

Laura Secord School Parents Lunch Program Inc. By-laws

SECTION ONE

GENERAL MATTERS

Name

1.01 The name of the organization is Laura Secord School Parents Lunch Program Inc. and it is referred to as the "corporation" in these by-laws.

Registered Office

1.02 The registered office of the corporation is at 960 Wolseley Avenue, Winnipeg, Manitoba.

Mission Statement

1.03 The corporation operates the Lunch Program at École Laura Secord School

Objects of Corporation

1.04 The corporation exists to operate the Lunch Program during the lunch hour at École Laura Secord School. This consists of providing supervision of all those École Laura Secord School students who have been registered in the Lunch Program. The corporation strives to provide a safe, nurturing and fun environment for all registered students.

SECTION TWO

ORGANIZATION

Membership

2.01 Members of the École Laura Secord School Parent Advisory Council Executive ("PAC Executive") are the members of the corporation, excluding any member of the PAC Executive who is an employee of the corporation.

The Board of Directors (The Executive)

2.02

(a) The affairs of the corporation shall be managed by the Board of Directors referred to in these by-laws as "the Executive".

- (b) The Executive consists of all members of the corporation.

Roles of the Executive

2.03

- (a) Each member of the Executive will assume the executive role they hold as a member of the PAC Executive (the chair of the PAC Executive becomes the Chair of the corporation, the secretary of the PAC Executive becomes the Secretary of the corporation etc.).
- (b) If a member of the PAC Executive is not a member of the corporation (as a result of being an employee of the corporation), the Executive may appoint a member-at-large to any office that is vacant.

Length of Office

2.04 Members of the Executive hold office as long as they remain members of the PAC Executive.

Vacancy

2.05 Despite any vacancy, the Executive has full authority to carry out its mandate provided a quorum exists.

SECTION THREE

GENERAL MEETINGS

Quorum

3.01 The quorum for transaction of business at any general meeting shall be 50% of the members (i.e. 50% of the Executive).

Annual General Meeting

3.02

- (a) The corporation's Annual General Meeting may be held in conjunction with the École Laura Secord School Parent Advisory Council Annual General Meeting.

- (b) The Annual General Meeting will be open to all members of the corporation and all parents of École Laura Secord School students (in these by-laws the term "parent" includes the guardian, the person legally entitled to custody who usually has care and control of a student)
- (c) The Secretary of the Executive will ensure:
 - (i) Each member of the Executive is given fourteen (14) days written notice of the Annual General Meeting.
 - (ii) Notice of the Annual General Meeting is published in the École Laura Secord School's monthly newsletter at least two weeks in advance of the meeting;
- (d) The Treasurer of the Executive will ensure that copies of the annual financial statements from the previous year are available for inspection by persons attending the meeting
- (e) One of the purposes of the Annual General Meeting will be to provide parents with information about the Lunch Program, its finances and any issues or upcoming changes.
- (f) Any person attending the meeting may raise issues or questions concerning the Lunch Program and the Executive will address and respond to any such issues and questions raised.
- (g) Amendments to the by-laws may also be made or confirmed.
- (h) The Secretary of the Executive will make the minutes of the Annual General Meeting to members of the Executive, parents and other interested parties within sixty (60) days following the annual meeting.

General Meetings

3.03

- (a) At the request of the Executive, the Chair may call additional meetings of the corporation.
- (b) The meeting will be open to all parents of École Laura Secord School students.
- (c) The Secretary of the Executive will ensure:

- (i) Each member of the Executive is given seven (7) days written notice of the meeting.
- (ii) Notice of the meeting is provided to parents of École Laura Secord School students by publication in the École Laura Secord School's monthly newsletter or in such other manner as the Executive determines is appropriate in the circumstances;
- (d) An application for a general meeting signed by 6 parents of École Laura Secord School students can be made to the Chair of the Executive. On receipt of the application, the Chair must call a general meeting, within 20 days.
- (e) Any person attending the meeting may raise issues or questions concerning the Lunch Program and the Executive will address and respond to any such issues or questions raised.
- (f) Amendments to the by-laws may also be made or confirmed.
- (g) The Secretary of the Executive will make the minutes of the meeting to members of the Executive, parents and other interested parties within sixty (60) days following the annual meeting.

SECTION FOUR

EXECUTIVE MEETINGS

Convening Meetings

4.01

- (a) At the request of the Chair of the Executive, the Secretary shall convene Executive meetings. The Secretary shall similarly convene Executive meetings on the request of two members of the Executive.
- (b) The Executive shall meet a minimum of four (4) times during the year.

