

Bylaws of the Handsworth Secondary School Association (the “HSSA”)

Table of Contents

PART 1 Interpretation	1
PART 2 Membership	1
Voting members	1
Compliance with bylaws	2
PART 3 Meetings of Members	2
General meetings	2
Notice of meetings	3
PART 4 Quorum and Proceedings at General Meetings	3
Quorum.....	3
Voting	4
PART 5 Directors	4
Role of Board	4
Director positions defined	5
Eligibility.....	5
Election of Directors	5
Term of office	6
Vacancy.....	6
Removal of Directors	6
PART 6 Quorum and Procedure at Directors’ Meetings	7
Meetings.....	7
Notice	7
Voting.....	7
PART 7 External Committee Representatives	7
PART 8 Code of Conduct of Directors and Representatives	8
Code of Ethics	8
Representing the HSSA.....	9
Privilege	9
Disclosure of interest.....	9
PART 9 Duties of Directors and Representatives	9
Chair	9
Vice-Chair	10
Secretary	10
Treasurer	10
Communications Representative	11
Members at Large	11

DPAC Representative	11
Past Chair	12
PART 10 Committees	12
PART 11 Financial Matters	12
Financial year	12
Bank accounts	13
Signing authority (Officers)	13
Annual budget	13
Non-budgeted expenditures	13
PART 12 Constitution and Bylaw Amendments	13
PART 13 Property in Documents	14
PART 14 Dissolution	14

PART 1 Interpretation

1. In these bylaws, unless the context otherwise requires:
 - a) “address” of a member means the member's mailing address, including email address if any, which the member, or the school at the direction of the member, has provided to the HSSA.
 - b) “Board” means the directors of the HSSA;
 - c) “Bylaws” means these bylaws as altered from time to time;
 - d) “DPAC” means the Parents’ Advisory Council for School District No. 44, North Vancouver,
 - e) “Handsworth Parent Advisory Council (HPAC)” is the working title often used to describe the HSSA. HPAC and HSSA can be used interchangeably and refer to the same group;
 - f) “Parent” is as defined in the BC School Act and means the parent of a student or child currently registered at Handsworth;
 - g) “School Act” means the School Act of British Columbia as amended from time to time; and
 - h) “Societies Act” means the Societies Act of British Columbia as amended from time to time.
2. The definitions in the Societies Act and the School Act apply to these bylaws.
3. If there is a conflict between these Bylaws and the Societies Act or the School Act or the regulations under the Societies Act or the School Act, as the case may be, prevail.

PART 2 Membership

Voting members

4. The members of the HSSA are the applicants for incorporation of the society, and those persons who subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members.
5. All Parents shall be automatically full voting members of the HSSA.
6. There shall be no membership fees or dues.

Non-voting members

7. Administrators and staff (teaching and non-teaching) of Handsworth, who do not have students enrolled, may be invited by the Board to become non-voting members of the HSSA.

8. Members of the school community who are not parents of students registered in the public school system may be invited by the Board to become non-voting members of the HSSA.
9. At no time shall the Board permit the HSSA to have more non-voting members than voting members.

Compliance with bylaws

10. Every member must uphold the constitution of the HSSA and must comply with these bylaws.
11. A person ceases to be a member of the HSSA:
 - (a) by delivering his or her resignation in writing to the Secretary or by mailing or delivering it to the address of the HSSA;
 - (b) on his or her death, or, in the case of a corporation, dissolution;
 - (c) in the case of a Parent, on the day after the student in respect of which he or she is a member ceases to be registered at Handsworth, or
 - (d) in the case of the administration and staff of Handsworth, on the day after the date on which he or she ceases to be a member of the staff of Handsworth.
12. A member may not be expelled from the HSSA.
13. HSSA bylaws must be in compliance with the School Act and the Societies Act. Changes to the School Act that affect the HSSA shall be automatically incorporated into the HSSA bylaws in accordance with the Act and the HSSA shall be informed of said changes.

PART 3 Meetings of Members

General meetings

14. An annual general meeting shall be held during the last 60 days of each school year at which the Directors shall be elected.
15. A general meeting to fill any positions not filled at the Annual General Meeting shall be held within 90 days after school opening day each year if required.
16. General meetings shall be held not less than four times during the school year. One of those meetings shall be the annual general meeting.
17. Upon request, the HSSA Chair may permit other means by which members may participate in meetings such as Skype or conference call.

Conduct

18. At general meetings and the annual general meeting, members shall not discuss individual school personnel, students, parents, or other members of the school community.
19. The HSSA shall refrain from partisan political action and other activities that do not serve the interests of the school or the public education system.

