

BYLAWS OF Greendale Elementary Community School Society (the “Society”)

Part 1 – DEFINITIONS AND INTERPRETATIONS

Definitions

1.1 In these Bylaws:

“Act” means the Societies Act of British Columbia as amended from time to time;

“Board” means the directors of the Society;

“Bylaws” means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERSHIP

Application for membership

2.1 A person may apply to the Board for membership in the Society; the person becomes a member on the Board’s acceptance of the application.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member’s annual membership dues, if any, and the member is not in good standing until those membership dues are paid.

2.5 A member is not in good standing if the member acts contrary to the purpose of the Society.

2.6 A member not in good standing

- (a) May not vote at a general meeting, and
- (b) Is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.7 A person's membership in the Society is terminated:

- (a) If the person is not in good standing for 6 consecutive months.
- (b) If the person delivers his resignation to the society
- (c) Upon death
- (d) On being expelled

2.8 A member may be expelled by a special resolution of the members passed at a General or Annual Meeting, provided the notice of the meeting specifies that such a matter is placed before the members.

2.9 The person who is subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a General or Annual Meeting before the special resolution is put to a vote.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

3.2 General meetings will be held at Greendale Elementary Community School or at a location determined by the Board, at a time determined by the Board.

3.3 Each September, an Annual General Meeting will be held and a report of the years' activities will be presented.

Ordinary business at general meetings

3.4 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting
- (c) consideration of the reports, if any, of the directors
- (d) election or appointment of directors;

- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.5 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.6 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.7 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.8 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.9 The quorum for the transaction of business at a general meeting is 3 voting members

3.10 A member in good standing at a meeting of members is entitled to one (1) vote.

3.11 If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned for 30 minutes and if a quorum is not present within 30

minutes from the time appointed for the meeting, the voting members present constitute a quorum.

3.12 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.13 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.14 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.15 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting:
 - i. receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - ii. receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - iii. elect or appoint directors, and
 - iv. appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.16 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.17 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.18 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.19 a matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 –DIRECTORS

Number of directors

4.1 The Board of Directors for the Society shall consist of a minimum of three (3) and a maximum of eleven (11) members.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.3 The Board may at any time and from time to time appoint a member as a Director to fill a vacancy on the Board of Directors. A Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting of the Society, but is eligible for re-election at the meeting.

PART 5 – DIRECTORS’MEETINGS

Calling directors meetings

5.1 A directors’ meeting may be called by the president or by any 2 other Directors

Notice of directors' meetings

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meeting

5.4 The directors may regulate their meetings and proceedings as they see fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to board positions

6.1 At each Annual General Meeting Directors shall be elected for a one (1) year term

6.2 To be eligible to be appointed or elected to the Board and to be eligible to continue to serve on the Board, a person must be a member in good standing of the Society.

6.3 A Director of the Board shall be eligible for re-election.

6.4 A Director may resign from the Board upon giving written notification.

6.5 In the event that it is not known whether or not a member has resigned from the Board, then an absence from three consecutive meetings without notice will be deemed to be notice.

6.6 A member of the board of Directors may be suspended or expelled in the same manner that any other member of the Society may be suspended or expelled.

6.7 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer

Directors at large

6.8 directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.9 The president

- (a) is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- (b) shall take such actions, or ensures that such actions are taken by others, to achieve the objectives and purpose of the organization

Role of Vice President

6.10 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of Secretary

6.11 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings
- (b) taking minutes of general meetings and directors' meetings
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting.

6.12 In absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.13 The treasurer will be one of the four directors with signing authority and is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources
- (b) keeping accounting records in respect of the Society's financial transactions
- (c) preparing the Society's financial statements
- (d) making the Society's filing respecting taxes.
- (e) assist the Society with developing a draft budget and tentative plan of expenditures

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director;
- (b) if the president is unable to provide a signature, by the vice-president together with one other director;
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 - PROCEDURES

8.1 The Constitution, By-laws and Amendments shall be filed with the Board of School Trustees of Chilliwack School District (#33) and the City of Chilliwack.

8.2 Minutes of all meetings (except in-camera items) shall be recorded and kept in the custody of the Community School Coordinator.

PART 9 - FISCAL MATTERS

9.1 The fiscal year of the Society shall commence on June 1st and conclude the next following May 31st.

9.2 No debenture shall be issued without the sanction of a special resolution of the membership.

PART 10 – DISSOLUTION

10.1 In the event that the Society is dissolved, all records of the organization shall be placed under the jurisdiction of the Administrative Officer of the School.

10.2 Any assets of the Society remaining after satisfaction of its debts and liabilities shall be transferred or donated to the Chilliwack School District (33) for the benefit of the people of Greendale.

Approved by Special Resolution November 8, 2017