

**Friends of Nicholas Sheran School Society
Bylaws (2012)**

Article 1: Name of Society

The name of the organization is Friends of Nicholas Sheran School Society.

Article 2: Definitions

In these Bylaws, the following words have these meanings:

- a. Active Member has the meaning as defined in Article 4.1.1.
- b. Annual General Meeting, also referred to as the AGM, means the annual general meeting described in Article 5.1.
- c. Board means the Board of Directors of this Society.
- d. Bylaws means the Bylaws of this Society as amended.
- e. Director means any person elected or appointed to the Board.
- f. "In writing" means a written notice delivered by email, hand, courier, facsimile or through Canada Post.
- g. Member means a Member of the Society.
- h. Nicholas Sheran Community School means Nicholas Sheran Community School located at Lethbridge, Alberta.
- i. Officer means any officer listed in Article 6.2.1.
- j. Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Society.
- k. Society means Friends of Nicholas Sheran School Society.
- l. *Societies Act* means the *Societies Act* R.S.A. 2000, chapter S-14 as amended or any statute substituted for it.
- m. Special Meeting means the special meeting described in Article 5.2.
- n. Special Resolution means:
 - i. a resolution passed at an Annual General or Special Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the Active Members who vote in person; or
 - ii. a resolution proposed and passed as a Special Resolution at an Annual General or Special Meeting with less than twenty-one (21) days' notice. All the Active Members eligible to attend and vote at the Annual General or Special Meeting must agree; or
 - iii. a resolution agreed to in writing by all the Active Members who are eligible to vote on the resolution in person at an Annual General or Special Meeting.

Article 3: Objects of the Society

The objects of the Society are detailed in the Article of Incorporation.

Article 4: Membership

4.1 There are three (3) categories of Membership:

- Active membership
- Honorary membership
- Sponsoring membership

4.1.1 Active membership is open to any person of the age of majority who is a teacher, teaching assistant or school administrator employed at, or a parent or guardian of a student enrolled at, Nicholas Sheran Community School upon submission of a membership application to the Secretary of the Board.

4.1.2 Honorary membership may be conferred upon any person who has performed outstanding service to the Society, as confirmed by a resolution of the Board.

4.1.3 Sponsoring membership may be conferred on any organization or person who has made an annual financial contribution to the Society of \$100.00 or more and as confirmed by a resolution of the Board.

4.1.4 Membership in the Society is on-going until such time as indicated in Article 4.3.

4.2 Rights and Privileges of Members

4.2.1 Any Member is entitled to

- receive notice of meetings of the Society;
- attend any meeting of the Society;
- speak at any meeting of the Society; and
- exercise other rights and privileges given to Members in these Bylaws.

4.2.2 Voting Privileges

4.2.2.1 Voting privileges and the right to be elected to the Board are restricted to Active Members.

4.2.2.2 An Active Member is entitled to one (1) vote at a meeting of the society.

4.2.3 All Members shall abide by the Bylaws and objects of the Society.

4.3 Termination of Membership

4.3.1 Resignation

4.3.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Board.

4.3.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.3.2 Deemed Withdrawal

The membership of an Active Member automatically ceases six (6) months from the end of the month in which the Active Member is no longer an employee at, or parent or guardian of a student enrolled at, Nicholas Sheran Community School.

4.3.3 End of Relationship

The membership of a Honorary or Sponsoring Member may be ended by a majority vote of the Board at the end of the relationship.

4.3.4 Death

The membership of a Member is ended upon his death.

4.3.5 Expulsion

4.3.5.1 The Society may, by Special Resolution at a Special Meeting called for that purpose, expel any member for any cause which is deemed sufficient in the interests of the Society. This decision is final.

4.3.5.2 On passage of the Special Resolution, the Member's name is removed from the Register of Members. The member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.4 Limitations of the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Society.

Article 5: Meetings of the Society

5.1 Annual General Meeting

5.1.2 The Society holds its Annual General Meeting no later than October 31 of each calendar year, in Lethbridge, Alberta. The President sets the place, day and time of the meeting.

5.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a) adopting the agenda;
- b) adopting the minutes of the last AGM;
- c) considering the President's report;
- d) reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities.
- e) electing the Members of the Board;
- f) considering matters specified in the meeting notice; and
- g) other specific motions that any Members have given notice of before the meeting is called.