20. Members may be asked to leave a meeting by the Chair if, in the judgment of the Chair and after being asked to temper their approach, the member is behaving poorly, displaying a continued lack of respect or is generally disruptive.

Notice of meetings

21. Notice specifying the location, day and time of the established general meeting for the school year shall be included in the first HSSA communication of each school year and shall be deemed to constitute effective notice to all members of these general meetings.
22. The Directors may, when they deem fit, and must promptly, on the written request of not less than 10% of the members with voting rights, convene an extraordinary general meeting.
23. By written request to the Chair of no less than 5% of voting members, a request of the members may be made to put forth an item to the agenda of an annual general meeting.
24. Notice of an extraordinary general meeting must specify the place, day and hour of the meeting and the nature of the business to be conducted, and must be delivered at least 14 days in advance of the meeting date to the address of each member, and posted at Handsworth on the bulletin board adjacent to the main office and on the Handsworth and HSSA websites.
25. The accidental omission to give notice of an extraordinary general meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting. Non-members may attend general meetings by invitation of the Board only.

PART 4 Quorum and Proceedings at General Meetings

Quorum

26. In matters of meeting procedure not specifically addressed by these Bylaws, procedural issues shall be determined by the current edition of Robert's Rules of Order.
27. A quorum for the transaction of business at a general meeting shall be 7 voting members, including at least two (2) of the HSSA Directors. At least one of the HSSA Directors must be a signing officer.
28. If at any time during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
29. Subject to these Bylaws, the Chair of the HSSA, the Vice-Chair or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
30. If at a general meeting there is no director present within 15 minutes after the time appointed for holding the meeting, or no director present is willing to act as the chair, then the members present must choose one of their number to be the chair.

Voting

31. Except as provided elsewhere in these bylaws or the Societies Act, all matters requiring a vote shall be decided by a simple majority of the votes cast.
32. No proxy voting will be permitted.
33. Except as provided elsewhere in these bylaws, 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.
34. The vote count shall be public unless otherwise specified by the Societies Act or the School Act.

PART 5 Directors

Role of Board

35. The Board shall manage the HSSA affairs between general meetings by a board of elected or appointed directors and the immediate Past Chair if available.
36. A minimum of 3 directors must be in office for the HSSA to operate.
37. The Board shall understand and abide by the HSSA's Constitution, Bylaws and Code of Ethics as outlined in Part 8.
38. The Board shall carry out the responsibilities of their office as set out in these bylaws.
39. The Board shall ensure that the HSSA is involved in those activities it is authorized to do under its Constitution.
40. The Board has the authority to
 - establish committees;
 - terminate committees;
 - define committee terms of reference and purpose; and
 - define the duration of committee's existence.
41. The Board shall provide oversight of all committees and be responsible for reporting to membership and abide by the membership's direction regarding committee activities.
42. Director representation on committees is not required.

Director positions defined

43. The Board shall include:
 - a) Chair;
 - b) Vice-Chair;
 - c) Secretary;
 - d) Treasurer;
 - e) Communications Representative;
 - f) up to 7 Members at Large;
 - g) DPAC Representative; and
 - h) Immediate Past Chair
44. A rule, made by the members in a general meeting, does not invalidate a prior act of the board members that would have been valid if that rule had not been made.
45. The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

Eligibility

46. Any voting member of the HSSA is eligible to serve on the Board, except employees or elected officials of School District No. 44 or the Ministry of Education.

Election of Directors

47. Elections shall be conducted by the Chair of the Nominations Committee.
48. A call for nominations shall be made at the last general meeting held before the annual general meeting, at which time the members must appoint a member or members to receive nominations and conduct the elections (the "Electoral Officer"). A member standing for election may not be an electoral officer.
49. Nominations for each of the directors to be elected shall remain open until the election for each position is conducted.
50. The Electoral Officer shall conduct the elections, and may appoint scrutineers as required at the time of the elections.
51. The Chair, Vice Chair, Treasurer, Secretary, Communications Representative and Members-at-Large of the HSSA shall be elected from among the members who are not employees or elected officials of School District No. 44, North Vancouver, or the B.C. Ministry of Education.
52. Separate elections must be held for each office to be filled.

53. The DPAC Representative shall be elected from among the members who are not employees or elected officials of School District No. 44, North Vancouver, or the B.C. Ministry of Education.
54. The election of the DPAC Representative must be by secret ballot unless an election is by acclamation.
55. A person may hold more than one elected position at a time.

