

Ohpaho Secondary School Band Parents Association Bylaws

ARTICLE I – GENERAL

1.1 NAME

The name of the Society is:

Ohpaho Secondary School Band Parents Association

(hereinafter referred to as the “Association”).

1.2 PURPOSE

The Association exists to support and enhance music education and performance opportunities for students participating in the band program at Ohpaho Secondary School (OSS). This includes, but is not limited to:

- A. Senior band
- B. Junior band
- C. Jazz band
- D. Choir
- E. Guitar band
- F. Uniforms and performance attire
- G. Clinicians and workshops
- H. Performances, festivals, and competitions

1.3 GENERAL OPERATIONS

- A. The operations of the Association are carried out in Leduc, Alberta in support of Ohpaho Secondary School (OSS).
- B. The mailing address for all communication or correspondence shall be the registered office of the Association.
- C. The Association operates independently of the school and parent council.
- D. To maintain integrity, minute books and financial records will be securely stored and may be inspected by any Member in good standing of the Association upon reasonable request, including the reason for inspection. Such inspection may only take place at the registered office of the Association, in the presence of a Board Member, and dual control (2 people present, 1 of whom is a Board Member) will be maintained at all times.
- E. A Policy and Procedure Manual may be created, maintained, and reviewed annually by the Board. Members in good standing may put forward policies to the Board for consideration and/or implementation.
- F. The Association has not adopted a Society Seal.

1.4 DISSOLUTION

In the event of dissolution or liquidation of the Association, all assets remaining after payment of liabilities shall be transferred to Ohpaho Secondary School (OSS). The Principal shall ensure the funds are used for purposes that most closely align with the objectives of the Association.

1.5 BYLAWS

- A. All Members are responsible for behaving in accordance with the Bylaws and objectives of the Association.
- B. The Association Bylaws and operations will be in accordance with the laws of Alberta, the Societies Act and any other governmental legislation relating to the Association's operation and objectives.
- C. The Bylaws may be rescinded, altered or added to by a "Special Resolution." Changes to the Bylaws do not come into effect until the Special Resolution(s) is registered at Corporate Registry. Special Resolution(s) sent to the Corporate Registry shall be dated and verified by a person authorized by the Association.
- D. Any question regarding the proper application and interpretation of these Bylaws shall be determined by the Chair of any Association Meeting of the Membership or Board meeting. The Chair's decision may be appealed by a voting Member and can be overturned by a simple majority vote at a Special General Meeting of the Membership, or a Special Meeting of the Board, called in accordance with these Bylaws.

1.6 INSURANCE AND INDEMNITY

- A. **Insurance:** For the purpose of carrying out its objectives, the Association will annually review and carry liability insurance as deemed necessary by the Board, or if required by the policies of the School or School Board.
- B. **Indemnity:** Provided appropriate insurance is in place, each Officer and Director holds office with protection from the Association.
 - i. The Association indemnifies each Officer and Director against all costs or charges that result from any act done in her/his role for the Association.
 - ii. The Association does not protect any Officer or Director for acts of fraud, dishonesty or bad faith.
 - iii. No Officer or Director is liable for the acts of any other Officer, Director or Member.
 - iv. No Officer or Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association.
 - v. No Officer or Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.

1.7 PRIVACY

- A. The Association shall not collect, use, share or store personal information for purposes other than those of Association business, and shall destroy it appropriately once it is no longer needed.
- B. The Association will adhere to Personal Information Protection Act (PIPA) guidelines as required by Alberta legislation, and voluntarily where appropriate.

1.8 CONFLICT RESOLUTION

- A. If at any time 10 Members, or 5 Members and greater than 50% of the Board Members, of the Association are of the opinion that the Association is in a state of conflict such that its operation is significantly impaired, they may deliver a written “Special General Meeting of the Membership” request, signed by them, to the Board.
 - B. Upon receipt of such, the Chair will call a Special General Meeting of the Membership, providing due notice as stated, and Members in attendance will have an opportunity to hear and discuss the issues causing conflict.
 - C. On motion, a vote shall be held respecting a proposed resolution to the conflict, and if a majority of voting Members present vote in favour of the resolution proposed, the Association will immediately act upon the resolution, as directed by the assembly.
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ARTICLE II – MEMBERSHIP

2.1 CATEGORIES OF MEMBERS

There shall be two (2) categories of membership:

- a. Active Members – any parent or guardian of a current band student
- b. Honorary Members – any individual or organization that supports the objectives of the Association

2.2 MEMBERSHIP FEES

There are no fees required to be a member.

2.3 MEMBERSHIP YEAR

The membership year shall run from September 1 to August 31.

2.4 RIGHTS OF MEMBERS

- A. Attend and participate in meetings
- B. Vote on matters of the Association (Active Members only)
- C. Access Association records upon reasonable request

2.5 RESPONSIBILITIES OF MEMBERS

- A. Support the objectives of the Association
- B. Abide by the bylaws
- C. Recognize the Association operates as a volunteer organization

2.6 REMUNERATION

Unless authorized at any meeting and after notice for the same shall have been given, no Officer, Director or Member of the Association shall receive any remuneration for his/her services.