5.2 Special Meeting of the Society:

- 5.2.1 A Special Meeting may be called at any time by the President to expedite any matter that requires immediate membership attention or authority.
- 5.2.2 The President will call a Special Meeting for any purpose when requested to do so in writing by not less than two (2) Board members. The request must state the reason for the Special Meeting and the motions intended to be submitted at this Special Meeting.
- 5.2.3 The President will call a Special Meeting upon receipt of a written notice to the Board by the greater of 10% of or two (2) Active Members. The request must state the reason for the Special Meeting and the motions intended to be submitted at this Special Meeting.
- 5.2.3.1 If there are fewer than 75% of the signatories present (rounded up to the nearest person), who have requested the Special Meeting, fifteen (15) minutes after the scheduled start time of the meeting, and before the meeting is officially started, the Board may, with a simple majority of the Board present, vote to cancel the meeting.
- 5.2.3.2 If the meeting is cancelled because not enough signatories are present, the request for the meeting is deemed to have been withdrawn.
- 5.2.3.3 If the Board does not cancel the meeting before the meeting is started, the meeting is deemed a proper Special Meeting. Once the meeting is started, it cannot be cancelled by the Board.
- 5.2.4 Agenda for Special Meeting
- Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.
- 5.3 Notice of Meetings
- 5.3.1 Notice for the AGM or any Special Meeting will be given to the Members at least twenty-one (21) days prior to the date of the meeting and will include the place, date and time of the meeting and any Special Resolutions.
- 5.3.1.1 Notwithstanding the requirements for notice of a Special Meeting as set out in Article 5.3.1, a Special Meeting may be held without notice if all Active Members are present or, if absent, have signified their consent to such meeting in writing filed with the Board before such meeting is held, or, if after the meeting is held all absent Active Members signify in writing their consent to the business transacted at such meeting.
- 5.4 Means of Delivery
- 5.4.1 Due notice is deemed to have been given when any one or more of the following occurs:
- Delivery is made to a household either written or oral. Written notices may be delivered by email, hand, courier, facsimile or through Canada Post; or
 - Telephone call to the residence of the Active Member;
- 5.5 Quorum

- 5.5.1 For the AGM or a Special Meeting, excepting a Special Meeting called subject to Article 5.2.3, quorum is a minimum of five (5) or 20% of the Active Members of the Society , of which three (3) must be Directors.
- 5.5.2 For a Special Meeting called subject to Article 5.2.3, quorum is the number of Active Members being the greater of (i) a minimum of five (5) or 20% of the Active Members of the Society, including not less than three (3) Directors and (ii) not less than 75% of the signatories, rounded up to the nearest whole person, of the written notice provided under Article 5.2.3 plus the Society President and subject to Article 5.2.3.
- 5.6 Voting
- 5.6.1 Each Active Member has one (1) vote. Voting is done by a show of hands unless a ballot is requested. Ballet procedures will be determined by those present.
- 5.6.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- 5.6.3 An Active Member may not vote by proxy.
- 5.6.4 A majority of votes of the Active Members present and voting decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- 5.7 Written Resolution of all the Active Members
- All Active Members may agree to and sign a resolution. This resolution is as valid as one passed at an Annual General or Special Meeting. It is not necessary to give notice or to call an Annual General or Special Meeting. The date on the resolution is the date it is passed.

Article 6: The Governance of the Society

6.1 The Board of Directors

6.1.1 Governance and Management of the Society

The Society is governed by its members through a Board of Directors. The Board, subject to the Bylaws and directions given it by a majority vote at any AGM or Special Meeting, provided such direction does not conflict with the Bylaws, has full control and management of the affairs of the Society.

6.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the *Societies Act*.

The powers and duties of the Board include:

- a. Promoting the objects of the Society;
- b. Promoting membership in the Society;
- c. Maintaining and protecting the Society's assets and property;

- d. Approving an annual budget for the Society;
- e. Paying all expenses for operating and managing the Society;
- f. Paying persons for services and protecting person from debts of the Society;
- g. Investing any extra monies;
- h. Financing the operations of the Society, and borrowing or raising monies;
- i. Maintaining all accounts and financial records of the society; and
- j. Appointing legal council as necessary;

6.1.3 Composition of the Board

6.1.3.1 The Board, consisting of a minimum of six (6) and a maximum of ten (10) Active Members, is elected, subject to Article 6.1.3.2, at each AGM by a simple majority of the Active Members present at the meeting.

6.1.3.2 One (1) Director will be the Principal of Nicholas Sheran Community School, and one (1) Director will be a staff representative of Nicholas Sheran Community School.

6.1.3.3 For the remaining positions on the Board, any Active Member may nominate any other Active Member for election as a member of the Board. All nominations will be made with the consent of the candidate. Nominees not present at the meeting will provide written consent to the Secretary prior to the AGM.

6.1.4 Resignations, Death or Removal of a Director

6.1.4.1 A Director may resign from office by giving one (1) month's notice in writing to the Board. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

6.1.4.2 Active Members may remove any Director before the end of their term. There must be a majority vote at a Special Meeting called for this purpose.

6.1.4.3 If there is a vacancy on the Board, the remaining Directors may appoint an Active Member to fill that vacancy for the remainder of the term.

6.1.5 Meeting of the Board

6.1.5.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit. The Board will have a regular annual meeting without notice other than this Article, following the Annual General Meeting for the purpose of electing Officers.

6.1.5.2 The President calls the meetings. The President also calls a meeting if any one (1) Director makes a request in writing and states the business of the meeting.

