

# RED RIVER VALLEY JUNIOR ACADEMY

## BYLAWS

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**RRVJA BYLAWS****ENACTED: May , 2014****SCHEDULE 1 - DEFINITIONS**

<b>TERM</b>	<b>DEFINITION</b>
Bylaws	means these Bylaws as may be amended from time to time
Church	means the Seventh-day Adventist Church and may refer to any one of the local Seventh-day Adventist Churches located in or about the City of Winnipeg, Manitoba.
Company	means a group or fellowship of Seventh-day Adventist church members who have been granted Company status by vote of the Conference and which has not yet attained church status.
Conference	means The Manitoba-Saskatchewan Conference of the Seventh-day Adventist Church
Constituency	means the Members of RRVJA
Constituency Meeting	means a meeting of the Member Churches and includes annual and special Constituency Meetings.
Constitution	means the Constitution of RRVJA as may be amended from time to time
Delegates	means those individuals listed at Article 3.05 who have voting rights at all Constituency Meetings, including those persons appointed to represent the Member Churches.
Duly Called	means called In accordance with the Bylaws.
General Conference	means the General Conference of Seventh-day Adventists
Member	means a member as defined in the Constitution
Member Church	means any church or company which has been formally admitted as a member of RRVJA in accordance with these Bylaws, and includes those churches referenced in the Constitution, provided that the church or company has not withdrawn or terminated its membership
Member Churches	means all of the churches and companies which have been formally admitted as members of RRVJA and maintain their membership in accordance with these Bylaws
RRVJA	means Red River Valley Junior Academy
School Board	means the School Board of RRVJA established pursuant to Article IV of these Bylaws
SDACC	means the Seventh-day Adventist Church in Canada

**SCHEDULE 2 - INTERPRETATION**

These Bylaws shall be governed by and construed in accordance with the laws of the Province of Manitoba and the federal laws of Canada applicable therein. In that regard, words importing the singular number include the plural and vice versa.

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## **ARTICLE I – OFFICE**

- 1.01 OFFICE:** The principal office of RRVJA, for the transaction of its business, is located at 56 Grey Street, Winnipeg, Manitoba, R2L 1V3.

## **ARTICLE II – MEMBERSHIP**

- 2.01 APPLICATION:** Application of a church or company for membership in RRVJA may be initiated by:

- a. The invitation of the RRVJA School Board; or,
- b. The formal, written application by the church or company to the RRVJA School Board.

- 2.02 ADMITTANCE:** Admittance of a church or company to the membership of RRVJA must be ratified by a two-thirds (2/3) majority vote of the Delegates present at a duly called annual or special Constituency Meeting.

- 2.03 WITHDRAWAL:** If a Member Church votes to withdraw from membership in RRVJA, it must provide written notice of withdrawal to the Chair of the School Board no later than 30 days after the acceptance of the annual budget by the School Board. The financial obligations of the withdrawing Member Church will not terminate until the end of the school year in which the notice of withdrawal is given. A withdrawing Member Church shall not be entitled to receive any reimbursement for either capital investment or operational expenditures.

- 2.04 TERMINATION OF MEMBERSHIP:** A Member Church which does not meet its financial commitments to RRVJA, fails to honour the purposes of RRVJA, or relinquishes basic tenets of the Seventh-day Adventist Church, will be subject to a membership review by the members of RRVJA at a duly called Constituency Meeting:

- a. Subject to Article 2.04(e), the membership of a Member Church may only be terminated by a two-thirds (2/3) majority vote of the Members present at a duly called Constituency Meeting.
- b. The financial obligations of a Member Church whose membership has been terminated in accordance with this Article 2.04 will continue until the end of the school year in which its membership has been terminated.

- c. A Member Church whose membership has been terminated in accordance with this Article 2.04 shall not be entitled to receive any reimbursement of its share of either capital investment or operational expenditures.
- d. A Member Church that has been disbanded by the Conference will be subject to automatic termination of its membership in RRVJA. The Conference shall notify the School Board immediately following an action to disband a Member Church. Financial and other arrangements are to be made in accordance with Bylaws Articles 4.04(b) and 7.06.

### **ARTICLE III – CONSTITUENCY MEETINGS**

**3.01 ANNUAL MEETING:** RRVJA shall hold an annual Constituency Meeting at such time and place as the School Board shall designate, for the following purposes:

- a. To receive reports.
- b. To review the financial statements.
- c. To approve a budget for the next school year.
- d. To consider changes to the Constitution and the Bylaws.
- e. To transact such other business as may be properly brought before the members.

