

**DATE:** March 13, 2012

**TO:** Board of Trustees

**FROM:** Trustee Michael Janz, Conference Committee Chair

**SUBJECT:** Report #7 of the Conference Committee (From the Meeting Held March 6, 2012)

**ORIGINATOR:** Tash Taylor, Director Executive and Board Relations

**RESOURCE STAFF:** Anne Sherwood

**REFERENCE:** [Terms of Reference re In-Camera Sessions Committee of the Whole – Conference](#)  
[School Act](#) Section 61

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**ISSUE**

Recommendations arising from the Conference Committee meeting held March 6, 2012 are being presented for approval as per the terms of reference for Conference Committee.

**RECOMMENDATION**

- 1. That Report #7 of the Conference Committee from the meeting held March 6, 2012 be received and considered.**
- 2. That the Board recommend its early education advocacy statement to the Public School Boards' Association of Alberta (PSBAA) for them to adopt and incorporate into their *Work Plan*.**
- 3. That the Board request a professional development session be added to the Public School Boards' Council (PSBC) April meeting agenda on a topic related to 'sexual and gender minority inclusion with public education'; and that this session include a youth panel.**
- 4. That the Board recommend the PSBAA Bylaws and practice be revised to include weighted voting, based on the number of students each Board represents, similar to the ASBA model.**
- 5. That the Board recommend a PSBAA Bylaw revision to include three directors representing a Metro, Rurban and Rural perspective on the PSBAA Executive.**
- 6. That a Role and Responsibility description for PSBC Council representatives be added to the Public School Board Council section of the Bylaws.**

- 7. That the Board recommend, with reference to Priority 1 of the Workplan (Promote and Support Public Education), that the PSBAA update and strengthen the Foundation Statement (The E 4 Framework) around the idea that in public education, “everyone is in” with greater specificity around what that means (includes LGBTQ, different cultures, socio economic status, etc.)**
- 8. That the Board recommend, with respect to the PSBAA Special Recognition Draft Policy, that the PSBAA remove the Long Service for Public School Trustee.**

**BACKGROUND**

The Public School Boards Association of Alberta (PSBAA) has asked member boards to review and provide suggestions to the Association Office by March 31, 2012 on:

- a draft policy on Special Recognition (Attachment I), and
- Proposed changes to the PSBAA Bylaws (Attachment II).

Trustee MacKenzie, the Board’s representative on the Public School Boards’ Council, attended the February 3, 2012 PSBC meeting and based on the presentations and discussions at the meeting, developed draft recommendations to assist the Conference Committee in reviewing the documents and developing the Board’s recommendations to the PSBAA.

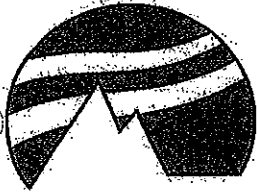
**NEXT STEPS**

Upon the Board’s approval, the recommendations will be communicated to the Public School Boards Association by letter under the Board Chair’s signature.

**ATTACHMENTS & APPENDICES**

- ATTACHMENT I PSBAA Special Recognition Draft Policy  
ATTACHMENT II Draft PSBAA Bylaws

AS:mmf



**Public School Boards'  
Association of Alberta**



23 January, 2012

**Memo**

To: PSBC Representatives

Re: Special Recognition DRAFT Policy

At the February Council Meeting, the Special Recognition Committee presented a **DRAFT Policy** (attached) for the review and discussion of our Member Boards. The Draft Policy reflects the alignment of the Association's current Policy (#4), with that which was recommended by the Ad Hoc, Special Recognition Committee in their Spring 2010 Report to the Council.

The Committee had a robust conversation about the Policy, and as a result, generated the following questions:

**Long Service of Trustees**

1. *What is the definition of long service?*
2. *What is the definition of term of service?*

**Retirement**

1. *What is the definition of Retirement?*
2. *How do we best honor the work of Public School Trustees in a manner that is respectful?*

The Committee asks that each Board review the draft Policy and provide comments / suggestions to the Association Office ([gensec@public-schools.ab.ca](mailto:gensec@public-schools.ab.ca)) on or before 31 March 2012.