Term of office

56. The directors shall hold office beginning immediately following the election until June 30th if the AGM is held in the beginning of the new school year or from July 1st to June 30th if the AGM is held in the last 60 days of a school term.
57. The term of office of each of the directors shall be one year, commencing immediately upon their election and continuing until elections are conducted for their positions the following year.
58. Any elected member of the HSSA may serve on the Board for as many years as s/he is elected, but may not hold anyone position for more than 4 consecutive years
59. The DPAC Representative may not hold the same position for more than three consecutive years at a time.

Vacancy

60. If a director resigns or ceases to hold office for any other reason, the remaining directors may appoint an eligible member of the HSSA to fill the vacancy until the next annual general meeting.
61. If the DPAC Representative resigns or ceases to hold office during his or her term of office, the members of the HSSA may elect an eligible member to fill the vacancy for the remainder of the term. Such election must be by secret ballot as per the School Act unless it is by acclamation.

Removal of Directors

62. The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect an eligible member to complete the term.
63. Written notice specifying the intention to make a motion to remove the director must be given to all members not less than 14 days before the meeting.

Remuneration of Directors

64. No director may be remunerated for serving on the Board, but may be reimbursed for expenses reasonably and necessarily incurred while engaged in the HSSA's affairs.

PART 6 Quorum and Procedure at Directors' Meetings

Meetings

65. Directors' meetings shall be held at the call of the Chair.
66. The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
67. A quorum for directors' meetings shall be a majority of the voting members of the Board.
68. The Chair is the chair of all directors' meetings, but if at a meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting, the Vice Chair must act as chair, but if neither is present the board members present must choose one of their number to be the chair at that meeting.
69. A director may at any time, and the Secretary, on the request of a director, convene a meeting of the directors.
70. The directors may delegate any, but not all, of their powers to committees consisting of the directors and members as they think fit.
71. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest directors' meeting held after the act or thing has been done.

Notice

72. Directors' meetings may be held within seven days preceding any general or annual meeting, but shall be held once per month with consideration given to holidays and school breaks. There may be circumstances where a directors' meeting must be called to address an emergency situation. In such cases, the Chair may call a directors' meeting on 1one day's notice, provided the notice indicates the nature of the emergency.

Voting

73. All matters requiring a vote at board meetings shall be decided by a simple majority of the votes cast.
74. The Chair does not have a vote unless there is a tie, in which case the Chair may have a casting vote.
75. The Immediate Past Chair does not have a vote.

PART 7 External Committee Representatives

76. The membership or board may elect or appoint a member (a representative of a HSSA member) who is not an employee or elected official of School District No. 44 or the

Ministry of Education to represent the HSSA on an external committee or to an external organization.

77. The representative shall report to the membership or the Board as required.

PART 8 Code of Conduct of Directors and Representatives

Code of Ethics

78. On election or appointment, every director and representative must sign and agree to abide by a code of ethics acceptable to the membership.

79. General meetings and meetings of the directors are not forums for the discussion of individual personnel, students, parents, or other individual members of the school community.

80. Any information received in confidence by a director or DPAC Representative from a voting or non-voting member, student or other member of the school community is confidential and must not be disclosed without the prior permission of the person giving the information.

81. A member who accepts a position as a director or DPAC Representative must:

- uphold the constitution and bylaws, policies and procedures of the HSSA;
- perform her or his duties with honesty and integrity, respecting the rights of all individuals;
- disclose to the membership and board members the nature and extent of any interest, whether direct or indirect, that she or he has in any proposed contract or transaction involving the HSSA;
- avoid using her or his position for personal gain;
- work to ensure that the well-being of students is the primary focus of all decisions;
- take direction from the members, ensuring that representation processes are in place;
- encourage and support parents and students with individual concerns to act on their own behalf and provide information on the process for bringing forward concerns for discussion;
- work to ensure that issues are resolved through due process;
- strive to be informed and only pass on information that is reliable and correct;
- respect all confidential information; and
- support public education.

Representing the HSSA

82. Every director and representative must act solely in the interests of the parent membership of the HSSA.

Privilege

83. Any information received in confidence by a director or representative from school personnel, a student, parent, or other member of the school community is privileged and must not be divulged without permission of the person giving the information.

Disclosure of interest

84. A director or representative who is interested, either directly or indirectly, in a proposed contract or transaction with the HSSA must disclose fully and promptly the nature and extent of his or her interest to the membership and the Board.
85. Directors and representatives must avoid using his or her position on the HSSA for personal gain.