**3.02 SPECIAL MEETING:** The School Board shall call a special Constituency Meeting at such time and place as they deem appropriate when:

- a. It is requested by a majority of the School Board members.
- b. It is requested by at least 2 of the Member Churches.
- c. It is requested by the Conference.

**3.03 CHAIR OF CONSTITUENCY MEETINGS:** The School Board Chair, or in his/her absence the School Board Vice-Chair, shall chair all Constituency Meetings. However, in any of the following circumstances the delegates to any Constituency Meeting may approve the appointment of the Conference Education Director or one of the Conference Officers to chair all or a portion of the Constituency Meeting:

- a. In the absence of both the School Board Chair and Vice-Chair.
- b. At the request of the School Board Chair.
- c. At any time that the School Board Chair or Vice-Chair would be in a conflict of interest.

**3.04 NOTICES:**

- a. Notice of the time and place of an annual or special Constituency Meeting shall be given by:
  - i. Sending a written notice to all members of RRVJA not less than 21 days before the meeting.
  - ii. Publishing the notice in three (3) consecutive weekly church bulletins for each of the Member Churches prior to the date of the meeting.
- b. The notice and supporting documents shall state the nature of any special business and the text of any special resolution to be submitted to the Constituency Meeting, including a copy of any proposed amendments to the Bylaws pursuant to Article 13.01.

**3.05 AGENDA:** The agenda and supporting documents for a Constituency Meeting shall be prepared by the School Board Chair in consultation with the RRVJA Principal and the Conference Director of Education and provided to the Delegates 21 days prior to the meeting.

**3.06 VOTING REPRESENTATION:** Delegates for all Constituency Meetings shall be:

- a. Persons duly appointed by any one of the Member Churches. Each Member Church shall be entitled to appoint one (1) Delegate for each twenty-five (25) church members or major fraction thereof.
- b. Members of the School Board.

- c. The Conference Officers.
- d. The Conference Education Director.
- e. The SDACC Education Director.

**3.07 VOTING RIGHTS OF DELEGATES:** Only Delegates shall have voting rights at Constituency Meetings. Each Delegate shall be entitled to one (1) vote.

**3.08 VOTING PROCEDURES:**

- a. All Delegates must be present in person at any Constituency Meeting in order to be eligible to vote. There shall be no voting by proxy.
- b. Voting shall be by show of hands or by secret ballot.
- c. The Chair has the privilege of voting.
- d. Questions shall be decided by a simple majority of those voting unless otherwise provided.

**3.09 QUORUM:**

- a. At least fifty percent (50%) of the Delegates elected pursuant to Article 3.06(a) must be present at all times at any Constituency Meeting to constitute a quorum for the transaction of business.
- b. Notwithstanding Article 3.08(a), if within thirty (30) minutes from the time appointed for the Constituency Meeting a quorum is not present, the Constituency Meeting shall stand adjourned to the same day of the next week, at the same time and place. If at a second meeting quorum is not present within thirty (30) minutes, The Constituency Meeting shall stand adjourned to a date to be determined by the School Board with proper notice to be provided in accordance with the Bylaws.

**ARTICLE IV – SCHOOL BOARD**

**4.01 COMPOSITION:** The responsibility for operating the school shall be vested in a School Board comprised of the following:

- a. **Ex-Officio Members**
  - i. The RRVJA Principal.
  - ii. The Senior Pastor or Associate Pastor of the Member Churches.
  - iii. The leader of the Home & School Association.
  - iv. The Conference Education Director.
  
- b. **Appointed Members**
  - i. Each Member Church shall be entitled to appoint one (1) School Board member (“representative”) plus one (1) additional School Board member for each one hundred and fifty (150) church members, or major faction thereof.

**4.02 APPOINTMENT & TERM OF APPOINTED MEMBERS:**

- a. Each Member Church shall appoint its representative(s) to the School Board for a two (2) year term coinciding with the school year which commences on the 1<sup>st</sup> day of September in each year.
  
- b. Member Church representatives may be appointed by their church to consecutive terms.
  
- c. In the case of a vacancy, it shall be the duty of the Member Church to appoint a new representative to serve the remainder of the unexpired term and to advise the School Board Chair of their action.

**4.03 QUALIFICATIONS:**

- a. School Board members shall be members of the Seventh-day Adventist Church in regular standing.
  