Patty Dittrick, President

Copy: Board Chairs

Attachment

Special Recognition Policy

**Policy Statement:**

*The members of the Public School Boards' Association of Alberta believe that it is important to recognize the significant contributions of Public School Trustees, Administrators and members of the greater community, whose efforts further reflect the promotion of and support for Public School Education, locally and/or provincially.*

*In recognizing those significant contributions, the Association is celebrating that which is unique, valuable and attractive about Public School Education.*

## Special Recognition Policy

### ADMINISTRATIVE PROCEDURES

1. The Association may present awards to members and/or others in recognition of the following:
  - work undertaken by Association members and/or other individuals which:
    - demonstrably improves Public School Education; and / or
    - promotes the reputation of Public School Education thereby strengthening community support for public school education;
  - contributions made by Association members that advance Association business and initiatives;
  - individual accomplishments within the field of Public School Education;
  - honorary memberships;
  - completion of service for Executive Committee members;
  - long service of Trustees;
  - retirement of staff;
2. The Public School Boards' Association Awards Application package will be made available to all member Boards and members of the Public on or before **15 January** each year. The package will also be posted to the Association's website.
3. The Awards Package will include the following information:
  - a. Criteria for the Award
  - b. Application form
  - c. Deadlines for submission
4. The application deadline for the following Awards will be **01 June** in each year:
  - a. Special Contribution to Public School Education
  - b. Advancing Association Business and Initiatives
  - c. Honorary Membership
5. Prior to the August Council Meeting, all applications will be reviewed by the Standing Committee on Special Recognition.
6. The Standing Committee on Special Recognition will bring forward recommendations regarding award presentations, to the Executive Committee for review and approval.
7. Long Service of Trustees: Recognition of long service will begin following completion of nine years of service as a Public School Trustee, and occur in three year increments, for subsequent years.

## **AWARDS HANDBOOK**

### **PUBLIC SCHOOL BOARDS' ASSOCIATION OF ALBERTA AWARDS**

1. Special Contribution to Public School Education
2. Advancing Association Business and Initiatives
3. Honorary Membership
4. Long Service for Trustees
5. Long Service for Employees
6. Retirement

#### **1. Special Contribution to Public School Education**

<b>Deadline for Application Submission</b> 01 June
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This is an award that may be presented annually to a Public School Board, Trustee(s), Senior Administrator(s) or member(s) of the public.

The criteria for and presentation of the award will be determined by the Executive Committee and include those Public School Boards, Trustees, Senior Administrator, or members of the Public nominated by member Boards.

*Award:* A plaque bearing the Association's logo along with a written description of the nature of the achievement / certificate. This Award may also include Honorary Membership, to be determined at the discretion of the Executive Committee.

#### **2. Advancing Association Business and Initiatives**

<b>Deadline for Application Submission</b> 01 June
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This award is presented to individuals whose significant contributions to the important work of the Association, should be recognized. This award may also include Honorary Membership to be determined at the discretion of the Executive Committee.

*Criteria:*

- A. For Association Members, this may include, but is not limited to:

## Special Recognition Policy

- a. Work on Standing Committees of the Association;
- b. Work on Ad Hoc Committees of the Association;
- c. Assisting with the organizing and hosting of Association Business Meetings;
- d. Assisting with the work of special projects, initiatives and / or Association events.

### 3. Honorary Membership

#### *Ministers of Education*

Upon the announcement of the appointment of the Minister of Education, the Association will present to the Minister of Education, an honorary membership at and Association event.

#### *Past Presidents*

Immediately following the election of a new President, the Association will present the Past President with an honorary membership.

### 4. Long Service for Public School Trustees

Recognition of long service will begin following completion of nine years of service as a Public School Trustee, and occur in three year increments, for subsequent years. Trustees wishing to receive recognition for Long Service are encouraged to notify the Association Office with their request. Recipients will receive a framed certificate of appreciation bearing the Association's logo along with a notation identifying the years of service.

Note: This provision would include an application process with an appropriate deadline.

### 5. Recognition for Service

#### Executive Committee Members

##### President

Upon completion of the term(s) of service, the President will receive an engraved plaque recognizing the term of service, and a personal gift in the amount of \$100.00. Should the President wish, a donation may be made to the individual's charity of choice.

##### *Vice Presidents and Directors*

Upon completion of the term(s) of service, of Vice President or Director, an individual will receive an engraved plaque recognizing their term of service.

## Special Recognition Policy

### **6. Retirement**

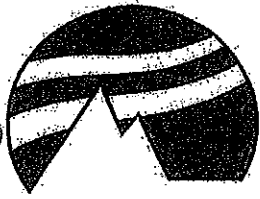
#### *Executive Director*

Upon the retirement of an Executive Director of the Association, the Executive Committee shall determine the means of recognition and the value of an appropriate expression of appreciation. Consideration should be given to the length of service and criteria from the Association's Awards Program. Funds dedicated to this recognition, should be allocated through motion at a meeting of the Executive Committee.

#### *Association Staff*

Upon the retirement of a member of the Association Staff, the Executive Director shall determine the means of recognition and the value of an appropriate expression of appreciation. The Executive Committee shall be advised about the value and nature of the recognition.