PART 9 Duties of Directors and Representatives

Chair

86. The Chair shall:
 - a) Speak on behalf of the HSSA;
 - b) Consult with members;
 - c) Chair the membership, general and directors' meetings;
 - d) Has the responsibility to manage and implement the strategic planning process and plan;
 - e) Work with the Secretary to ensure that an agenda is prepared and presented;
 - f) Familiarize themselves with the constitution, bylaws and meeting rules of the HSSA;
 - g) Appoint committees where authorized by the membership or Board, and be an ex officio member of all committees;
 - h) Ensure that the HSSA is represented in school and district activities;
 - i) Ensure that HSSA activities are aimed at achieving the purposes set out in the constitution;
 - j) Be a signing officer;
 - k) Submit annual reports;
 - l) Provide a report of activities at each general meeting;
 - m) Upon leaving the Board, hand down all information and documentation relevant to their position in their possession to the incoming Chair to ensure a smooth transition;
 - n) Work with the Treasurer and the Board as a whole to prepare and present a draft budget;
 - o) Take such actions or ensure that such actions are taken by others to achieve the objectives and purpose of the organization; and
 - p) Meet with the school administration frequently to maintain communication between the membership and the school.

Vice-Chair

87. The Vice -Chair shall:

- a) Support the Chair;
- b) Assume the duties of the Chair in the Chair's absence or upon request;
- c) Assist the Chair in the performance of his or her duties;
- d) Accept extra duties as required;
- e) Be a signing officer;
- f) Submit an annual report, if required;
- g) Submit reports as required; and
- h) Upon leaving the Board, hand down all information and documentation relevant to their position in their possession to the incoming Vice-Chair to ensure a smooth transition.

Secretary

88. The Secretary shall:

- a) Record and file minutes of all meetings;
- b) Prepare notices of meetings of the HSSA and the directors for distribution;
- c) Issue and receive correspondence on behalf of HSSA;
- d) Prepare correspondence of the Board and HSSA as required under the direction of the Chair and the directors;
- e) Keep an accurate copy of the constitution and bylaws, and make copies available to members upon request;
- f) Prepare and maintain other documentation as requested by the membership or directors;
- g) Ensure safekeeping of all records of the HSSA;
- h) Have custody of all records and documents of the HSSA except those required to be kept by the treasurer;
- i) May be a signing officer;
- j) Submit an annual report regarding any changes in HSSA's documentation; and
- k) Upon leaving the Board, hand down all information and documentation relevant to their position in their possession to the incoming Secretary to ensure a smooth transition.

Treasurer

89. The Treasurer shall:

- a) Be one of the signing officers;
- b) Chair the Finance Committee;
- c) Ensure all funds of the HSSA are properly accounted for;
- d) Apply annually for the gaming grant;
- e) Ensure all gaming funds are spent according to the rules set out by the BC Gaming Branch.
- f) Disburse funds as authorized by the membership or the Board;
- g) Ensure that proper financial records and books of account are maintained;
- h) File an annual Charity return with the Canada Revenue Agency;
- i) File an annual report with the BC Societies Act;
- j) Report on the accounts at general and directors' meetings;
- k) Make financial records and books of account available to members upon request with reasonable notice;
- l) Have the financial records and books of account ready for inspection or audit;

- m) Annually with the assistance of the Board, draft an annual budget;
- n) Ensure that another signing officer has access to the financial records and books of account in the Treasurer's absence;
- o) Submit an annual financial statement at the annual general meeting and provide financial updates at general meetings;
- p) Lead the directors in drafting a budget and tentative plan of expenditures at the start of each fiscal year, and in ensuring the preparation of the HSSA's annual financial statements at the end of each fiscal year; and
- q) Upon leaving the Board, hand down all information and documentation relevant to their position in their possession to the incoming Treasurer to ensure a smooth transition.

Communications Representative

90. The Communications Representative shall:

- a) Chair the Communications Committee;
- b) Oversee the management of all social media content, communications and mailing lists according to HSSA's strategy and Board direction;
- c) Ensure that communication policies adhere to the appropriate legislation and school district policies;
- d) Oversee the provision of communication support to HSSA committees and groups;
- e) Distribute, as required, any materials approved for distribution by the Board; manage the HSSA website and its content;
- f) Work in conjunction with the Secretary in distributing and managing information and communications as required;
- g) Submit an annual report at the annual general meeting; and
- h) Upon leaving the Board, hand down all information and documentation relevant to their position in their possession to the incoming Communications Representative to ensure a smooth transition.

Members at Large

91. Members-at-Large shall:

- a) Serve in a capacity to be determined by the HSSA at the time of election or appointment as the HSSA requires;
- b) Submit an annual report as required; and
- c) Upon leaving the Board, hand down all information and documentation relevant to their position in their possession to the incoming Secretary to ensure a smooth transition.