- b. Appointed School Board members shall:
  - i. Hold membership in the Member Church they represent.
  - ii. Be chosen for their good judgment and ability. Special consideration should be given to those who may have experience in school matters.
  - iii. Be willing to uphold and support the Constitution and Bylaws of RRVJA.



- iv. Be supportive of and be willing to follow denominational policies.
- v. Be able to give their time as necessary to ensure the sound operation of RRVJA.

**4.04 TERMINATION OF APPOINTED MEMBERS:**

- a. If any School Board member is absent from three (3) consecutive meetings without prior notification to the School Board, or does not uphold the RRVJA Constitution and Bylaws, the policies of the School Board or the tenets of the Seventh-day Adventist Church, the delinquency will be reported in writing to the respective Member Church Board requesting they review their representation on the School Board. The Member Church Board is to notify the School Board as soon as possible regarding reinstatement or replacement of its representative.
- b. In the event of the disbandment of a Member Church, its representation on the School Board will cease effective from the date of disbandment.

**4.05 CONFIDENTIALITY:** School Board members shall maintain confidentiality pertaining to matters that are declared confidential. The consequences of any known breach of confidentiality shall be removal from the School Board by a majority vote of the School Board members.

**4.06 CONFLICT OF INTEREST:** School Board members are to avoid and declare all conflicts of interest when contemplating and/or conducting business with RRVJA.

**4.07 AUTHORITY:** The School Board is responsible for the operation of RRVJA within the guidelines and policies enumerated by the Conference Board of Education and the RRVJA Members as stated in the Constitution and Bylaws. The School Board has authority only when meeting in official session. Individual School Board members may not speak for the School Board unless directed by the School Board to do so. All actions of the School Board are implemented through its Secretary.

**4.08 DUTIES OF THE SCHOOL BOARD:**

- a. To organize itself at the first meeting of the school year, in harmony with Conference policies and in accordance with these Bylaws.

- b. To cooperate with the Conference regarding:
  - i. The employment, assignment, transfer, retirement, termination or dismissal of all personnel.
  - ii. The planning of in-service continuing education and conventions for the teaching staff in order to maintain provincial and denominational certification.
  - iii. Curriculum development and innovations.
  - iv. The preparation of a school calendar.
  
- c. To ensure the implementation of the policies and plans of the Conference Education Department and the SDACC Education Code including school curriculum and Conference programs.
  
- d. To maintain a sound educational program so as to achieve applicable Seventh-day Adventist denominational accreditation standards.
  
- e. To create a supportive and spiritual environment to enhance student learning.
  
- f. To support the Home & School Association.
  
- g. To develop policies in areas of local concern, such as:
  - i. School Mission, Vision and Strategic Plan.
  - ii. Number of grades offered and curriculum development.
  - iii. Admission requirements and registration procedures.
  - iv. Tuition and registration fees.
  - v. Dress code, code of conduct and safety policies.
  - vi. Use of school property.
  - vii. Equipment and maintenance requirements.
  - viii. Purchasing procedures, including textbooks and resource materials.
  - ix. Establishment of special committees.
  
- h. To support the Principal in the administration of the school program including:
  - i. Implementation of School Board policies.
  - ii. Teacher load.
  - iii. Daily schedule.
  - iv. Development and enforcement of a code of conduct.

- i. To assume responsibility for the planning and funding of an annual operating and capital budget, including:
  - i. Operating expenses.
  - ii. Curriculum materials.
  - iii. Playground and physical education supplies.
  - iv. Media centre materials.
  - v. School supplies.
  - vi. Insurance.
  - vii. Indebtedness.
  - viii. Equipment.
- j. To manage the finances of the school including establishing tuition and other fees.
- k. To hold a school bank account, pay bills and ensure complete financial record keeping.
- l. To cooperate with the Conference auditor and to prepare such documents as the auditor may require.
- m. To ratify the recommendations of the school administration in situations involving serious disciplinary cases and to serve as the ultimate authority in the dismissal of students. The School Board consideration of dismissal recommendations must be in closed or executive session.
- n. To ensure that official minutes of each meeting of the Constituency and the School Board are kept and to file one copy with the Conference Education Department.
- o. To consider appeals and answer questions regarding the operation of the school.
- p. To ensure the school operates in an appropriate building and on suitable property.
- q. To arrange for adequate insurance, including fire, theft, vandalism and general liability coverage.
- r. To participate in the process of school evaluation as scheduled by the SDACC, the Conference Education Department and as may be required by Manitoba Education.