## Public School Boards' Association of Alberta



25 January, 2012.

### *Memo*

To: Council Representatives

Re: Association Bylaw Review

At the February Council Meeting, the Bylaw Review Committee shared a copy of the proposed revisions to the Association's Bylaws. The Committee hosted two meetings at which they had a lengthy conversation regarding the Bylaws, proposed changes, articles requiring greater clarity, and questions which would require further discussion by and direction from the Membership. Upon completion of a third draft set of Bylaw revisions, the Committee forwarded the draft to the Executive Committee for review. At their January 2012 Retreat, the Executive Committee reviewed the draft Bylaws, and directed a few further proposed changes.

Attached to this Memo, you will find two documents. The first is the Draft Proposed Bylaws -- this document includes all articles of the Bylaws, including the proposed amendments. The second document is a booklet, which contains only those articles proposed for revision and/or addition to the Bylaws. The booklet also identifies whether the suggestion was made by the Bylaw Review Committee and/or the Executive Committee, provides the rationale for the proposed change / addition, and provides space for member Boards to comment on the proposed changes and/or additions.

The Bylaw Review and Executive Committee ask that each Member Board review the Bylaws and provide your comments to the Association Office ([gensec@public-schools.ab.ca](mailto:gensec@public-schools.ab.ca)) on or before 31 March 2012.

If you have any questions regarding the proposed Bylaws or the review process, please feel welcome to contact the Executive Director ([execdir@public-schools.ab.ca](mailto:execdir@public-schools.ab.ca)) or I.

P. Dittrick, President  
Copy: Board Chairs

Attachments



## BYLAWS

### DEFINITIONS /INTERPRETATION

1.1 In these bylaws:

- (a) "associated with a member" means a trustee of, or executive staff person employed by, and with a system-wide responsibility to, a member;
- (b) "Member" means a school jurisdiction established under The School Act (Statutes of Alberta, 2000, Chapter S-3 and amendments or successor legislation thereto) or the Northland School Division Act (Statutes of Alberta, 2000, Chapter N-5 and amendments or successor legislation thereto), which meets the conditions for membership set out in Article 5 of these bylaws and which joins the Association;
- (c) "Member Representative" or "Representative" means a trustee of a member jurisdiction, who has been named by the board of a member jurisdiction to be its representative at any or all deliberations of the Association, including the Public School Boards' Council; and
- (d) "weighted vote" means one ballot which represents one vote for every one hundred dollars of supplementary fees paid in the current year. The outcome of the vote on any question decided by the use of weighted votes shall be determined by counting the total votes represented on every ballot cast in favor of the question and comparing that number to the total votes represented on every ballot cast against the question.

### NAME

2.1 The name of the Association shall be the **Public School Boards' Association of Alberta**, hereinafter referred to as the "Association".

### SEAL

3.1 The Association shall have a seal which shall be retained in the custody of the Executive Director, and its use shall be authenticated by the signatures of the Executive Director and either the President or Vice-President of the Association.

### HEAD OFFICE

4.1 The head office of the Association shall be situated in Edmonton in the Province of Alberta, or in such other place within the province as the Association may from time to time determine.

### MEMBERSHIP

#### Qualifications for Membership

5.1 Membership in the Association shall be open to any public or separate school jurisdiction in Alberta that, at the time it joins the Association and during the term of its membership:

- (a) subscribes to the **objects**, values and interests of the Association;
- (b) pays the membership and any other fees and assessments provided for in these by-laws; and,
- (c) agrees to be bound by, and acts in accordance with, these bylaws.

#### **Withdrawal of Membership**

**6.1** A member may only withdraw from membership in the Association after giving notice in writing to the Association at its head office no less than six months before the commencement of a fiscal year, and the withdrawal will have effect on the last day of the fiscal year in which notice is given.

#### **Termination of Membership: Suspension**

**7.1** The membership in the Association of any member which has not paid the annual Association dues (within 60 days of the commencement of the fiscal year) shall be deemed to be terminated.

**7.2** During the time that any member is in arrears regarding the payment of dues all of the privileges of membership shall be deemed to be suspended.

#### **ASSOCIATE AND HONORARY MEMBERSHIP**

##### **Associate Membership**

**8.1** The Association may establish varieties of Associate membership, and attach thereto such terms and conditions, and benefits and privileges, and may charge such fees therefore as the Association in its sole discretion shall decide.

##### **Honorary Membership**

**9.1** Honorary membership in the Association is the highest honor that the Association can accord, and the Association may extend honorary membership to any person who it decides has made an extra-ordinary contribution to the advancement of public school education in a community or for the benefit of communities throughout Alberta.

