

# **Valhalla Community School By-laws**

## **Article 1: Name, Location**

### Section 1: Name

The name of the school will be the Valhalla Community School and will be referred to in these Bylaws by the acronym VCS.

### Section 2: Location

The VCS will be located in the Hamlet of Valhalla Centre, Alberta

## **Article 2: Board of Directors**

### Section 1: Number

The Board of Directors shall consist of seven persons.

### Section 2: Qualifications

- a) The Directors must be;
  - i) 18 years of age or older
  - ii) parents or guardians of children attending the VCS, or
  - iii) community members who are supportive of the mission of the VCS
- b) Staff currently employed by the VCS may not be a Director

### Section 3: Term

Directors shall be elected for three year terms. Terms shall be staggered so that no more than one third (1/3) of the Board shall be up for election in any year, unless a vacancy(ies) needs to be filled.

### Section 4: Term Limits

Director membership shall be limited to 3 consecutive 3 year terms. Previous Directors shall be re-eligible for membership after a lapse of 3 years.

### Section 5: Powers and Accountability's of Directors

- a) The Board of Directors shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of the VCS, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the VCS.
- b) The Board of Directors may, by general resolution, assign to committees, the task of obtaining information pertinent to a specific topic for the board to

- review.
- c) The Directors shall be guided by the philosophy, mission, and vision of the VCS Charter
  - d) The Board is accountable to the Minister of Education to ensure that the School operates in accordance with the applicable provisions of the School act
  - e) The Board is accountable to ensure students are learning in accordance with the Charter goals and objectives

#### Section 6: Director Conflict of Interest

- a) Any Director or committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the society's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation.
- b) The Board may adopt conflict of interest policies requiring:
  - 1. Regular annual statements from Directors to disclose existing and potential conflict in interest; and,
  - 2. Corrective and disciplinary actions with respect to transgressions of such policies.
- c) For the purpose of this section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the society, or is a director, trustee or officer of, or has a significant financial or influential interest in the entity contracting or dealing with the society.

#### Section 7: Election

Directors shall be elected by the eligible members of the school community at an election held each year at the annual meeting. The positions of those Directors whose terms have

expired shall be open to be filled by those eligible to vote. Eligible members shall be the parents or guardians of any children currently attending the school, and community members living within the designated boundary. Elections shall be conducted using secret ballots. Members shall be required to sign a Roster confirming their eligibility to vote. The members present at an annual meeting will have one vote per member per available position. Proxy voting is prohibited. Votes shall be tallied and announced at the meeting where the vote takes place. A group of volunteers, no less than three nor more than five people, made up of eligible members, but not those up for election, shall tally the votes. In the event of a tie vote for a position, a second ballot will be cast for the position only, with only the tied candidates participating on the ballot. Should a second tie vote occur, a result shall be obtained by flipping a coin with the person whose surname is earliest in the alphabet calling a coin side first. Newly elected Directors shall assume office at the first Board of Directors meeting following their election.

#### Section 8: Resignation, Disqualification and Termination of Directors

In accordance with all relevant subsections of s.82 of the *School Act*:

- a) A Director may resign by submitting his or her resignation in writing to the Chair of the Board of Directors. A Director may be removed for cause outlined below, at a meeting of Directors by an affirmative vote of two-thirds of the remaining Board of Directors. Directors being considered for disqualification shall receive at least two weeks notice of such proposed action and shall be given the opportunity to address the Board regarding such action prior to any vote on such removal
- b) A Director may be disqualified if that person;
  - i) dies;
  - ii) tenders his or her resignation in writing;
  - iii) is an auditor or employee of the Board;
  - iv) uses information gained through a person's position as a Director to gain a pecuniary benefit in respect of any matter in which the person has a pecuniary interest
  - vi) absents his or herself, without being authorized by a resolution of the Board to do so, from three consecutive meetings of the Board unless the person's absence is due to illness
  - vii) is convicted of an indictable offence for which a pardon has not been granted.
- c) Any Director may be terminated by a vote of 75% of the Board if found not to be reasonably fulfilling the duties and responsibilities of a Director as the Board determines, or has otherwise acted in a manner contrary to the operation, goals, vision, mandate, objectives, or development of the VCS, as the Board determines

#### Section 9: Quorum

A majority of the full number of Directors, in person, shall constitute a quorum of the Board for the transaction of business at a regularly scheduled meeting. When a quorum is present, a majority of the Directors present may take any action on behalf of the Board. Every act of a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors

#### Section 10: Vacancies

A vacancy on the Board of Directors, may be temporarily filled by a majority vote of the remaining Directors to elect a person(s) to fill the vacancy(ies) until the next annual meeting of the Board, at which time Directors so elected must be re-elected as specified in the By-laws.

#### Section 11: Compensation

Directors receive no payment for their services. With board approval, Directors may be reimbursed for out-of-pocket expenses incurred on approved board business. Directors must present receipts for all such expenses, which shall be for the Director only, and shall be itemized and documented. Such expenses must be approved by a motion of the Board at the meeting immediately following the expenditure(s).