Participation at Meetings

4.02. Representation and participation at meetings shall be by the following means:

- (a) Personally; or

- (b) By telephone or other communication as facilities permit. A member of the Executive participating at a meeting by this means is as well deemed to be present at the meeting.

Quorum

4.02

- (a) The quorum for transaction of business at any Executive meeting shall be 50% of the members of the Executive.
- (b) Any member of the Executive personally interested in any business contract or arrangement may be counted in determining whether a quorum exists but shall not vote on any such business contract or arrangement.

Questions of Procedure

4.05 The Chair directs discussion and alone decides questions of procedure. A procedural decision undertaken by the meeting Chair is subject to an appeal by any member of the Executive. A majority vote of the members of the Executive participating at a meeting is required to suspend or cancel such procedural decision undertaken by the meeting chair.

Vote

4.06

- (a) Decisions of the Executive are undertaken as long as a quorum exists.
- (b) In the case of an equal number of votes on any issue, the Chair has the right to vote. Aside from this circumstance, the Chair cannot vote.
- (c) Decisions of the Executive undertaken without a quorum must be ratified at the next meeting of the Executive where a quorum does exist.

SECTION FIVE

POWERS AND RESPONSIBILITIES OF THE EXECUTIVE

Powers of the Executive

5.01 The Executive may:

- (a) Exercise all such powers of the corporation as are not contrary to the by-laws.
- (b) Conclude any contract or agreement on behalf of the corporation;
- (c) Authorize expenditures on behalf of the corporation and may delegate by resolution to any officer or officers the right to employ and pay salaries to employees;
- (d) Make expenditures for the purpose of furthering the objectives of the corporation;
- (e) Transact banking with any chartered bank, trust company, or credit union in Canada;
- (f) Prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the corporation as they may deem appropriate;
- (g) Take such steps as they may deem necessary to enable the corporation to receive donations, benefits, and funding for the purpose of furthering the objectives of the corporation;
- (h) Accumulate from time to time part of the funds or funds of the corporation and any income therefrom subject to any statutes or law applicable;
- (i) Invest funds of the corporation in such manner as the Executive may determine subject to any statutes or law from time to time applicable;
- (j) Solicit and receive donations, bequests, legacies and grants on behalf of the corporation and enter into agreements, contracts, and undertakings incidental thereto.
- (k) Be responsible for the coordination of the work of the corporation;
- (l) Be responsible for ensuring that the funds of the corporation are accounted for and that the Minutes of the meetings are maintained;
- (m) Be responsible for maintaining the confidentiality of information discussed at Executive meetings;
- (n) Be responsible for ensuring that the bylaws and any rules and regulations continue to reflect the goals and objectives of the corporation;

- (o) Be responsible for financial management of the corporation by approving budgets, establishing budgetary priorities, ensuring adequate signing authority exists and operates for the corporation bank account, and setting all criteria relating to the financial matters of the corporation;
- (p) Be responsible for creating, overseeing, and dissolving all standing and ad-hoc committees and subcommittees of the corporation and for ensuring their continued relevance. The committee Chair of any committee the Executive establishes may appoint non-members of the Executive to serve the committee.
- (q) Be responsible for ensuring the good management of its employees by:
 - (i) Hiring of Director of the Lunch Program (the "Director"), an employee of the corporation responsible for the day to day management of the Lunch Program;
 - (ii) Imposing discipline upon, firing or suspending the Director;
 - (iii) Defining the rights, responsibilities and expectations of the Director;
 - (iv) Dealing generally with the Director on all matters relating to personnel.
- (r) Ensure that the day-to-day matters of corporation are carried out;

Expenses

5.03 The Executive shall serve without remuneration, but a member of the Executive may be paid for reasonable expenses incurred in the performance of the duties of the corporation.

Indemnity

5.04 The corporation will indemnify a member of the Executive or former member of the Executive, and his heirs and legal representatives, against all costs, reasonably incurred by them in respect to any civil or administrative action or proceedings to which he or she is made a party by reason of being or having been a member of the Executive of or such body corporate, if he or she acted honestly and in good faith with a view to the best interest of the corporation.

SECTION SIX

CONFLICT OF INTEREST

Deemed Conflict of Interest

6.01

- (a) A conflict of interest shall be deemed to exist where a member of the Executive, or an employee of the corporation, or the "close family" of any of the above receives any benefit, financial or otherwise, from a decision or decisions undertaken by the Executive.
- (b) "Close family" includes but is not restricted to, a spouse, father, mother, father by remarriage, mother by remarriage, guardian, brother, sister, half-brother, half-sister, common-law spouse, child, including child by remarriage, father-in-law, mother-in-law.

