



10000507135395144

I hereby certify that the following special resolution was passed at a meeting of the members of the St. Philip Parent Advisory Association on Monday, May 1, 2023.

The Society is repealing the existing bylaws and replacing with new bylaws as attached.

Date: May 19th 2023
Signature: Carmen Capra
Printed Name: Carmen Capra
Title: Secretary



St. Philip Parent Advisory Association

Association Bylaws

Revised May 2023



MEMBERSHIP

1. Any person having a vested interest in the educational well-being of St. Philip School students, residing in Alberta, and being of the full age of 18 years, is eligible to become a member of the Association. The majority of the members of the association will be parents or guardians of students attending St. Philip School. Membership fees, if any, in the Association shall be determined from time to time by the members at an Annual General Meeting.
2. Any member wishing to withdraw from membership may do so upon a notice in writing or verbally to the Board through its President and/or Secretary. Membership must be renewed annually within 30 days of the Annual General Meeting. There shall be no fee for membership in the Association. Any member, upon a majority vote of all members of the Association in good standing and present at a Special Meeting called for that purpose, may be expelled from membership for any cause which the Association may deem reasonable.

ASSOCIATE MEMBERSHIP

3. The Principal and Staff Members of St. Philip School will be considered to have an Associate Membership and shall serve as resource people and in an advisory capacity to the Association. As Associate Members, the Principal and the one designated Staff Member, and all other staff members will **not** have voting rights at any meeting of the Association. The Principal, by virtue of the School Act, shall have the power of veto relating to actions directly affecting the school building, staff or students, but not relating to financial expenditures, revenues or investments of the Association.

BOARD OF DIRECTORS

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

a. COMPOSITION OF THE BOARD

The Board of Directors will be composed of the following Officers and Directors.

1. Officers: President, Vice President(s), Secretary, Treasurer — *Mandatory*
2. Directors: A maximum of three (3) Directors at Large — *Optional*
5. The Board shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. Officers/Directors unable to attend any meeting may provide another Officer/Director with a general or limited proxy in writing.

6. 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, or within ten (10) days after the appointment or election, or if they acted as a Director pursuant to the appointment or election. The Term of Office is for one school year following recruitment and placement unless written notice of resignation is submitted to the Board.
7. Any Director or Officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the Association may deem reasonable.

PRESIDENT

8. The President shall be an ex-officio (non-voting) member of all Committees. He/she shall, when present, preside at all meetings of the Association and of the Board. The President shall not have a vote at any meeting, unless in the case of a tie. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

VICE-PRESIDENT

9. The Vice-President shall assist and advise the President, and in the absence of the President shall preside at all meetings of the Board and of the Association.

SECRETARY

10. 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. He/she shall have charge of the Seal of the Association, if applicable, which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Association and be under the direction of the President and the Board.
11. The Secretary shall also keep a record of all the Officers/Directors and participating members of the Association and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Association. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

TREASURER

12. 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. 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 at each meeting and whenever requested and shall prepare for submission to the November Meeting a statement duly audited of the financial position of the Association and submit a copy of same to the

Secretary for the records of the Association. The signing signatures of the financial bank accounts will be any two of the elected Officers of the Association. The Office of the Secretary and Treasurer may be filled by one person if the membership at any Annual General Meeting for the election of officers shall so decide.

AUDITING

13. Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Association appointed for that purpose at the November 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.
14. The fiscal year of the Association in each year shall be January 1st to December 31st.
15. The books and records of the Association may be inspected by any member of the Association at the Annual General Meeting or at any other time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

MEETINGS

16. The Association shall hold an **Annual General Meeting** on or before October 31st in each year, by providing 10 days notice in writing in the school newsletter or website, or three days notice by fax, telephone or email. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and optionally three Directors. The Officers and Directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the Association. Four (4) members, excluding the Principal and designated Staff Member, shall constitute a quorum at an Annual General Meeting. If quorum cannot be attained at the meeting the meeting will be rescheduled to another date.
17. A **General Meeting** shall be called if a Special Resolution(s) is proposed. General Meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board by providing ten (10) days notice in writing in the school newsletter or website, or three (3) days notice by fax, telephone or email, specifying the intention of the Special Resolution. Five (5) members, excluding the Principal and designated Staff Member, two (2) of whom must be elected Officers of the Association, shall constitute a quorum at General Meeting.
18. A **Special Meeting of the Association** shall be called by the Secretary upon the instructions of the President or Board, by providing ten (10) days notice in writing in the school newsletter or website, or three (3) days notice by fax, telephone or email, setting forth the reasons for calling such meeting. Any five (5) members of the Association shall constitute a quorum at a Association Special Meeting.
19. A **Special Meeting of the Board** shall be called by the Secretary upon the instructions of any two (2) Board Members, by providing no less than ten (10) days notice in writing or three (3) days notice by

fax, telephone or email, to all Board Members. Any three (3) Board Members shall constitute a quorum at a Board Special Meeting.

20. A **Regular Meeting of the Association** may be called monthly by the President with each date set by majority vote of the members present. Regular Meetings shall be announced to all members by providing ten (10) days notice in writing in the school newsletter or website, or three (3) days notice by fax, telephone or email. Three (3) members, excluding the Principal and designated Staff Member, two (2) of whom must be elected Officers of the Association, shall constitute a quorum at any Regular Meeting.
21. Notwithstanding anything to the contrary herein, at any properly constituted meeting of the Board, a time and place may be set for the next meeting of the Board, in which case no further notice of such meeting need be given.

VOTING

22. Any member who has not withdrawn from membership nor has been neither suspended nor 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. Members will vote by show of hands or by secret ballot where fifty-one percent (51%) and greater than, will be considered the majority, except in the case of a Special Resolution where seventy-five percent (75%) vote in favour is required.
23. At all meeting of the Board, every question shall be decided by a majority of the votes cast on the question. In the case of any equality of votes the President or chairperson of the meeting shall be entitle to a second or deciding vote.

REMUNERATION

24. Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the association shall receive any remuneration for his/her services.

BORROWING POWERS

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

SPECIAL RESOLUTION

26. **Special Resolution** will mean a resolution passed at a General Meeting of which not less than twenty-one (21) days notice in the school newsletter, on the school website, by fax, telephone or email specifying the intention to propose the resolution has been duly given, and by the approval of not less than seventy-five percent (75%) of those members, entitled to vote, in attendance.

DISSOLUTION OF THE ASSOCIATION

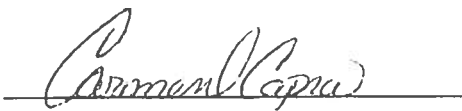
27. In the event of the dissolution (closing) of the Association, which shall require a Special Resolution of the membership, the assets of the Association will be disposed of through donations to one or

more catholic charitable organization(s) with similar objectives related to supporting teaching and learning which are agreed upon by the Board.

BYLAWS

28. The By-Laws may be rescinded, altered or added to by a "Special Resolution". Changes to the by-laws do not come into effect until the Special Resolution(s) is registered at Corporate Registries. A Special Resolution(s) sent to the Corporate Registries shall be dated and verified by a person authorized to the Association

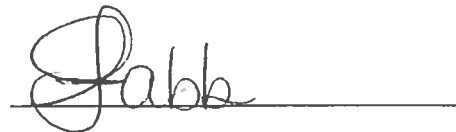
Approved by Special Resolution by seventy-five percent (75%) of Association members present at a General Meeting held on May 1, 2023



Signature of Secretary



Printed Name



Signature of President



Printed Name