ARTICLE III – MEETINGS

3.1 GENERAL MEETINGS

- A. Meetings shall be held during the school year (typically October to May)
- B. The frequency of meetings shall be determined by the Board of Directors
- C. Meetings may be held:
 - a. in person
 - b. Virtually
 - c. or in a hybrid format

3.2 ANNUAL GENERAL MEETING (AGM)

- A. The Association shall hold one AGM per year (typically in May)
- B. The AGM shall:
 - a. review activities
 - b. present financial information
 - c. elect the Board of Directors

3.3 NOTICE OF MEETINGS

Members shall receive reasonable notice of meetings (minimum 48 hours for general meetings; 21 days for AGM or special resolutions).

3.4 QUORUM

Quorum for any meeting shall be:

- A. Four (4) members, including at least two (2) Directors

3.5 VOTING

- A. Each Director, excluding the Chair, will have 1 vote at all Meetings of the Board.
- B. In the case of a tie vote, the Chair will have 1 vote.
- C. Such votes must be made in person and not by proxy or otherwise.
- D. Directors will vote by show of hands where 50% + 1 will be considered the majority.

- E. The Chair may authorize an electronic vote by email if a situation needs to be acted upon by the Board between physical meetings.
 - F. In the case of an electronic vote, a quorum shall be constituted when at least 60% of the Directors of the Board cast a vote by email.
 - G. Any motion taken electronically will be formally recorded into the minutes of the next Board meeting.
 - H. Any Director having a personal pecuniary gain or conflict of interest in any matter being discussed by the membership or the Board is required to declare such and absent himself/herself from any discussion or vote on such matter.
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ARTICLE IV – BOARD OF DIRECTORS

4.1 COMPOSITION

The Board of Directors shall consist of three (3) to seven (7) Directors, which may include:

- A. Chair
- B. Vice-Chair
- C. Treasurer
- D. Secretary (Optional)
- E. Treasure/Secretary Combined
- F. Directors-at-Large

4.2 ELECTION

Directors shall be elected by Active Members at a General Meeting or AGM and serve a term of one (1) year.

4.3 POWERS AND RESPONSIBILITIES

The Board shall:

- A. manage the affairs of the Association
- B. oversee finances
- C. plan and support activities aligned with the Association's purpose

4.4 ROLES

Chair

- A. chair all meetings of the Association
- B. prepare meeting agendas in collaboration with the Board
- C. provide leadership and coordination of the Association
- D. act as a primary point of contact for communications
- E. support and oversee activities of the Association
- F. be a signing authority for financial transactions

Vice-Chair

- A. support the Chair in their duties
- B. chair meetings in the absence of the Chair
- C. assist with coordination of activities and initiatives
- D. be a signing authority for financial transactions
- E. perform other duties as assigned by the Board

Secretary

- A. record and maintain minutes of all meetings
- B. maintain records of the Association
- C. distribute meeting minutes and communications as required
- D. assist with communications to members

Treasurer

- A. manage the financial affairs of the Association
- B. maintain accurate financial records
- C. receive and deposit funds
- D. process and track payments
- E. provide financial updates to the Board and membership
- F. be a signing authority for financial transactions

Directors-at-Large

- A. attend meetings and participate in decision-making
- B. support the activities and initiatives of the Association
- C. assist with specific projects as needed, including fundraising, events, uniforms, and band-related activities

4.5 VACANCIES AND RESIGNITION

- A. Any Officer or Director may be removed from the Board at any time with cause by a majority vote of the Board whenever, in its judgment, the best interest of the Association will be served.
- B. Any Officer or Director may resign his/her position by providing written notice to the Board.
- C. Any vacancy occurring during the year may be filled at the next meeting, provided it is so stated in the notice calling such meeting, with the exception of the position of Chair.
- D. The term of office shall be complete at the end of the meeting at which successors are elected unless written notice of resignation is submitted to the Board.

4.6 REMUNERATION

Directors shall not receive compensation.

4.7 ADVISORY PARTICIPATION

Band Directors from LCHS and OSS may attend meetings in an advisory (non-voting) capacity.

4.8 TERMS

- A. The maximum number of consecutive terms, in the same Officer or Director position on the Board, shall be four (4) consecutive one year terms.
 - B. In any given year where two or more officers are at the maximum (4) consecutive one year terms, one or more officers may have their term extended for a further one year term, for a maximum term of five (5).
 - C. The maximum number of cumulative one year terms, in any Officer or Director position shall be six (6) terms.
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ARTICLE V – FINANCIAL

5.1 USE OF FUNDS

Funds shall be used to support band programming at Ohpaho Secondary School. Funds shall be used to support items such as but not limited to:

- uniforms
- band camps
- clinicians and workshops
- festivals and competitions

5.2 SIGNING AUTHORITY

All financial transactions require two authorized signatures from Directors.

5.3 AUDITING

- A. The books, accounts and records of the Treasurer shall be audited at least once each year by either a duly qualified accountant, or by a qualified staff member of the Black Gold School Board or by two voting Members of the Association who are not Board members, have no signing authority, and who are not related. Auditors will be elected or appointed for that purpose at the Annual General Meeting of the Membership.
 - B. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor for presentation at the Annual General Meeting of the Membership.
 - C. The fiscal year of the Association in each year shall be September 1st to August 31st.
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ARTICLE VI – GENERAL

6.1 GOVERNANCE PRINCIPLES

The Association:

- A. supports the OSS band program as a whole
- B. operates independently of the school and parent council

6.2 UNFORESEEN MATTERS

Any matters not covered by these bylaws may be resolved by the Board of Directors.

Date: June 11, 2026

Chair

Chair’s Signature

Secretary

Secretary’s Signature