

# Constitution and Bylaws

May 2009

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Revised from the April 2007 version

# **CONSTITUTION**

## **ARTICLE 1 – ORGANIZATION**

- 1. The District Parents’ Advisory Council (DPAC) for School District #62 (Sooke) is SOOKE PARENTS’ EDUCATION ADVISORY COUNCIL (SPEAC).**
  - a. The mailing address of the DPAC is the School District #62 board office (currently 3134 Jacklin rd. Victoria, BC V9B 5R1).**

## **ARTICLE 2 – PURPOSES OF DPAC**

- 2. The purposes of the Sooke Parents’ Education Advisory Council shall be to provide and maintain a parent liaison group at the district level within School District #62 (Sooke) and;**
  - (a) to develop, maintain and further communications among parents, educators, administrators, the Board of Trustees and the Ministry of Education;**
  - (b) to develop, maintain and encourage parental involvement within School District #62 (Sooke);**
  - (c) to facilitate parental involvement in curricular decisions where appropriate within School District #62 (Sooke);**
  - (d) to provide leadership in developing and understanding the rights of parents within the educational system;**
  - (e) to help parents become more familiar with the facilities and services available thereby encouraging their children’s optimum use of the school system;**
  - (f) to provide leadership in initiating, maintaining, encouraging and further developing parent/teacher liaison groups at the individual school level within School District #62 (Sooke) and neighbouring DPACs and at the provincial level through British Columbia Confederation of Parent Advisory Councils (B.C.C.P.A.C.) and BCTF;**
  - (g) to develop an awareness and appreciation of other community agencies (Police, Recreation Commission, etc.) with a view to encourage community problem solving;**
  - (h) to encourage informed parental contributions to discussions leading to important decisions being made at the School, District and Provincial levels;**
  - (i) to sponsor educational forums for the purpose of increasing public dialogue and parent awareness on educational issues.**

# **BYLAWS**

## **PART 1 – INTERPRETATION**

1. In these bylaws, unless the context otherwise requires:
  - (a) “directors” means the elected executive of the DPAC for the time being;
  - (b) “DPAC” means District Parents’ Advisory Council
  - (c) “SPEAC” means the Sooke Parents’ Education Advisory Council;
  - (d) “PAC” means Parents’ Advisory Council
  - (e) “parents” means the parent(s) or guardian(s) of (a) child(ren) currently enrolled in (a) public school(s) in School District #62 (Sooke);
  - (f) “district” means School District #62 (Sooke); and
  - (g) “school” means any elementary, middle or secondary school within School District #62 (Sooke).
  - (h) “assets” refers to any money in our community bank account
  - (i) “gaming funds” refers to the money applied for and granted by the BC Gaming Policy and Enforcement Branch
  
2. Words importing the singular include the plural and vice versa and words importing a male person include a female person.

## **PART 2 – MEMBERSHIP**

3. (1) The membership of the DPAC shall be divided into 2 categories:
  - (a) voting members;
  - (b) non-voting members;(2) Each PAC in each school within the district shall elect, appoint or otherwise select one (1) person to be a voting member.
  
4. To be a voting member of the DPAC, a person must:
  - (a) have been elected or appointed by the PAC of the school at which his child currently attends, to represent that school as a member of the DPAC;
  - (b) each of the elected persons must apply to the directors by submitting a completed SPEAC membership form for membership in the DPAC and upon payment and acceptance by the directors, is a member in good standing.
  
5. A non-voting member of the DPAC must:
  - (a) have a child registered in the district; and
  - (b) apply to the directors of the DPAC and on acceptance by the directors that person shall become a non-voting member;
  - (c) the number of non-voting members must never exceed the number of voting members.
  - (d) not hold a directors position on DPAC