**9.2** The Association may determine the benefits and privileges which will be extended to Honorary members.

#### **GENERAL MEMBERSHIP MEETINGS OF THE ASSOCIATION**

##### **Annual General Meeting**

**10.1** The Annual General Meeting of the Association shall be held each year on a date to be fixed by the Executive Committee which shall be not more than 15 months following the last Annual General Meeting. (See article 18.1, re: notice)

**10.2** The following matters may only be decided at a duly constituted Annual General Meeting of the Association:

- (a) the adoption of the budget for the up-coming fiscal year;
- (b) the adoption or amendment of a fee schedule for members of the Association;
- (c) any amendments to the bylaws of the Association, including the adoption of replacement bylaws;
- (d) the election of the officers and directors;
- (e) the review of the financial statements of the Association; and,

(f) the appointment of a qualified person or persons to conduct a review of the financial statements of the Association for the current fiscal year, and any matter which may be decided at a Special Meeting may be decided at an Annual General Meeting (See article 11.1, below).

### **Special Meetings**

**11.1** Special Meetings may be called by motion of the Executive Committee and/or the Public School Boards' Council.

**11.2** Members may decide the following matters at a Special Meeting of the Association:

- (a) the borrowing of money by the Association;
- (b) the adoption of any special levy on members;
- (c) reports from standing or *ad hoc* committees or from the Public School Boards Council; or
- (d) emergent items as identified through motion by the Executive Committee and /or the Public School Boards' Council; and

any matter which may be decided at a Special Meeting may be decided at an Annual General Meeting

### **Meetings Conducted by Means of Electronic Devices and Telecommunications Systems**

**12.1** The Association may not conduct the Annual General Meeting and meetings of the Public School Boards Council by means of electronic devices and telecommunication systems;

**12.2** The Association may conduct Executive Committee Meetings, Special Meetings, and/or Standing Committee Meetings, by means of electronic devices and telecommunication systems, provided that:

- (a) proper notice of the date, time, and means of communication has been given to each member; and,
- (b) each member of the Association or the committee (as the case may be) has access, at the time of the meeting, to the medium of the meeting, so as both to provide to, and receive from, all other participants, unimpeded communication.

### **Meetings of the Association: Quorum**

**13.1** A quorum for any General or Special Meetings of the membership of the Association shall consist of a full one-half of the members and no Special or General Meeting of the membership of the Association may be called to order unless a quorum is present.

### **Meetings of the Association: Voting**

**14.1** Voting on resolutions at meetings of the Association, including meetings of the Public School Boards Council, shall be on the basis of one member one vote, except that, prior to the commencement of debate on any resolution the adoption or defeat of which would result in the raising of money from members, or the expenditure of money, any member may require that the issue be decided by the use of a weighted vote ballot.

**14.2** In the case of a call for the use of a weighted ballot made at a meeting of the Association, immediately prior to the question being put, the member that has required that the question be decided by the use of a weighted vote ballot shall be afforded the opportunity to withdraw its request.

## **THE PUBLIC SCHOOL BOARDS COUNCIL**

### **Establishment and Composition**

**15.1** There shall be a Public School Boards Council, consisting of the President, the two Vice-Presidents, two Directors, and one Representative of each member of the Association, as is chosen from time to time by the member (the Representative or a substitute).

### **Authority of the Public School Boards Council**

**16.1** The Public School Boards Council is authorized to act on behalf of the membership of the Association in all matters, except that it may not decide any of the matters determined at an Annual General Meeting (*Article 10.2*), or authorize the borrowing of money by the Association, or levy any special fee on members.

**16.2** Subject to the overriding authority of an Annual General Meeting or Special Meeting of the Association the Public School Boards Council may:

- (a) organize its meetings and make rules about the conduct of its meetings;
- (b) propose, advocate, question or oppose measures or happenings which would affect public school education;
- (c) consider and adopt positions for and on behalf of the Association;
- (d) report to the public on the state of public school education in Alberta, either generally or in respect of particular matters;
- (e) recommend a fee schedule and budget to the members each year;
- (f) consider and adopt executive policies for the Association.

and for these purposes the Public School Boards Council may hold hearings, and otherwise gather information and opinions:

## **OTHER PROVISIONS RE: THE ANNUAL GENERAL MEETING, SPECIAL MEETINGS, AND MEETINGS OF THE PUBLIC SCHOOL BOARDS COUNCIL**

### **The Chair Person of Annual General Meetings, Special Meetings, and Meetings of the Public School Boards Council**

**17.1** The President and in the absence of the President the First Vice-President and in the absence of both of them the Second Vice-President shall chair Annual General and Special Meetings of the Association and meetings of the Public School Boards Council. Such meetings may not be convened except by the President or one of the Vice-Presidents of the Association.