- s. To adopt a dress code policy and a code of social behavior.
- t. To report to the Constituency through Constituency Meetings, as well as through reports to the Member Church boards and/or business meetings.
- u. To plan for and conduct Constituency Meetings and School Board meetings.
- v. To review the Constitution and Bylaws of RRVJA from time to time and consider amendments thereto as may be required.
- w. To conduct such other duties as usually pertain to the operation of a school.

**4.09 RESTRICTION OF POWERS OF THE BOARD:** The School Board shall not purchase real property, undertake major building projects or alterations, borrow money or delegate any of the duties set out at Article 4.08, without first obtaining the consent of the Constituency and the Conference.

## **ARTICLE V - SCHOOL BOARD MEETINGS**

**5.01 REGULAR MEETINGS:** The School Board shall hold regular meetings throughout the school year at such dates and times as the School Board shall determine at its first meeting of the school year.

**5.02 NOTICE OF FIRST REGULAR MEETING:** Notice of the date, time and place of the first regular School Board meeting of a school year shall be determined by the Chair or, in the absence of the Chair, by the Secretary and delivered to each School Board member no fewer than seven (7) days prior to the date of such meeting.

**5.03 SPECIAL MEETINGS:** Special meetings of the School Board may be called at any time by the School Board Chair upon the written request of five (5) or more School Board members or upon the request of the Conference. Notice of a Special Meeting of the School Board shall be given to each School Board member no fewer than seven (7) days prior to the date of such meeting.

**RRVJA BYLAWS**

**ENACTED: May , 2014**

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- 5.04 WAIVER OF NOTICE:** The transactions of any meeting of the School Board, however called and noticed, shall be as valid as though taken at a meeting duly held after regular call and notice, if:
- a. a quorum is present; and,
  - b. either before or after the meeting, each of the School Board members not present signs a written waiver of notice, a consent to hold the meeting, or an approval of the minutes.
- 5.05 QUORUM:** At least fifty percent (50%) of the School Board members must be present at all times at any School Board meeting to constitute a quorum for the transaction of business.
- 5.06 MEETINGS BY ELECTRONIC CONFERENCE:** If all persons who are members of the School Board consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the School Board by means of such conference telephone or other communications facilities as permits all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting; PROVIDED THAT at the outset of each such meeting, and whenever votes are required, the Chair shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.
- 5.07 RESOLUTIONS IN WRITING:** A resolution in writing, signed by all of the School Board members entitled to vote on that resolution at a meeting of the School Board, is as valid as if it had been passed at a meeting of the School Board.
- 5.08 EMAIL VOTING:** Email voting (“e-vote”) shall be permitted for time sensitive uncontroverted matters in accordance with the following procedures:
- a. All School Board members must have access to the necessary equipment to participate in the e-vote, failing which an e-vote cannot be taken.
  - b. Only one motion shall be allowed per e-vote. Further motions must be made in separate new email messages.
  - c. A second is not necessary for the motion to be considered.

- d. The Chair shall assign a number to the motion and include the number in the subject line (i.e.: Motion E-01 of 2014).
- e. The Chair shall prepare and email the motion to be considered to all of the School Board members requesting them to vote for or against the motion by reply email.
- f. The Chair shall include the time frame/deadline for the e-vote.
- g. School Board members shall state "I vote YES" or "I vote NO" in their reply email and use "Reply All".
- h. The Secretary shall compile and maintain the e-votes including the number of e-votes cast for and against the motion.
- i. The Chair shall announce the results of the e-vote by email to all of the School Board members.
- j. The Secretary shall prepare minutes of the e-vote and shall send the minutes marked "draft" to all of the School Board members.
- k. The e-vote minutes shall be approved at the next regular School Board meeting.

**5.09 COMMITTEES:** The School Board may elect or appoint such committees as are deemed necessary to fulfill the functions of the School Board. Such committees receive their authority and direction from the School Board, and are responsible to the School Board.

## **ARTICLE VI - SCHOOL BOARD OFFICERS**

**6.01 OFFICERS:** The officers of the School Board shall be a Chair, a Vice-Chair, a Secretary and a Treasurer. The office of Secretary shall be filled by the Principal of RRVJA.

**6.02 ELECTION:** The Chair, Vice-Chair and Treasurer shall be elected by secret ballot of the members of the School Board at the first September meeting of the School Board. Only members of the School Board are eligible to serve as an officer.

