meeting of the next school year.

6.04. With respect to the election of Officers at the Annual General Meeting:

- (a) only Parents present in person/online at the Annual General Meeting may vote on the election;
- (b) Parents are entitled to one vote for each Officer position to be elected;
- (c) where more than one Parent has been nominated for one particular position, the Parent receiving the most votes shall be the one elected, provided that two or more Parents may agree to share any position if approved by the Society;
- (d) voting shall be conducted by show of hand unless a secret ballot is requested by a majority of the Parents in attendance; and
- (e) any Officer may stand for re-election without limitation.
- (f) Parents can vote to adopt the same elected members as the Wildwood School Council.

6.05. Any Officer shall cease to hold office on the Society if they no longer meet the qualifications required under the Governing Legislation to hold any office.

6.06. Any Officer may resign their position by written notice to that effect addressed to the Chair.

6.07. Any Member may be removed by the Society by a two-thirds majority vote at a meeting provided that the Member is in attendance at such Meeting and is given an opportunity to speak prior to the vote. If the Member is not in attendance at the meeting the Member may only be removed if they were given at least seven days notice prior to the meeting of the intention to hold a vote at the meeting on the removal of the member.

6.08. Any Additional Member(s) required by the Governing Legislation shall be appointed in any manner agreed to by the Officers of the Society.

ARTICLE 7 -- SOCIETY MEETINGS

7.01. The Society shall meet once per month in person or online during each school year unless otherwise decided by the Society and depending on School Council requirements.

7.02. All concerned participants of the School Community may attend Society meetings and may, subject to reasonable limitations set by the Chair, provide input to the Society to assist in any decisions or activities.

7.03. A meeting shall have a sufficient quorum of Members for the conduct of business if there are a number of Parents and Officers in attendance at a minimum of 5 (five).

7.04. The agenda for each meeting shall be set by the Chair. If a person wishes to raise an item of business that is not on the agenda for any meeting, they shall first request permission to do so from the Chair and the Chair shall try and accommodate that request after all other scheduled business has been dealt with. If the Chair determines that there is not sufficient time to deal with any new item of business, the Chair may defer such business to the next meeting.

7.05. The Secretary shall maintain records containing the minutes of all meetings. Such records of 6 years (Society Act) shall be available for inspection by any member of the School Community.

ARTICLE 8 -- CONFLICT RESOLUTION

8.01. If at any time there are 50% of Parents who believe that the Society is in a state of conflict that adversely affects its ability to perform, then on written request signed by such Parents to the Chair or the Principal, the Chair or Principal will request the School Board to provide a person to serve as facilitator to assist in resolving the conflict. If a facilitator is provided, all Members will participate as reasonably required in the conflict resolution process and will act in good faith. If the facilitation process does not resolve the conflict then the Society shall seek resolution through the formal conflict resolution process established by the School Board.

ARTICLE 9 -- COMMITTEES

9.01. The Society may establish committees consisting of Members and others from the School Community with either delegated powers or advisory responsibilities. Any such committees shall be required to report to the Society and to accept any directions given by the Society.

ARTICLE 10 -- ANNUAL REPORT

10.01. Any annual report required to be prepared and filed by the Governing Legislation shall be made available for review to all members of the School Community.

10.02 The books, accounts, and records of the Treasurer shall be audited at least once each year by two duly qualified Members of the Society without signing authority and elected for that purpose at the Annual General Meeting.

10.03. A complete and proper audited financial statement for the previous year shall be submitted in accordance with the Society Act, due yearly one month from date of Incorporation of the Society (July 2, 1997).

ARTICLE 11 -- FINANCIAL MATTERS

11.01. The Society shall not be permitted to borrow funds, and no person acting or purporting to act on behalf of the Society, including the Treasurer, shall have any authority to borrow funds on behalf of the Society, unless such borrowing is specifically approved by Society at a meeting where details of the proposal to borrow funds had been provided in the notice for such meeting.

ARTICLE 12 — PRIVACY

12.01. The Society shall not collect, use, share or store personal information for purposes other than those of the Society business, and shall destroy it appropriately once it is no longer needed.

12.02. The Society will adhere to the Personal Information Protection Act (PIPA) guidelines as required by Alberta legislation, and voluntarily where appropriate.

ARTICLE 13 — INSURANCE & INDEMNITY

13.01. The Society will annually review and carry liability insurance as deemed necessary by the School Board, or if required by the policies of the School or School Board.