6. A non-voting member of the DPAC may:
  - (a) attend any general or special meeting of the DPAC;
  - (b) speak at any general or special meeting of the DPAC with the prior approval of any executive;
  - (c) serve on any committee.
7. Every member shall uphold the constitution and comply with these bylaws and any rules of the DPAC.
8. A member shall cease to be a member of the DPAC:
  - (a) by delivering a resignation in writing to the secretary of the DPAC or by mailing or delivering it to the address of the DPAC;
  - (b) upon death or;
  - (c) on being expelled; or
  - (d) on becoming a member not in good standing.
9.
  - (1) A member may be expelled by a resolution of the directors for violating the constitution, bylaws or rules of the DPAC;
  - (2) The notice of resolution for expulsion shall be accompanied by a brief statement of the reasons for the expulsion;
  - (3) The member who has been expelled may appeal to a general meeting of the members who may, by a 75% majority vote, reinstate the expelled member.
10. All members are in good standing except a member who:
  - (a) violates the constitution, bylaws or rules of the DPAC; or
  - (b) ceases to have a child registered in the district

### **PART 3 – MEETINGS OF MEMBERS**

11. General meetings of the DPAC shall be held monthly except during the months of July and August, when no meetings shall take place.
12. Every meeting, including the Annual General Meeting, is a general meeting.
13.
  - (1) The directors may, when they think fit, convene an extraordinary general meeting in addition to those meetings specified in bylaw 11;
  - (2) The directors shall convene an extraordinary general meeting in addition to those specified in bylaw 11, upon written request of not less than 10% of the voting members provided the request for the meeting includes the purpose of the meeting.
14.
  - (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of the business.
  - (2) The accidental omission to give notice of a meeting or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at the meeting.

15. The first annual general meeting of the DPAC shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year in May of each year and in any event not more than 15 months after the holding of the last annual general meeting.

## **PART 4 – PROCEEDINGS AT GENERAL MEETINGS**

16. Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
  - (b) all business transacted at an annual general meeting, except:
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statement;
    - (iii) the report of the directors;
    - (iv) the report of the auditor, if any;
    - (v) the election of directors;
    - (vi) the appointment of the auditor, if required; and
    - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
17. The most current version of “Robert’s Rules of Order” in effect from time to time shall govern the proceedings at all meetings of the DPAC.
18. (1) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 30% of the voting members present, provided that shall never be less than 3 voting members.
19. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened at the request of members, shall be terminated, but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum, providing there is never less than 3 voting members present at all times.
20. Subject to bylaw 21, the president of the DPAC, the first vice-president, or the second vice-president, or in the absence of all three, one of the other directors present, shall preside as chairperson of a general meeting.

21. If at a general meeting:
- (a) there is no president, first vice-president, second vice-president or other director present within 15 minutes after the time appointed for holding the meeting; or
  - (b) the president and all other directors present are unwilling to act as chairperson, the members present shall choose one of their members to be chairperson.
22. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
23. (1) All resolutions proposed at a meeting must be seconded.
- (2) In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member.
24. (1) A voting member in good standing present at a meeting of members is entitled to one vote;
- (2) Voting is by show of hands, except for the election of directors and officers which shall be by secret ballot;
- (3) Voting by proxy is permitted, subject to the following conditions:
- (a) the proxy must be in writing and designate the proxy-holder;
  - (b) the proxy-holder must be a voting member;
  - (c) the proxy-holder may not vote more than 2 proxies; and
  - (d) proxies expire at the end of the meeting for which the proxy was granted.
  - (e) permanent proxies are not permitted.

## **PART 5 – DIRECTORS AND OFFICERS**

25. (1) The directors may exercise all the powers and do all the acts and things that the DPAC may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the DPAC in general meeting, but subject, nevertheless, to:
- (a) all laws effecting the DPAC;
  - (b) these bylaws; and
  - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the DPAC in general meeting.
- (2) No rule, made by the DPAC in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- (3) Directors must not be an employee of the district.

26. (1) The numbers of directors shall be 6 or a greater number determined from time to time at a general meeting and each of whom must be a director of the DPAC.
  - (2) The officers of the DPAC are the president, first vice-president, second vice-president, secretary, treasurer and the past president, each of whom must be a director of the DPAC.
  