**6.03 TERM OF OFFICE:** The elected officers shall hold office for a term of one year and shall be eligible for re-election.

**6.04 CHAIR:** The Chair shall:

- a. Call and preside over all meetings of the School Board.
- b. Serve as the Chair of all Constituency Meetings.
- c. Become acquainted with parliamentary procedures.
- d. Encourage discussion which is relevant to agenda items.
- e. Consult with the Secretary in the preparation of the agenda for School Board and Constituency Meetings.
- f. Become acquainted with the school program and confer with the Principal on items pertaining to the operation of the school.
- g. Support the Principal in the administration of the school.
- h. Act as the liaison or spokesperson, unless otherwise delegated, for the School Board in matters requiring consultation with outside entities, including communicating with Member Churches to ensure the presentation of school items pertinent to each Member Church.
- i. Serve as an ex-officio member of all committees.
- j. Perform such other duties as are set out in the SDACC Education Code.

**6.05 VICE-CHAIR:** The Vice-Chair shall:

- a. Act in the place of the Chair in case of the Chair's absence or disability.
- b. Act for and represent the Chair in any assignment requested by the Chair.
- c. Perform such other duties as the School Board shall direct.

**6.06 SECRETARY:** The Secretary shall:

- a. Ensure that the proceedings and actions of all School Board and Constituency Meetings are accurately recorded.

- b. Keep the minutes and other records of the School Board and Constituency Meetings in a permanent fashion.
- c. Produce and distribute copies of the minutes of meetings to the School Board members and to the Conference Education Department.
- d. Provide notices of all meetings of the School Board to the School Board members.
- e. Provide notices of all Constituency Meetings to the Members.
- f. Prepare the agenda for School Board and Constituency Meetings in consultation with the Chair and the Conference Education Director.
- g. Present the Principal's report on the operation of the school at regularly scheduled School Board meetings and at annual Constituency Meetings.
- h. Serve on the School Board financial committee and other ad hoc committees as determined by the School Board.
- i. Cooperate with the Conference Education Department in providing such teacher evaluations as may be required from time to time.
- j. Perform such other duties as the School Board shall direct.

**6.07** **TREASURER:** The Treasurer shall:

- a. Be accountable for all school funds.
- b. Maintain appropriate bookkeeping records of all monies received and disbursed.
- c. Render a monthly financial statement to the School Board, and an annual financial statement to the School Board and the annual Constituency Meeting.
- d. Be one of at least two signing officers for the school bank account.
- e. Perform such other duties as the School Board shall direct.



- 6.08 RECORDING SECRETARY:** The School Board and the Constituency may appoint a recording secretary to record the minutes of their meetings. In such case, it shall be the duty of the Secretary to oversee the recording secretary in the keeping of accurate minutes of all meetings.

## **ARTICLE VII – FINANCE**

- 7.01 FISCAL YEAR:** The fiscal year of RRVJA shall be from July 1 to June 30.

- 7.02 FINANCIAL SUPPORT:** The financial support of RRVJA shall be by:

- a. Direct support from patrons by way of tuition, registration and other fees as set by the School Board annually.
- b. Grants from the Conference.
- c. Subsidies from the Member Churches.
- d. Grants from the Province of Manitoba.
- e. Donations and endowments.

- 7.03 ANNUAL BUDGET:** The annual operating budget shall be prepared, presented and approved by the Member Churches at the annual Constituency Meeting. In preparing the annual operating budget, the following process shall be followed:

- a. Between January and March of the current school year, the School Board Chair shall meet with the Member Church boards or attend the Member Church business meetings for consultation with the Member Churches regarding the next school year's operating budget requirements.
- b. A proposed operating budget for the next school year shall then be prepared and presented to the Conference K-12 Board of Education for approval at their April/May meeting.
- c. Following approval of the proposed operating budget by the Conference, it shall then be presented to the Member Churches at the annual Constituency Meeting for their approval.

- d. Following approval by the Member Churches at the annual Constituency Meeting, the annual operating budget shall then be adopted by the School Board.

**7.04 MEMBER CHURCH SUBSIDIES:** The amount of the annual subsidy to be paid by each Member Church shall be determined by consultation between the School Board and the Member Church Boards, to be approved at the time of approving the annual budget as set out in Article 7.03. The annual subsidy due from each Member Church will be payable in monthly installments and will be the same amount throughout the calendar year. The subsidy is subject to annual review and/or change as part of the annual budget considerations.