### **Notice of Annual General Meetings**

**18.1** Members shall be given a minimum of **40 (forty) days notice**, provided in writing, of the date and location of the Annual General Meeting. The notice shall include the agenda for the Annual General Meeting, and such additional information as is necessary to convey the sense of all matters which have come to the attention of the Executive Committee and are required or likely to be raised at the meeting.

### **Notice of Meetings of the Public School Boards Council and Special Meetings**

**19.1** Members shall be given a minimum of **25 (twenty-five) days notice**, provided in writing, of the date and location of any Special Meeting or any meeting of the Public School Boards' Council. The notice shall include the agenda for the general meeting or meeting of the Council, and such additional information as is necessary to convey the sense of all matters which have come to the attention of the Executive Committee and are likely to be raised at the meeting.

### **Charges for Meetings**

**20.1** Any person who is associated with a member board [see definitions – article 1.1(a)] may attend any Annual General or Special Meeting of the Association, or any meeting of the Public School Boards Council, without charge, except that the Association may charge for meals and hospitality as is reasonable in the circumstances.

### **Meetings are Open**

**21.1** The Annual General Meeting, Special Meetings of the Association and any meetings of the Public School Boards Council are open meetings except in the event that a resolution is adopted to go *in camera* (Article 22.1).

**21.2** Any person who is associated with a member board may attend any of the General or Special Meetings of the Association and, subject to the rules of order then in effect, may participate in the deliberations of the Association, and is eligible to be appointed to any position in the Association or on behalf of the Association.

### **In Camera Meetings (NEW ARTICLE)**

**22.1** The Association recognizes that there are occasions when it is in the interest of the Association to discuss matters In Camera. As a general rule, such items may include, but are not limited to the land, labour and legal.

**22.2** For Annual General and Special Meetings of the Association, all representatives from the member Boards may remain for and participate in the In Camera Meeting.

**22.3** For the Public School Boards Council Meeting, observers from Member Boards are excluded from the In Camera proceedings, unless invited to remain, by motion of the Council.

### **MEMBER REPRESENTATIVES, PARTICIPATION BY OTHERS, AND VOTING**

**23.1** Each member may designate one of its trustees to be its Member Representative.

**23.2** In the absence of a designation, the Chairperson of the Board shall be regarded by the Association as the Member Representative.

**23.3** The designation referred to in section 23.2 shall be in writing, and shall remain in effect until it is revoked, or until the person named ceases to be a trustee of the member, or until the designation is superseded by a subsequent designation by the member, in writing.

**23.4** Each member may authorize, in writing, any one of its trustees to vote on its behalf at any general meetings of the Association, including meetings of the Public School Boards Council, in which case the authorization is deemed to be a complete authorization to speak on behalf of and to represent the member.

### **Resignations, and Deemed Resignations**

**24.1** If a person resigns from, or otherwise ceases to hold the office of trustee, that person is deemed to have resigned from an elected / appointed position within the Association, on the date that the newly elected Trustees of the Member Board are sworn into office. (See article 36.1, regarding the continuation of the President, in Office, following retirement and/or defeat in a municipal election).

**24.2** If a person resigns from or otherwise ceases to hold the office of a senior staff position of a member school jurisdiction, that person is deemed to have resigned from an appointed position in the Association, on the day that s/he resigns from said employment.

**24.3** If a person is a trustee or senior staff person of a jurisdiction for which the fees or other assessments are in arrears, that person is deemed to have resigned from any elected or appointed position in the Association on the date that the jurisdiction's membership is suspended by motion of the Executive Committee.

## **THE EXECUTIVE COMMITTEE**

### **The Composition of the Executive Committee**

**25.1** There shall be an Executive Committee of the Association composed of the President, the First Vice-President, the Second Vice-President, two Directors and the Executive Director of the Association, *ex officio*. A quorum for meetings of the Executive Committee shall be three elected members. (See, also, article 32.2)

**25.2** The President of the Association shall be the Chairperson of the Executive Committee.

**25.3** For the purposes of the Societies Act, the Executive Committee shall be considered the Board of Directors of the Association.

### **The Mandate of the Executive Committee**

**26.1** Subject to these bylaws and any resolution adopted from time to time by the membership of the Association at a Special or Annual General Meeting the Executive Committee shall be responsible and have the power to:

- (a) conduct the affairs of the Association including, but not limited to, the power to hire, remunerate, direct, evaluate the performance of, and discharge any Executive Director; and
- (b) represent the Association and delegate individuals, to represent the Association;

### **Rules Governing the Executive Committee**

**27.1** Notice of the time, date, and place of each meeting of the Executive Committee shall be given to each member of the Executive Committee not less than seven (7) days before the time the meeting is to be held; provided that any member of the Executive Committee may waive notice of a meeting before or during the meeting and such waiver shall be deemed the equivalent of receipt of due notice of the meeting.