27. (1) The directors must retire from office May 31<sup>st</sup> after the Annual General Meeting when their successors will have been elected;
  - (2) The retired directors will be eligible for re-election, provided that, no director shall hold the same officer position for more than 3 consecutive years;
  - (3) Term of office shall be for one year, commencing June 1<sup>st</sup>;
  - (4) Elections of directors and officers shall be in the following order:
    - (a) president;
    - (b) first vice-president;
    - (c) second vice-president;
    - (d) treasurer;
    - (e) secretary;
    - (f) BCCPAC Representative
    - (g) any other directors to be elected;
    - (h) past president is automatically a director by virtue of having served as the president the preceding year;
  - (5) An election may be by acclamation; otherwise it shall be by secret ballot.
  - (6) If no successor is elected, the person previously elected or appointed continues to hold office.
  
28. The call for nominations for directors and officers shall be made at the general meeting in April of each year and nominations from the floor at the Annual General Meeting, in May will also be accepted, provided in each case, the candidate for office consents to his or her appointment.
  
29. (1) The directors may at any time from time to time appoint a member as a director to fill a vacancy in the directors.
  - (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the DPAC, but is eligible for re-election at the meeting.
  
30. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
  - (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed numbers of directors in office.
  
31. The members may by special resolution remove a director before the expiration of that director's term of office, and may elect a successor to complete the term of office.
  
32. No director shall be remunerated for being or acting as a director but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the DPAC.

## **PART 6 – PROCEEDINGS OF DIRECTORS**

33. (1) The directors may meet together at the place they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, provided that, the directors are expected to represent fairly, the views of the majority of the voting members and not to act solely on their own behalf.
- (2) The quorum necessary to transact business at a directors meeting shall be 50% of the directors then in office.
- (3) The president shall chair all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the first vice-president, or the second vice-president, shall act as chair, but if none of the them are present the directors present may choose one of their members to chair that meeting.
- (4) The directors shall meet at least five(5) times per year. The first directors meeting to be held before school starts in September.
- (5) The secretary, on the request of a director, shall, convene a meeting of the directors.
34. (1) The directors may delegate any, but not all, of their powers to committees consisting of directors or members, whether voting or non-voting, as they see fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- (3) The nominating committee shall be a standing committee and shall:
- (a) consist of 3 voting members, one of whom shall be the past president who shall be the chairperson of the committee;
  - (b) publicize positions to be filled and advise of the duties associated with that position;
  - (c) solicit voting members to run for office; and
  - (d) conduct all required elections including distributing and counting ballots.
- (4) The main functions of the nominating committee shall commence two (2) months prior to the annual general meeting but the committee may meet throughout the year as the circumstances require.
35. A committee other than the nominating committee shall elect a chairperson of its meetings, but if no chairperson is elected or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting the directors present who are members of the committee shall choose one of their number to chair the meeting.
36. The members of a committee may meet and adjourn as they think proper.
37. For a first meeting of directors held immediately following the appointment or election of the directors at an annual or other general meeting of members, or for a

meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

38. A director who may be absent temporarily from British Columbia may send or deliver to the address of the DPAC a waiver of notice, which may be by letter, or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waver is withdrawn:
- (a) no notice of meeting of the directors shall be sent to that director; and
  - (b) any and all meeting of the directors of the DPAC, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
39. (1) Questions arising at meetings of the directors and committees shall be decided by a majority of votes.
- (2) In case of an equality of votes the chairperson has a second or casting vote.
40. All resolutions proposed at meetings of directors or committees must be seconded.
41. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

## **PART 7 – DUTIES OF OFFICERS**

42. The president shall:
- (a) preside at all meetings of the DPAC and of the directors;
  - (b) supervise the other officers in the execution of their duties;
  - (c) be the spokesperson for the DPAC;
  - (d) be a member of all committees except nominating committee;
  - (e) be one of the signing officers;
  - (f) discuss DPAC correspondence with the secretary;
  - (g) compile the agenda items and make copies available at the meeting.
  - (h) issue notice of meeting of the DPAC and directors;
43. The past president shall:
- (a) be a resource person and nominating committee chairperson;
  - (b) be the elections officer.
44. The first vice-president shall:
- (a) act as president in absence of president;
  - (b) be one of the signing officers;
  - (c) take on other duties as deemed necessary.
45. The second vice-president shall:
- (a) act as president in absence of president and the first vice-president;