**7.05 ANNUAL AUDIT:** The books, accounts and records of the Secretary and the Treasurer shall be audited at least once each year by a qualified external accountant and by the Conference auditor or an auditor approved by the Conference. A complete and proper statement of the standing of the books for the previous fiscal year shall be submitted by such auditor to the Constituency at the annual Constituency Meeting.

**7.06 DISBANDMENT OF A MEMBER CHURCH:** In the event of the disbandment of a Member Church, all subsidy amounts owing to RRVJA shall be paid in full no later than one (1) month following disbandment.

## **ARTICLE VIII - STUDENTS**

**8.01 SEVENTH-DAY ADVENTIST STUDENTS:** The primary role of RRVJA is to educate and to spiritually strengthen students who are either members of the Seventh-day Adventist Church or whose parents are members of the Seventh-day Adventist Church and who attend one of the Member Churches.

**8.02 OTHER STUDENTS:** A secondary role of RRVJA is to serve as a mission outreach to the community. As such, students who are not, and whose parents are not, members of the Seventh-day Adventist Church may be enrolled subject to the following considerations:

- a. Orientation of church members, teachers, parents and students to their role as Seventh-day Adventist Christian witnesses.
- b. Orientation of parents of prospective students to the goals and objectives of Seventh-day Adventist education.

- c. Regular pastor/teacher visits in student homes.
- d. Seventh-day Adventist curriculum and school standards shall be maintained.
- e. Character and scholastic ability should be considered before the student is accepted into the school program.

### **ARTICLE IX - DUTIES OF MEMBER CHURCHES**

**9.01 DUTIES:** It shall be the duty of each Member Church to support RRVJA by:

- a. Appointing qualified representatives to the School Board.
- b. Appointing Delegates to Constituency Meetings.
- c. Assuming its financial responsibility for the operation of RRVJA as determined in consultation with the School Board and approved at an annual Constituency Meeting.
- d. Assuming its financial responsibility for the capital improvement needs of RRVJA as determined in consultation with the School Board and approved at a Constituency Meeting.

### **ARTICLE X - INDEMNIFICATION**

**10.01 INDEMNIFICATION:** RRVJA, as a school organized within the Conference, shall indemnify any person who is serving or has served as a member of the School Board, or as a school administrator, against all reasonable expenses (including, but not limited to, judgments, costs and legal fees) actually and necessarily incurred by him/her in connection with the defense of any litigation, action, suit or proceeding, civil or administrative, to which he/she may have been a party by reason of being or having been a member of the School Board or school administration, except that he/she shall have no right to reimbursement for matters in which he/she has been adjudged liable to RRVJA for gross negligence or wilful misconduct in the performance of his/her duties.

**10.02 OTHER RIGHTS:** This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the School Board or school administration may be entitled.

## **ARTICLE XI - PARLIAMENTARY PROCEDURE**

**11.01 PARLIAMENTARY PROCEDURE:** The parliamentary rules as laid down in the current edition of the General Conference Rules of Order shall govern all deliberations in Constituency Meetings and School Board meetings when not in conflict with these Bylaws.

## **ARTICLE XII - DISSOLUTION and DISPOSITION OF ASSETS**

**12.01 DISSOLUTION:** RRVJA may be dissolved only by a two-thirds (2/3) majority vote of the Delegates present and voting at any Constituency Meeting.

**12.02 DISPOSITION OF ASSETS:** In the event of the dissolution of RRVJA, all assets remaining after all claims have been satisfied shall be transferred to a legal entity authorized by the Conference or the SDACC, provided that such entity shall be a charitable organization, a charitable corporation or a charitable trust recognized by Canada Revenue Agency Charities Directorate as being a qualified donee under the provisions of the *Income Tax Act* of Canada in effect from time to time.

**12.03 NO DISTRIBUTION TO MEMBERS:** In no case shall the assets of the RRVJA be distributed among the Members upon dissolution.

## **ARTICLE XIII - BYLAW AMENDMENTS**

**13.01 AMENDMENTS:** These Bylaws may be amended, revised or repealed at any duly called Constituency Meeting by two-thirds (2/3) vote of the Delegates present and voting at any such Constituency Meeting, provided that:

- a. The proposed amendments have been reviewed and approved by the Conference.
- b. A copy of the proposed amendments has been provided to the Members in the notice calling the Constituency Meeting.

**13.02 SDACC EDUCATION CODE:** In the event of any change to the SDACC Education Code which supersedes any provision of these Bylaws, the SDACC Education Code shall prevail.