**27.2** The Executive Committee may conduct its meetings, and may authorize any of the standing or *ad hoc* committees of the Association to conduct meetings, by means of electronic devices and telecommunication systems, provided that:

- (a) proper notice of the date, time, and means of communication has been given to each member of the committee; and
- (b) each member of the committee has access, at the time of the meeting, to the medium of the meeting, so as both to provide to, and receive from, all other participants, unimpeded communication.

### **The Term of Office of Officers of the Association (Members of the Executive Committee)**

**28.1** The term of office for the President, both Vice-Presidents, and both Directors, is two years, and the incumbents are eligible to be re-elected to the same position only once in immediate succession to a previous term.

**28.2** The term of office of every elected officer commences on the day of her/his election, at the adjournment of the meeting at which they are elected, and shall expire on the day of the election for the successor, at the adjournment of the meeting at which the successor is to be elected.

#### **Powers and Duties of the President**

**29.1** The President shall promote the objectives, values and interests of the Association.

**29.2** In the absence of an Association policy position, the President may respond to queries and in doing so reflect the objects, values and interests of the Association.

**29.3** Ordinarily, s/he shall chair Annual General and Special Meetings and all meetings of the Public School Boards Council and the Executive Committee. S/he shall perform such other tasks as may be mandated to her/him by resolution of the membership, the Public School Boards Council, or the Executive Committee. (The President is, ex officio, a member of all committees. See article 32.1.)

#### **Powers and Duties of the Vice-Presidents**

**30.1** The First Vice-President, or in the event that the First Vice-President is unable to act, the Second Vice-President, shall perform the duties and fulfill the responsibilities of the President in the absence of the President, or in the event that the President is unable to act. The two Vice-Presidents shall assist the President in promoting the objectives of the Association. Each shall perform such other tasks as may be mandated to her/him by resolution of the membership or of the Public School Boards Council or of the Executive Committee.

**30.2** A Director of the Association shall undertake tasks as may be mandated and assigned by resolution of the membership, the Public School Boards Council, or the Executive Committee and shall assist in promoting the objectives of the Association.

#### **Powers and Duties of the Executive Director**

**31.1** The Executive Director is the Chief Executive Officer of the Association.

**31.2** The Executive Director shall:

- (a) keep a record of all meetings of the general membership of the Association, including the Public School Boards Council, and the Executive Committee;
- (b) maintain the bank accounts and financial records of the Association;
- (c) ensure that the business of the Association is conducted in accordance with the law, prudently, and with due regard for the objects of the Association, the reputation of the Association, and the needs of members; and,
- (d) carry out such other duties as the Executive Committee from time to time may direct. (The Executive Director is, ex officio, a member of all committees. See article 31.2.)

#### **EX OFFICIO OFFICES – THE PRESIDENT AND THE EXECUTIVE DIRECTOR**

**32.1** The President of the Association is *ex officio* a member of all committees of the Association, with the right to participate in all deliberations of any committee, including the right



to propose that any matter be put to a vote and the right to vote on any matter put to a vote by the committee.

**32.2** The Executive Director of the Association is *ex officio* a member of all committees of the Association, with the right to participate in all the deliberations of the Executive Committee, but without the right to vote on any matter put to the Executive Committee, and without the right to propose that any matter be put to a vote by the Executive Committee.

#### **NOMINATIONS AND ELECTIONS**

**33.1** An election to elect a President, First Vice-President, and a Director shall be conducted during the course of the Annual General Meeting held in each odd-numbered year.

**33.2** An election to elect a Second Vice-President and a Director shall be conducted during the course of the Annual General Meeting held in each even-numbered year.

**33.3** The Association may conduct a by-election at any Annual General Meeting, as required.

#### **The Returning Officer**

**34.1** The Executive Committee shall appoint a Returning Officer to conduct a general election or by-election, whether for one or more positions.

**34.2** The Returning Officer shall conduct the election and shall make any rules, according to Association Administrative Procedures, which are necessary provide for the proper and efficient conduct of the election, provided that such rules shall not contradict or nullify the bylaws of the Association.

**34.3** The only appeal from an act or omission or ruling of the Returning Officer is to the membership of the Association, which appeal must be made at the earliest opportunity following the act or omission or ruling about which the appeal is made.

#### **Procedures for Elections**

**35.1** Nominations for the office of President, or First or Second Vice-President or Director shall be made by speaking from the floor, during the course of a constituted Annual General Meeting of the Association.

**35.2** No candidate may be nominated unless s/he has given her/his written consent to the nomination, which consent must be indicated to the meeting by the person nominating the candidate.

