

Friends of Jennie Emery Elementary Society Bylaws

NAME OF THE SOCIETY

1. The Society name is the Friends of Jennie Emery Elementary Society (the "Society").

MEMBERSHIP

2. Any person being a parent or guardian of a student(s) attending Jennie Emery Elementary School (the "School"), and being of the full age of 18 years, is a member of the Society (the "Members").
3. Withdrawal from the Society occurs automatically when said student(s) leaves the School.
4. Any Member can withdraw themselves from membership on written notice to the Board through the Secretary or President.
5. All Members must behave in accordance with the Bylaws of the Society.
6. Members may be expelled from the Society for any cause which the Society may deem reasonable by Special Resolution. Ex-members may apply for Membership in the next School year via written notice presented to the Board 21 days prior to the first meeting of the School year.

BOARD OF DIRECTORS

7. Board of Directors, Executive Committee or Board, will mean the Board of Directors of the Society (the "Board"). The Board consists of the President, Vice-President, Secretary, and Treasurer (the "Officers") and one (1) or two (2) Directors.
8. The Board will, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board will be held as often as may be required, but at least once every three months, and will be called by the President.
9. A special meeting may be called on the instructions of any two Members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.
10. Meetings of the Board will be called by three (3) days' notice by e-mail, fax or telephone. Any four (4) Board members will constitute a quorum, and Board meetings will be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting will be ratified at the next regularly called meeting of the Board; otherwise they will be null and void.
11. 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 directed 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.

12. The term of office for each Board member shall be two (2) years, with members being elected each year at the annual general meeting. The President and Vice-President should hold staggered terms of office. In the event that one (1) of these members resigns unexpectedly, the other remaining member may be extended for an additional one (1) year term as long as they are a Member of the Society in good standing. In the event that both President and Vice-President have to be elected within the same year, the President will be elected for a two (2) year term and the Vice-President will be elected for a one (1) year term.
13. Any Board members may be removed from office for any cause which the Society may deem reasonable by Special Resolution.
14. The general banking account of the Society will have a minimum of three (3) Board members with signing authority and will require two (2) signatures to sign cheques.

PRESIDENT

15. The President will be ex-officio a member of all Committees. He/she shall be responsible for planning the agenda for meetings, facilitating the meetings, acting as a spokesperson for the Board, and generally supervising the Society. He/she will, when present, preside at all meetings of the Society and of the Board. The President will be required to act as one of the signing authorities for the general banking account of the Society.

VICE-PRESIDENT

16. The Vice-president shall assist the chair with duties as assigned and, in the absence of the President, assume their duties. In the absence of both the President and the Vice-president, a Chairperson may be appointed at the meeting. The Vice-president may act as signing authority for the general banking account of the Society.

SECRETARY

17. It will be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. He/she will have the charge of the Seal of the Society which whenever used will 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 will be discharged by such Officer as may be appointed by the Board. The Secretary will have charge of all the correspondence of the Society and be under the direction of the President and the Board.

18. The Secretary will also keep a record of all the Members of the Society and their addresses and/or contact details (e-mail, fax, telephone) and send all notices of the various meetings as required.
19. The Secretary may act as signing authority for the general banking account of the Society.

TREASURER

20. The Treasurer will receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she will properly account for the funds of the Society and keep such books as may be directed. He/she will present a full detailed account of receipts and disbursements to the Board whenever requested and will prepare for submission to the Annual General Meeting ("AGM") a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.
21. The Office of the Secretary and Treasurer may be filled by one person if so decided at the AGM.

DIRECTOR(S)

22. The Director(s) attends meetings and helps support and guide the Board as necessary. He/she will encourage, where possible, feedback and participation from the School. The Director(s) may help the other Board members communicate special events to the Members and work with the Society to provide a positive experience for the school community.
23. Directors may be responsible for organizing and overseeing fundraising events and coordinating social activities run by the School.

AUDITING

24. The books, accounts and records of the Secretary and Treasurer will be audited at least once each year by a duly qualified accountant or by two (2) Members of the Society elected for that purpose at the AGM. A complete and proper statement of the standing of the books for the previous year will be submitted by such auditor at the AGM of the Society. The fiscal year of the Society in each year will end August 31st.
25. The books and records of the Society may be inspected by any Member of the Society at the AGM or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board will at all times have access to such books and records.

MEETINGS

26. This Society will hold an Annual General Meeting (the "AGM") within 30 days of the first instructional day of the school year, of which notice will be delivered in writing to the last known e-mail or regular mail address of each Member or a notice sent home with students eight (8) days prior to the date of the meeting.
27. At the AGM there will be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and one (1) or two (2) Directors. The Officers and Directors so elected will form a Board, and will serve until their successors are elected and installed. Any vacancy occurring during the year will be filled at the next meeting, provided it is so stated in the notice calling that meeting. Any Member in good standing will be eligible to hold any Board position in the Society.
28. Regular meetings of the Society may be called by the President or Secretary upon receipt of a petition signed by one-third of the Members in good standing, setting forth the reasons for calling such meeting, which will be in writing to the last known e-mail or regular mail address of each Member or a notice sent home with students, delivered eight (8) days prior to the meeting.
29. A special meeting will be called by the President or Secretary upon receipt of a petition signed by one-third of the Members in good standing, setting forth the reasons for calling such meeting, which will be in writing to the last known e-mail or regular mail address of each Member or a notice sent home with students, delivered eight (8) days prior to the meeting.
30. Five (5) Members in good standing will constitute a quorum at any meeting.

VOTING

31. Although all parents or guardians of students attending the School are Members of the Society, each family who has not withdrawn from membership has one vote at any meeting of the Society. Such votes must be made in person and not by proxy or otherwise.

REMUNERATION

32. Unless authorized at any meeting and after notice for same will have been given, no Officer, Director, or Member of the Society will receive any remuneration for his/her services.

BORROWING POWERS

33. For the purpose of carrying out its objects, the Society 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 will be exercised only under the authority of the Society, and in no case will debentures be issued without the sanction of a Special Resolution of the Society.

RESPONSIBILITY FOR LOSS

34. Upon becoming a Member of the Society, each Member will be conclusively deemed to have agreed that neither the Society nor any Director Officer, employee, agent or manager of the Society will be responsible in any way whatsoever for any loss of any property of any Member or any of his/her guests nor for any damage or loss whatsoever sustained by any Member or his/her guests in or about the facilities of the Society arising directly or indirectly from the use or occupation of the facilities of the Society.

INDEMNITY

35. Except in respect of an action by or on behalf of the Society to obtain a judgment in its favor, the Society will indemnify and save harmless any Officer or Director or former Officers or Director of the Society, his/her heirs, executors, administrators, successors and assigns against all liabilities, costs, damages, charges and expenses incurred while acting in good faith on behalf of the Society, unless the same were sustained or incurred as a result of his/her own fraud, dishonesty, willful neglect, or willful default.

DISSOLUTION

36. Upon dissolution of the Society, accumulated funds held by the Society will be given to the Jennie Emery Elementary School.

BYLAWS

37. The Bylaws may be rescinded, altered or added to by a Special Resolution.
38. The Society will possess separate Bylaws than the Jennie Emery School Council.

DEFINITIONS

39. "Ordinary Resolution" means a resolution passed in a meeting by a simple majority being greater than fifty percent (50%) of votes cast by the eligible Members of the Society in attendance.
40. "Special Resolution" means
- a. A resolution passed
 - i. At a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - ii. By the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.
 - b. A resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been

given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or

- c. A resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.