#### Section 12: Meeting Attendance

Directors are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any Director after such Director's three unexcused, consecutive absences to ascertain the Director's interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board of Directors.

### **Article 3: Meetings**

#### Section 1: Regular Meetings

- a) The Board may hold as many meetings as it considers necessary to deal adequately with its business
- b) The resolution of the Board establishing the regular meetings of the Board shall state the date, time and place of the regular meetings. This resolution will be made at the first Board meeting of the new school year
- c) The Superintendent and Secretary-Treasurer must attend all Board meetings unless they are unavailable and have made provisions for such. The Principal and other administrative staff may be in attendance at the Board meetings
- d) No act or proceeding of the Board is binding unless it is adopted at a meeting at which a quorum of the Board is present
- e) All Directors present at a meeting of the Board shall have a single vote on each motion presented before them. In the event of a tie the motion shall be deemed lost

- f) At all regular Board meetings, every question will be determined by an Ordinary Resolution by show of hands, unless the Directors present resolve that a particular vote will be by secret ballot.
- g) An agenda for the regular meetings shall be available twenty-four hours before the meeting, and will be emailed to the Directors.
- h) The minutes of all meetings shall be adopted at the beginning of the following meeting and signed by the Secretary and Chair of the meeting.
- i) All regular meetings of the Board of Directors shall be Open Public Meetings, but not public forums. Adequate notice of all meetings shall be visibly posted and provided to the school newsletter not less than forty-eight (48) hours before any such meeting.

## Section 2: Special Meetings

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair or by a petition signed by a majority of the full Board of Directors. Such meetings may be held on short notice if notification to all Directors is given personally or by telephone, or with 4 days notice if given by electronic mail, or phone messages. Such notices shall specify time and place of the meeting.

## Section 3: In Camera Meetings

- a) In camera meetings may only be called by resolution of the Board.
- b) In camera meetings shall be called to discuss:
  - i) complaints about a child;
  - ii) complaints about a teacher or staff member;
  - iii) other personnel issues;
  - iv) matters regarding security of the Board's property;
  - v) financial issues and contract information.
- c) During an in camera meeting the Board shall only discuss the matter which qualifies as an in camera matter.
- d) Board members and other persons attending the In camera meeting are not to disclose the details of the discussion. It is the responsibility of the Chair or Vice Chair to update those Directors who are absent.
- e) No resolutions may be passed at an in camera meeting. Any decisions made during in camera meetings must be ratified during a regular board meeting.

## Section 4: Annual Meetings

- a) The annual meeting shall be held on or before the 31st of March of each year, at such time and place as may be determined by the Board
- b) At every annual meeting, in addition to any other business that may be transacted, the report of the Board, financial statement, and the report of the auditors shall be presented.
- c) Notice of the annual meeting shall be made in writing or via electronic mail at

least 21 days before the date of the annual meeting, and posted on the VCS website.

d) The members present at an annual meeting will have one vote per member.

#### **Article 4: Establishment of Committees**

##### Section 1:

The Board of Directors may appoint such standing committees and or ad hoc committees as it thinks necessary for the effective governing of the school.

##### Section 2:

**Standing Committees:** Each standing committee shall have a charge specific to its permitted activities and such charges shall be incorporated into the charter school policy manual. The function of any committee so established shall be fact-finding, deliberative, and advisory to the Board of Directors. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the school. Standing committees shall be made up of no more than two less than a quorum of the Board of Trustees. The chair shall be an ex officio member of each committee. The Superintendent of the Charter school shall be an ex officio member of each committee, except where his or her evaluation, tenure, or salary is to be deliberated. Standing committees shall be:

**Grievance Committee:** the Board of Directors shall establish a Grievance Committee comprised of both parents and teachers to make non-binding recommendations to the Board of Directors concerning the disposition of complaints. The Grievance Committee shall have four members who will serve one year terms, with one member designated as chairperson by the other committee members. Committee members shall be appointed each year at the first Board of Directors meeting following the annual meeting. Grievance Committee members may serve no more than two consecutive terms on the committee.

**Policy Advisory Committee:** the Board of Directors shall establish a Policy Advisory Committee as described in the Policy Development Plan.

##### Section 3:

**Ad Hoc Committees:** Each ad hoc committee shall have a charge specific to its permitted activities and that charge shall include the date on which the committee is to present its final report to the Board of Directors and be dissolved. Members of ad hoc committees shall be drawn from those parents and staff of the school community who indicate interest in serving on the ad hoc committee and from such others as may be deemed appropriate by the Board of Directors. Ad hoc committees shall be made up of no less than nine and no more than 15 members. Directors shall not be eligible to serve on ad hoc committees, since they have authority and responsibility to review the committee's recommendations and adopt them or not.