Declaration of Conflict

6.02 Any member of the Executive or employee of the corporation who believes a benefit, financial or otherwise, may accrue, as a result of a decision or decisions undertaken by the Executive shall declare a conflict of interest and thereafter abstain from any decision, vote, or discussion relative to the matter.

Other Positions

6.03 No member of the Executive or employee of the corporation shall occupy a position with an organization other than the corporation that may place that member of the Executive or employee in a position incompatible with the full and complete execution of their duties to the corporation.

SECTION SEVEN

OFFICERS OF THE EXECUTIVE

Powers and Responsibilities of Officers

7.01 The Executive may specify duties of and delegate to such officers powers to manage the business and affairs of the corporation.

Chair

7.02 The Chair:

- (a) acts as the chief executive officer of the corporation and, subject to the authority of the Executive, must preside at all meetings of the Executive, have general supervision of the business of the corporation, and may exercise such other powers and duties as the Executive may specify.
- (b) Other than times when the Executive sits, the Chair may exercise all the power and authority of the Executive unless indicated to the contrary in these bylaws;
- (c) Must ensure that any decision undertaken by the Executive is carried out to the extent outlined in the Minutes;

- (d) Must maintain conduct of current matters of particular interest of the Lunch Program corporation as they develop and report to the Executive accordingly;

Vice-Chair

7.03 A Vice-Chair assumes the duties of the Chair in his or her absence, and has such powers and duties as the Executive may specify.

Secretary

7.04 The Secretary is responsible for:

- (a) Attending (or appointing another member of the Executive to attend to act as secretary in their absence) all meetings of the corporation and keeping and making available minutes of each meeting in accordance with the by-laws;
- (b) Create, following an Executive meeting, a version of the minutes appropriate, considering confidential information of staff and students, for general distribution, and make the minutes available to any interested person upon request within ten (10) working days of the request. The content of the circulating minutes must be determined in consultation with the Chair.
- (c) Give notice of meetings in accordance with the bylaws;
- (d) preparing, in cooperation with the Chair, an agenda and supporting documents.

Treasurer

7.05 The Treasurer is responsible for:

- (a) Keeping accurate accounting records in compliance with all relevant legislation;
- (b) Providing such financial information as may be required by the Executive;
- (c) Reporting to the Executive on the financial status of the corporation, including the preparation of annual financial statements;
- (d) Presenting budgets passed by the Executive at a PAC meeting (for informational purposes only).

Lunch Program Liaison

7.06 The Lunch Program Liaison is responsible for:

- (a) liaising with the corporation's staff, the school, and parents on issues relevant to the Lunch Program;
- (b) writing all Executive cheques and, in consultation with the Treasurer, maintaining the cheque book.

SECTION EIGHT

FINANCIAL

8.01 In addition to the financial matters and responsibilities dealt with in these by-laws, and in particular the matters set out in section 5.01, the following apply in respect of the corporation's finances

- (a) the corporation's fiscal year end is June 30 of each year, or such other date as specified in a resolution of the Executive
- (b) the Executive must ensure that, at all times, the corporation holds a contingency fund of equal to three months operating costs.

SECTION NINE

AMENDMENT OF THE BY-LAWS

Amendment of By-laws

9.01 The Executive may from time to time amend these by-laws, but such amendments, unless in the meantime confirmed at a general meeting, remain in force only until the next annual general meeting. If the amendments are not confirmed at the annual general meeting they cease to have any force.

9.02 These by-laws may be amended at any general meeting of the corporation.

9.03 Amendments must be passed by a majority of no less than two thirds of the membership (i.e. the Executive).

9.04 No amendments may be made or confirmed at a general meeting unless all in attendance at the meeting have an opportunity to review the amendments and the amendments are explained to all in attendance.

SECTION TEN

DISSOLUTION

10.01 Individual parents or members of the Executive of the corporation must have no pecuniary interest in the property or assets of the corporation and that upon dissolution or winding-up any funds shall be distributed to the École Laura Secord School Parent Advisory Council.

Adopted this 19th day of November, 2019 at an executive meeting of the Laura Secord School Parents Lunch Program Inc.

Ratified this ___ day of _____, 20__ at a general meeting of the Laura Secord School Parents Lunch Program Inc.