**35.3** At any general meeting at which a general election or more than one by-election occurs, the nomination and election shall be conducted first for the office of President, if an election is required, and the results of the vote, if any, shall be announced, after which the election for the First Vice-President shall be conducted, if an election is required, and the results of the vote, if any, shall be announced, after which the election for the Second Vice-President shall be conducted, if an election is required, and the results of the vote, if any, shall be announced, after which the nomination and election for a Director shall be conducted, if an election is required, and the results of the vote, if any, shall be announced.

**35.4** No person may be nominated, elected, or appointed to the office of President or a Vice-President or Director who is a trustee of a member jurisdiction of which another trustee is already one of these officers, or directors, for the same or an overlapping term.

#### **Secret Ballot, and Election**

**36.1** Voting for the Officers of the Association shall be conducted by secret ballot, and each member Board shall have one vote for each office.

**36.2** The candidate will be elected who receives the number of votes which is greater than the number received by any other candidate for the office.

**36.3** The Returning Officer shall have a vote only in the event of a tie, in which case, the vote of the Returning Officer shall be determined by placing the names of the candidates who have received the greatest number of votes in a suitable container from which one name shall be drawn and the person whose name is drawn shall be declared elected.

#### **VACANCIES IN THE OFFICES OF THE ASSOCIATION**

**37.1** The President, in the event that s/he ceases to be a trustee of a member board solely by reason of not being returned as a trustee in local elections, may continue to serve as President of the Association, until the adjournment of the next Annual General Meeting, but in no case for more than 60 days from the day s/he ceases to hold the office of trustee.

#### **Removal from Office**

**38.1** The Association may remove the President and/or either Vice-President from office, prior to the expiry of that Officer's term of office, by adopting, at an Annual General Meeting of the Association, Public School Boards Council Meeting or Special Meeting, a resolution declaring the office vacant.

**38.2** The resolution referred to in article 38.1, must be distributed in printed form to all members **twenty-five (25) days** in advance of the meeting at which it is intended to vote on the resolution.

#### **STANDING AND AD HOC COMMITTEES**

##### **The Financial Review Committee**

**39.1** There shall be a standing committee of the Association known as the Financial Review Committee, which shall include three people appointed by resolution of the Public School Boards Council, at least one of whom shall be a member of the Executive Committee and at least one of whom shall be a Member Representative.

**39.2** It shall be the responsibility of the Financial Review Committee to review the financial statements of the Association, at least annually, to meet with an independent financial reviewer or auditor, as required, and to provide information and report annually to the membership of the Association on the financial condition of the Association. (See also article 53.1)

##### **Other Standing Committees**

**40.1** The Association, at a Special or Annual General Meeting, or at a meeting of the Public School Boards Council, may establish other standing committees, by the adoption of a resolution.

##### **Ad Hoc Committees**

**41.1** The Association may establish *ad hoc* committees from time to time as it decides by the adoption of a resolution at a Special or Annual General Meeting or at a meeting of the Public School Boards Council.

**The Mandate and Rules Governing Standing and *Ad Hoc* Committees**

**42.1** The Public School Boards Council shall make and publish policies:

- (a) regarding notice to members about the establishment, make-up, mandate, and progress;
- (b) about the criteria for membership (expectations of members), how nominees will be invited and chosen to serve on committees, the term of office, the eligibility to be reappointed, and related matters; and,
- (c) establishing the management, communications, and reporting practices required of standing and *ad hoc* committees other than the Executive Committee and the Financial Review Committee.

**Membership of Standing and *Ad Hoc* Committees**

**43.1** Membership in a standing or *ad hoc* committee is open to any trustee or senior administrator of a member board, upon the expression of interest by that trustee or senior administrator and subject to such policies as the Public School Boards Council adopts and publishes pursuant to article 40.1.

**Standing and *Ad Hoc* Committees -- Quorum**

~~**44.1** A quorum for meetings of the Executive Committee shall be three elected members, one of whom shall be the President.~~

**44.1** A quorum for a meeting of any other standing or *ad hoc* committee shall be at least fifty percent of the named members of the committee.

**INDEMNIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE AND OTHERS**

**45.1** The Association shall indemnify every Officer, the Executive Director, and all employees and her/his heirs, executors and administrators against all losses, costs and expenses, including solicitor and client fees, reasonably incurred by her/him in connection with any action, suit or proceeding to which s/he may be made a party by reason of her/his being or having been an Officer, the Executive Director, or an employee of the Association except to the extent that such losses, costs and expenses incurred or suffered by the Association by reason of, or arising out of or in connection with, the foregoing indemnification provisions shall be treated and handled by the Association as an expense of the Association.