13.02. Provided appropriate insurance is in place, each Officer holds office with protection from the Society;

- (a) The Society indemnifies each Officer against all costs or charges that result from any act done in her/his role for the Society.
- (b) The Society does not protect any Officer for acts of fraud, dishonesty or bad faith.
- (c) No Officer is liable for the acts of any other Officer or Member.
- (d) No 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 Society.
- (e) No Officer 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.

ARTICLE 14 -- AMENDMENTS

14.01. These By-laws shall continue in force from year to year unless they are amended at a Society meeting called for the purpose of approving such amendments where the amendments are approved by a majority of Members present at the applicable Society meeting.

14.02. These By-Laws shall be deemed to be amended from time to time, unless otherwise decided by Society, as may be necessary in order to remain consistent with the corresponding provisions of the Governing Legislation.

These By-Laws are certified to have been approved by a majority of:

- (a) Members present who voted at a meeting of the Friends of Wildwood School Society held on December 14th, 2020.

FRIENDS OF WILDWOOD SCHOOL SOCIETY

CHAIR of FRIENDS OF WILDWOOD SCHOOL SOCIETY

VICE-CHAIR of FRIENDS OF WILDWOOD SCHOOL SOCIETY

Corporate Access number 507452266

SCHEDULE 'A' TO THE BY-LAWS OF FRIENDS WILDWOOD SCHOOL SOCIETY

DUTIES OF THE ELECTED OFFICERS

- A. **Chair** - It is expected that the Society Chair will be a parent of a student enrolled in the School. Unless otherwise delegated, the Chair of the Society will:
- i. Chair all meetings;
 - ii. Decide all matters relating to Rules of Order at the meetings;
 - iii. Be the official spokesperson of the Society;
 - iv. Ensure that there is regular communication with the School community;
 - v. Review any communication to the School Community prior to distribution;
 - vi. Stay informed about the Alberta Societies Act policy that impacts the Society;
 - vii. Ensure liability insurance is current;
 - viii. Assume responsibility, in consultation with the Society, for communicating with the School Council or with the School Community;
 - ix. Have general responsibility for all activities of the Society.
 - x. Signing authority on accounts
- B. **Vice-Chair** - Unless otherwise delegated, the Vice-Chair of the Society will:
- i. In the event of resignation, incapacity or leave of absence of the Chair, fulfill the Chair's responsibilities (while remaining in the Vice-Chair position);
 - ii. In the absence of the Chair, supervise the affairs and preside at any meetings of the Society;
 - iii. Work with and support the Chair in agenda preparation;
 - iv. Ensure the appropriate management, in compliance with PIPA, of any personal information collected on behalf of the Society;
 - v. Assume responsibility, in consultation with the Society, for communicating with the School Council or with the School Community;
 - vi. Promote teamwork and assist the Chair in the smooth running of the meetings;
 - vii. Keep informed of relevant School, Societies Act and School Board policies;
 - viii. Assist the Chair and undertake tasks assigned by the Chair;
 - ix. Signing Authority on accounts.

C. Secretary

Unless otherwise delegated, the Secretary of the School Council will:

- i. Act as a recorder at each meeting and ensure that the minutes are prepared accurately to reflect the directions agreed to at the meeting;
- ii. Keep minutes, correspondence, records and other Society documents, and ensure that all relevant documents (as per legislation) are available to the public in an accessible location in the School, for a period of 6 years;
- iii. Distribute, as determined by the Society, agendas, minutes, notices of meetings and notices of other events.

In the absence of the Secretary, the Chair shall choose a recording Secretary for the meeting.

D. Treasurer

Unless otherwise delegated, the Treasurer of the Society will:

- i. Keep accurate records of all financial transactions;
- ii. Ensure that records are available upon request of the Government of Alberta, School Board, School Council, or School Community;
- iii. Be responsible for the deposits of all monies paid to the Society in whatever bank, trust company, credit union or treasury branch the Society may order;
- iv. Present a full, detailed account of receipts and disbursements to the Society as required, and prepare the financial statements for the annual report;
- v. Comply yearly with the Societies Act of Alberta by submitting the annual report to the registry;
- vi. Immediately identify fiscal discrepancies, anomalies or concerns to the Chair.

E. Past Chair (Optional)

The Past Chair of the Society may:

- i. Serve in an advisory capacity to the new Society;
- ii. Act in the absence of both the Chair and Vice-Chair.

F. Members at Large / Committee Leads

These Members will:

- i. Lead committees for fundraising activities;
- ii. Have a clear understanding of the Society's objectives;
- iii. Attend Society meetings;
- iv. Identify possible topics for agendas;
- v. Serve as a liaisons between the Society, School Council and their organization or area of responsibility.