DPAC Representative

92. The DPAC Representative shall:

- a) Attend all meetings of the North Vancouver District Parent Advisory Council (NVDPAC) and represent, speak, and vote on behalf of the HSSA;
- b) Report regularly to the membership and the Board on all matters relating to the DPAC;
- c) Seek and give input to the DPAC on behalf of the HSSA;
- d) Receive, circulate, and post DPAC newsletters, brochures, and announcements;
- e) Receive and act on all other communications from the DPAC;
- f) Liaise with other parents and DPAC representatives;

- g) Upon leaving the Board, hand down all information and documentation relevant to their position in their possession to the incoming DPAC to ensure a smooth transition; and
- h) Vote according to HSSA's wishes at DPAC meetings.

Past Chair

93. The Past Chair shall:

- a) ensure a smooth transition between the incoming and outgoing Chair takes place;
- b) hand down all information and documentation relevant to their position in their possession to the incoming Chair;
- c) assist and advise HSSA as needed;
- d) act as a consultant for the Chair; and
- e) chair the nominating committee;

PART 10 Committees

- 94. The membership and the directors may appoint committees to further the HSSA's purposes and carry on its affairs.
- 95. The terms of reference of each committee shall be specified by the membership or the directors at the time the committee is established, or by the committee at its first meeting, as the membership or the directors decide.
- 96. Committees shall report to the membership and directors as required.
- 97. Directors are not required to sit on any committee.
- 98. A Nominating Committee shall be appointed annually before the annual general meeting.
- 99. Committees shall be created to perform a defined task within a defined time frame and shall not endure beyond that defined time frame.
- 100. Unless specified otherwise, committees shall expire at the following Annual General Meeting, at which point, they may be reconstituted.
- 101. A Committee shall expire upon presentation of its report to the HSSA at the Annual General Meeting.

PART 11 Financial Matters

Financial year

- 102. The financial year of the HSSA shall be July 1st to June 30th.
- 103. The directors must report on the accounts of the HSSA for the fiscal year-to-date at each annual general meeting.
- 104. The directors must present the annual financial statements for the previous fiscal year for approval at a general meeting within 90 days after school opening day each year.

105. There is no requirement for the HSSA to appoint an auditor.

Bank accounts

106. All funds of the HSSA must be kept on deposit in the name of the HSSA in a bank or financial institution registered under the Bank Act, S.C. 1991, c. 46, as amended from time to time and in force.

Signing authority (Officers)

107. The directors shall name at least three signing officers for banking and legal documents. Two signatures shall be required on all of these documents.

108. With the exception and at its discretion, HSSA can allocate funds to a HSSA operating account where only one signature is required to accommodate electronic payments. The amount allocated to this account must be approved in its annual budget. Any transactions against this account must be authorized using the HSSA's standard funding approval process.

Annual budget

109. The directors shall prepare a budget and present it to the membership for approval before the current budget expires.

110. The directors must prepare a budget and proposed plan of expenditures for the HSSA and present it for approval at a general meeting within 90 days after school opening day each year.

111. The directors must present all proposed non-budgeted expenditures in excess of \$1000 for approval at the HSSA's next general meeting.

112. In order to carry out the purposes of the HSSA the directors may, on behalf of and in the name of the HSSA, raise or secure funds in the manner they decide; however, they are prohibited from borrowing funds.

Non-budgeted expenditures

113. The directors shall present all proposed expenditures beyond the current budget for approval at the next general meeting.

PART 12 Constitution and Bylaw Amendments

114. The members may, by a majority of not less than 75% of the votes cast at a meeting, provided proper notice has been given, amend the HSSA's constitution and bylaws.

115. Notice specifying the proposed amendments must be given to the members not less than 14 days before the meeting.

116. Where the proposed amendments exceed one page, they need not be given to every member, but must be posted in a conspicuous place in the school, electronically or made accessible to all members.

PART 13 Property in Documents

117. All documents, records, minutes, correspondence, or other paper or electronic records concerning or in connection with the HSSA kept by a member, director, representative, or committee member in connection with the HSSA shall be deemed to be property of the HSSA and shall be turned over to the Chair when the member, director, representative, or committee member ceases to perform the task to which the papers relate.

PART 14 Dissolution

118. In the event of winding up or dissolution of the HSSA, and after payment of all debts and costs of winding up or dissolution, the assets and remaining funds of the HSSA shall be distributed to another parent advisory council or councils in School District No. 44 having purposes similar to those of the HSSA, as the members of the HSSA may determine at the time of winding up or dissolution.
119. In the event of winding up or dissolution, all records of the HSSA shall be given to the administration of the school or in the event of the school being closed, the Secretary-Treasurer of School District No. 44.
120. Any funds in the HSSA Gaming bank account will be returned to the appropriate body as required.