6.1.5.3 Notice of Board Meetings will be given to all Board Members at least seventy-two (72) hours prior to the meeting time by telephone or email. Board members may waive formal notice of a meeting.

6.1.5.4 A majority of the Directors present at any Board meeting is a quorum.

6.1.5.5 Each Director including the President has one (1) vote.

6.1.5.6 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

6.1.5.7 Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask other Members, or other persons present to leave.

6.1.5.8 All Directors may agree to sign a resolution. This resolution is as valid as one passed at any board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

6.1.5.9 A meeting of the Board may be held by conference call. Directors who participate in this call are considered present for the meeting.

6.1.5.10 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.2 Officers

6.2.1 The Officers of the Society are the President, Vice-President, Secretary and Treasurer.

6.2.2 The Officers are elected by the Board from among the Directors following the AGM. Where there is more than one (1) nomination for a position, voting shall be by ballot procedures as determined by those present.

6.2.3 The term of office for each Director and each Officer is until the adjournment of the next AGM.

6.3 Duties of the Officers and Directors of the Society

6.3.1 The President:

- Supervises the affairs of the Board;
- When present, chairs all meetings of the Society and the Board;
- Is an ex-officio member of all Committees;
- Acts as the spokesperson for the Society; and
- Carries out other duties assigned by the Board.

6.3.2 The Vice President:

- Presides at meetings in the President's absence. If the Vice President is absent, the Directors elect a chairperson for the meeting;
- Carries out other duties assigned by the Board; and
- Assumes the office and duties of the President if the President leaves or resigns the office of President prior to the normal expiry of the term of office.

6.3.3 The Secretary:

- Attends all meetings of the Society and the Board;
- Keeps accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Makes sure a record of names and addresses of all Members of the Society is kept;
- Makes sure all notices of various meetings are sent;
- Keeps the Seal of the Society;
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

6.3.4 The Treasurer:

- Makes sure all monies paid to the Society are deposited in a timely manner in a chartered bank, treasury branch or trust company chosen by the Board;
- Has custody of all financial records and books of account of the Society;
- Makes sure a financial report is presented to the Board as requested;
- Makes sure audited financial statements of the Society are prepared and presented to the AGM;
- Assists in the filing of the annual return; and
- Carries out other duties assigned by the Board.

6.3.5 Directors at Large:

- Other Directors may be appointed by the Board to chair committees set up by the Board or perform other duties as directed by the Board.

6.4 Committees

Committees may be formed at the discretion of the Board to undertake specific projects. Each committee will be composed of an odd number of Members, including Directors and Active and non-voting Members. A committee may meet and adjourn as it thinks proper. Committees will report to the Board.

Article 7: Finance and Other Management Matters

7.1 Finance and Auditing

7.1.1 The fiscal year of the Society ends on June 30 of each year.

7.1.2 There must be an audit of the books, accounts and records of the Society at least once each fiscal year. Prior to the year end of the Society, the Board will appoint two Active Members of the Society to complete the audit.

7.1.3 Members of the Society may instead choose to have an audit done by a qualified accountant. Such accountant will be appointed annually at the AGM of the Society.

7.2 Seal of the Society

- 7.2.1 The Board may adopt a seal as the Seal of the Society.
- 7.2.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 7.2.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.
- 7.3 Borrowing Powers
 - 7.3.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amount and ways to raise money, including giving or granting security.
 - 7.3.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.
- 7.4 Cheques and Contracts of the Society

 - 7.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two (2) signatures are required on all cheques.
 - 7.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.
- 7.5 Payments
 - 7.5.1 No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.
 - 7.5.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.
- 7.6 The Keeping and Inspection of the Books and Records of the Society

 - 7.6.1 The Secretary records minutes of all meetings of the Members and of the Board.
 - 7.6.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society and the Board.
 - 7.6.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the *Societies Act*, or any other statute or laws.
 - 7.6.4 The books and records of the Society may be inspected by an Active Member of the Society at the AGM or at any time upon giving reasonable notice and arranging a time satisfactory to the Officers having charge of same.
 - 7.6.5 Each member of the Board has access to such books and records at all times.
- 7.7 Protection and Indemnity of Directors and Officers

- 7.7.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.7.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in his/her role for the society, unless the act is fraud, dishonesty or bad faith.

Article 8: Amending the Bylaws

- 8.1 These Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Society.
- 8.2 Twenty-one (21) days' notice of the Annual General Meeting or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

Article 9: Distributing Assets and Dissolving the Society

- 9.1 The Society does not pay any dividends or distribute its property among its Members.
- 9.2 If the Society is dissolved, any funds or assets remaining after paying all debts are to be paid to a charitable or non-profit organization in Canada that has objects similar to those of the Society.
- 9.3 Active Members are to select the organization to receive the assets by Special Resolution. In no event do any Members receive any assets of the Society.

Confirmed and enacted by the Active Members of the Friends of Nicholas Sheran School Society as approved by Special Resolution at the Friends of Nicholas Sheran School Society Annual General Meeting on the 29th day of October, 2012.