## **Article 5: Officers of the Board**

### Section 1: Officers of the board

- a) Officers shall be elected by the Board from among the elected Directors at the first meeting following the annual meeting. Officer positions shall include the Chair and Vice-Chair, or alternatively Co-Chairs, as the Board may determine, Secretary, and Treasurer.
- b) Each Officer will be and remain during his or her term a Director in good standing and will take office at the first meeting of the Board after the annual meeting, or in the case of an appointment, at the meeting at which they were appointed
- c) The term of office of each Officer will commence immediately after the election or appointment and will continue until the earlier of the following
  - i) the Officer's resignation;
  - ii) the Officer's disqualification to hold office, or
  - iii) the first meeting of the Board after the annual meeting wherein it appoints new Officers

### Section 2: Chair

The Chair shall:

- a) be responsible for calling and, when present, preside at all meetings of the Board, and meetings of committees;
- b) prepare the meeting agendas in consultation with the Superintendent;
- c) act as an ex-officio member of all committees or appoint another Director to do so; and
- d) inform and work with the Superintendent and Principal of the School in accordance with the wishes of the majority of the Directors, these By-laws and the School Act

### Section 3: Vice Chair

The Vice-Chair shall:

- a) in absence of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as may be required by the Board.
- b) If the Board elects to have Co-Chairs, there shall be no Vice-Chair position.

### Section 4: Co-Chairs

If the Board elects to have Co-Chairs, the duties and responsibilities of the Chair will be taken by either or both of the Co-Chairs.

## Section 5: Secretary

The Secretary will:

- a) ensure that minutes are taken at all regular, special, and annual meetings and keep these minutes;
- b) assist the Chair in such other matters as the Chair may require; and
- c) perform any and all other duties as otherwise set out in the VCS policies

## Section 6: Treasurer

The Treasurer will:

- a) be responsible for the maintenance of all required books of account and financial records of the Society;
- b) be responsible for the co-ordination of the preparation of the annual audit and year-end financial statements;
- c) establish and maintain adequate systems for the control of all expenditures;
- d) establish and maintain adequate systems to ensure that all funds of the VCS are properly received, adequately protected, and properly deposited and accounted for in accordance with generally accepted accounting procedures; and
- e) perform any and all other duties as otherwise set out in the VCS policies

## Section 7: Directors

The Directors shall attend all regular, special, and annual meetings and perform such duties as may be assigned by the Chair(s) or Vice-Chair. This will include chairing various ad hoc committees occasionally.

## **Article 7: Execution of Documents**

### Section 1: Fiscal Year

The fiscal year of the VCS shall be from September 1st to August 31st.

### Section 2: Cheque Signing

- a) Contracts, documents, or any instruments in writing requiring the signature of the Board shall be signed by the Chair or the Vice-Chair or other Director appointed by the Board as having signing authority for such documents
- b) All cheques in excess of \$15,000 shall require two signatures, one of which



shall be the Chair or Vice-Chair.

### Section 3: Auditor

The Board shall appoint an auditor to audit the accounts. The Auditor will be appointed at the annual meeting. The remuneration of the auditor shall be fixed by the Board. No Society member or Staff member may be allowed to do the audit.

## **Article 8: Amendments to Bylaws**

The Board of Directors shall have the power to make, amend, or repeal the Bylaws of the VCS, either in whole or in part. The Bylaws may be amended at any regular meeting of the Board of Directors or any special meeting called for that purpose. Any change shall require the approval by 2/3rds vote of the full Board of Directors, and the approval of the Minister of Education.

## **Article 9: Dissolution**

### Section 1: Voluntary Dissolution

Should the VCS choose to dissolve for reasons other than the revocation of its charter or financial insolvency, all assets of the charter school, after satisfaction of all outstanding claims by creditors and governmental grantors, will be distributed to Valhalla community organizations, as determined by a vote of the Board and pending the approval of the Minister of Education.

### Section 2: Revocation of Charter

If at any time and for any reason, the VCS charter is revoked or the VCS becomes insolvent, the Charter Dissolution Process will begin as outlined in the VCS Charter document.

## **Article 10: Additional Provisions**

### Section 1: Indemnification of Officers and Directors

The VCS Directors shall not be personally liable to the VCS for damages for breach of any duty owed to the VCS, its beneficiaries, or its Board of Directors except that nothing contained herein shall relieve a director or officer from liability for breach of a duty based on an act of omission:

- a) in breach of such person's duty of loyalty to the VCS;
- b) not in good faith or involving a knowing violation of law; or
- c) resulting in receipt of an improper personal benefit.

## Section 2: Insurance

The Board of Directors shall provide for the liability and other forms of insurance in compliance with all requirements in s.60(1) of the *School Act* and considered to be necessary and prudent as protection against possible claims.

## Section 3: Audit

At the close of each fiscal year, the accounts of the Society shall be audited by an independent auditor appointed for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year will be submitted by such Auditor at the Annual General Meeting of the Society. The remuneration of the auditor will be fixed by the Board. The auditor may not be one of the Board of Directors or Staff.