**MEMBERSHIP FEES**

**46.1** An annual membership fee shall be payable by each member of the Association, according to rates that are established from time to time by a resolution of the membership.

**46.2** The Executive Committee may adopt a system from time to time to pro-rate membership fees, and such pro-rating may entail reasonable incentives to join the Association, represented by rebates or discounts for the initial membership during part of a year only.

**SPECIAL LEVIES**

47.1 Members are liable for such Special Levies according to such terms and conditions as may be approved from time to time by a simple majority of the weighted votes cast according to procedures which are consistent with the provisions of these bylaws.

#### **FISCAL YEAR**

48.1 The fiscal year of the Association shall be January 1st to the following December 31st.

#### **BUDGET**

49.1 At each Annual General Meeting the Executive Committee shall present a budget to the membership, for the upcoming fiscal year, and a budget must be adopted by the membership of the Association.

~~49.2 Notwithstanding article 49.1 the Association may, in a fiscal year, without having adopted a budget, expend an amount less than or equal to 30% of the budgeted expenditures of the preceding fiscal year. Should such occur the Executive Committee will present to the Council a report and recommendation regarding same for Council review and approval.~~

#### **PAYMENTS TO OFFICERS AND APPOINTEES OF THE ASSOCIATION**

50.1 Any payment to the President, the Vice-Presidents, a Member Representative, or a member of any standing or *ad hoc* committee of the Association other than a payment which represents a re-imbusement for necessary and reasonable costs incurred in doing the work of, or on behalf of, the Association, must be:

- (a) specifically authorized by the membership of the Association; or
- (b) authorized by a policy adopted by the members of the Association.

#### **BORROWING**

51.1 For the purpose of carrying out its objectives, the Association may, by resolution, borrow or raise or secure monies, and the repayment thereof, in such a manner as it thinks fit provided that in no case shall any debentures of the Association be issued without the sanction of a resolution of the Association, which resolution shall require the support of 75% of the votes cast using weighted vote ballots.

#### **INVESTMENTS**

52.1 The Executive Committee is authorized to invest surplus funds in securities maturing within two years, issued or guaranteed by the Government of Canada or any of the provinces of Canada, or the five largest Schedule A (*Bank Act*) banks in Canada, or the Alberta Treasury Branches or a credit union the deposits of which are guaranteed by the Government of Alberta.

#### **FINANCIAL REVIEWS AND STATEMENTS**

53.1 The Executive Committee shall each year:

- (a) prior to the Annual General Meeting, cause a review to be completed, of the financial books, records and accounts of the Association by the person or people named by the Association at the preceding Annual General Meeting; and,
- (b) present to the Annual General Meeting a copy of such review, together with the financial statements of the Association for the fiscal year which ended prior to the said meeting.

#### **BOOKS, RECORDS, AND ACCOUNTS MAY BE INSPECTED**

54.1 The books, records and accounts of the Association, and minutes of the proceedings of meetings of the Association and its Executive Committee shall be kept by the Executive Director

and may be inspected by a representative of any member board at the Association's head office during regular business hours.

### **RULES OF ORDER**

**55.1** The business of the Association shall be conducted according to the rules contained in Roberts' Rules of Order, to the extent they are applicable to, and not inconsistent with, the bylaws or any specific rules of order adopted by the Association.

**55.2** The Association may adopt Standing Orders to govern the conduct of the business of the Association, to the extent that such Standing Orders are not inconsistent with the bylaws.

### **BY-LAW AMENDMENTS**

**56.1** Written notice of motion to amend any bylaw shall be sent to all members at least 40 (forty) days prior to the date of the meeting at which it is proposed to vote on the proposed amendments.

**56.2** Any resolution to amend or rescind, or replace the bylaws is a Special Resolution.

**56.3** The Executive Committee may make changes to the bylaws for the sole purpose of correcting:

- (a) punctuation, and grammatical errors;
- (b) erroneous cross-references; and,
- (c) formatting errors,

and any such changes shall be reported to the next general meeting of the Association for ratification.

### **NOTICE**

**57.1** Written application, or delivery in writing or in printed form, or written notice, or designation in writing is deemed to be provided to the Association if it is delivered by regular mail, or by courier service, or by facsimile transmission, or by e-mail, to the attention of the Executive Director of the Association, at the office of the Association:

#12, 10227 - 118 Street  
Edmonton, Alberta T5K 2V4  
e-mail: [execdir@public-schools.ab.ca](mailto:execdir@public-schools.ab.ca)

### **COMING INTO FORCE**

**58.1** These bylaws come into force on the day on which they are adopted by the membership of the Association, at the adjournment of the meeting at which they are adopted.

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(Executive Director)

Adopted at the 2012 Annual General Meeting

FOURTH DRAFT 17 JANUARY 2012