- (b) act as the first vice-president in the absence of the first vice-president;
  - (c) take on other duties as deemed necessary.
46. The secretary shall:
- (a) receive, write and send the correspondence of the DPAC;
  - (b) keep minutes of all meetings of the DPAC and the directors shall distribute those minutes to all voting members within 14 days of any meeting;
  - (c) have custody of all records and documents of the DPAC except those required to be kept by the treasurer;
  - (d) and maintain the register of members.
47. The treasurer shall:
- (a) keep the financial records, including books of account, and official receipt books necessary;
  - (b) render financial statements to the directors, members and others when required;
  - (c) report on current financial situation of the DPAC at all general and directors meetings
  - (d) submit all necessary returns to Revenue Canada Taxation as required;
  - (e) be one of the signing officers;
48. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

## **PART 8 – FINANCIAL AND BORROWING**

49. In connection with the financial affairs of the DPAC, the following shall apply:
- (a) the directors shall present a draft budget at the September general meeting each year;
  - (b) non-budgeted expenditures over \$100.00 from the general account must first be approved by a resolution of the voting members;
  - (c) all disbursements of funds of the DPAC must be by cheque or other auditable document;
  - (d) the DPAC's fiscal year shall be July 1<sup>st</sup> to June 30<sup>th</sup> ;
  - (e) a review of the DPAC's books shall be done by the DPAC's accountants within 30 days of the end of each fiscal year and the accountants report shall be part of the annual report.
50. The signing authority for the DPAC shall be any two (2) of the three (3) signing officers, one of whom must be the treasurer.
51. In order to carry out the purposes of the DPAC, the directors may, on behalf of and in the name of the DPAC, raise or secure the payment or repayment of money in the manner they decided, and, in particular, but without limiting that power, by the issue of debentures, provided that a debenture may not be issued without the authorization of a special resolution.

## **PART 9 – AUDITOR**

52. The DPAC shall not be required to have an auditor unless the voting members resolve to appoint an auditor.

## **PART 10 – NOTICE TO MEMBERS**

53. A notice may be given to a member, either personally, by email or by mail, at the member's known address or school.
54. A notice sent by mail shall be deemed to have been given on the third business day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
55. (1) Notice of a general meeting shall be given to:  
(a) every voting and non-voting member shown on the register of members on the day notice is given; and  
(b) the auditor, if one has been appointed.
- (2) No other person is entitled to receive a notice of general meeting.

## **PART 11 – BYLAWS – COPIES AND CHANGES**

56. On being admitted to membership, each member is entitled to and the DPAC shall, upon request, provide the member, without charge, a copy of the constitution and bylaws of the DPAC.
57. These bylaws shall not be altered or added to, except by special resolution after not less than 30 days notice is given to members.

## **PART 12 – DISSOLUTION**

58. (1) If the DPAC is dissolved the assets of the DPAC will be distributed among appropriate charitable organizations with no assets being retained by members of the DPAC.
- (2) Gaming funds shall be dealt with in the manner that Gaming Policy and Enforcement Branch deems correct.

## **PART 13 – INVITED LIAISONS (NON-VOTING)**

61. The directors shall invite the following organizations to appoint liaisons officers who shall each receive, organize and report information from their respective organizations to the DPAC:

- (a) Sooke Teachers Association (S.T.A.);
- (b) British Columbia School Trustees Association (B.C.S.T.A.);
- (c) Sooke Principals and Vice Principals Association (S.P.V.P.A.);
- (d) Canadian Union of Public Employees Local #459 (C.U.P.E.); and
- (e) School District #62 (Sooke) Staff Liaison.

(These groups, along with SPEAC are currently referred to as The Education Partners)

Signed by SPEAC Executive and a witness;

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FULL NAME	FULL NAME
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POSITION	POSITION
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Executive's signature	Executive's signature
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FULL NAME	WITNESS FULL NAME
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POSITION	RESIDENT ADDRESS
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Executive's signature	Witness's signature
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Signed and dated at Langford, British Columbia, this 25 day of May, 2009.

The amendments to this document were approved at the AGM May 20, 2009