

BYLAWS FOR CALGARY ARTS ACADEMY SOCIETY

CALGARY ARTS ACADEMY SOCIETY

BYLAWS

(NOVEMBER 18, 2008)

TABLE OF CONTENTS

ARTICLE 1	PREAMBLE	4
1.1	NAME	4
1.2	INCORPORATION	4
1.3	BYLAWS	4
ARTICLE 2	DEFINITIONS AND INTERPRETATIONS	4
2.1	DEFINITIONS.....	4
2.2	INTERPRETATIONS.....	5
ARTICLE 3	MEMBERSHIP	6
3.1	CATEGORIES OF MEMBERSHIP	6
3.2	COMMUNITY MEMBERSHIP APPLICATION.....	6
3.3	RIGHTS AND PRIVILEGES OF MEMBERSHIP	6
ARTICLE 4	GOVERNANCE	7
4.1	THE BOARD OF DIRECTORS.....	7
4.2	OFFICERS	11
4.3	BOARD COMMITTEES.....	14
4.4	THE SUPERINTENDENT	14
ARTICLE 5	MEETINGS	15
5.1	GENERAL MEETINGS.....	15
5.2	SPECIAL MEETINGS.....	16
5.3	BOARD MEETINGS	17
5.4	MINUTES OF MEETINGS.....	19
ARTICLE 6	FINANCE AND OTHER MANAGEMENT MATTERS	20
6.1	FISCAL YEAR	20
6.2	FINANCE AND AUDITING	20
6.3	EXECUTION OF DOCUMENTS.....	20
6.4	THE SEAL OF THE SOCIETY.....	21
6.5	BOOKS AND RECORDS	21
6.6	BORROWING POWERS.....	21

6.7	PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS.....	21
6.8	REMUNERATION FOR DIRECTORS AND OFFICERS	22
ARTICLE 7	BYLAWS	22
7.1	ADOPTION AND AMENDMENT OF THE BYLAWS.....	22
ARTICLE 8	RULES, REGULATIONS, AND POLICIES.....	22
8.1	POLICIES.....	22
ARTICLE 9	DISSOLUTION OF SOCIETY AND DISTRIBUTION OF ASSETS	22
9.1	DISSOLUTION OF SOCIETY.....	23
9.2	DISTRIBUTION OF ASSETS	23
ARTICLE 10	CHARTER SCHOOL RENEWAL PROCESS.....	23
10.1	CHARTER TERM	23
10.2	RENEWAL PROCESS	23
10.3	AMENDMENTS TO THE CHARTER.....	24

ARTICLE 1 PREAMBLE

- 1.1 *NAME* The name of the society shall be “Calgary Arts Academy Society”.
- 1.2 *INCORPORATION* Calgary Arts Academy Society is incorporated under the Societies Act of the Province of Alberta.
- 1.3 *BYLAWS* These Bylaws are intended to govern the operation of the Society, Calgary Arts Academy Society. Therefore, the Calgary Arts Academy Society invokes the following Bylaws for the regulation of its activities and other affairs of the Society.

ARTICLE 2 DEFINITIONS AND INTERPRETATIONS

- 2.1 *DEFINITIONS* In these Bylaws, the following words have these meanings:
- 2.1.1 “Alumni member” means a parent who previously had his children enrolled in the Charter School for at least two (2) years, believes in arts education, is interested in furthering the objectives of the Society, and wishes to continue being a member of the Calgary Arts Academy Society.
- 2.1.2 “General Meeting” means a General Meeting of the Society as required by the Societies Act, S 14 RSA 2000.
- 2.1.3 “Associate member” means an individual who does not have children at a school and applies for and is accepted as a member of the Society.
- 2.1.4 “Auditor” means a person who meets the qualifications established by the province to act as an auditor.
- 2.1.5 “CAA” means the charter school, Calgary Arts Academy.
- 2.1.6 “CAAS” means Calgary Arts Academy Society.
- 2.1.7 “School Council” means a School Council at any of the schools operated by the Society..
- 2.1.8 “CAAS Board” or “Board” means Calgary Arts Academy Society Board of Directors.

- 2.1.9 “Charter” or “Charter School” means a school established under Division 3 of the School Act and operated by the Calgary Arts Academy Society.
- 2.1.10 “Coordinator” means Research Specialist/Arts Partner Coordinator.
- 2.1.11 “Director” means a member of the CAAS Board.
- 2.1.12 “Quorum” means the minimum number of people that must be present at a meeting before its proceedings are regarded as being valid.
- 2.1.13 “Parents” mean parents of students attending the Charter School and has the same definition as that in the School Act.
- 2.1.14 “Partner” means an individual or organization who is accepted as a member and who wishes to further the objectives of the Society.
- 2.1.15 “Relative” or “Family Member” means husband, wife, common-in-law spouse, son, daughter, parents, grandparents, grandchildren, brothers, sisters, brothers-in-law, sisters-in-law, parents-in-law, daughters-in-law, sons-in-law, aunts, uncles, nieces, nephews, stepsons, stepdaughters, stepbrothers, stepsisters, and stepparents.
- 2.1.16 “School Act” means Revised Statutes of Alberta 2000, Chapter S-3, as amended, or any statute that may be substituted therefore.
- 2.1.17 “Society” means the Calgary Arts Academy Society.
- 2.1.18 “Staff” includes all full and part-time employees of the Board who are employed to work in a school operated by the Society.
- 2.1.19 “Student” means any person enrolled as a student in the Calgary Arts Academy.

2.2 *INTERPRETATIONS*

- 2.2.1 Words importing masculine persons shall include female persons.
- 2.2.2 Words importing the singular number shall include individuals, partnerships, corporations, associations, trustees, and administrators and vice versa.

2.2.3 Words which have a special meaning assigned to them in the Societies Act shall have the same meaning in these Articles.

ARTICLE 3 MEMBERSHIP

3.1 **CATEGORIES OF MEMBERSHIP** All members shall be interested in furthering the objectives of the Society. There shall be established the following categories of membership:

3.1.1 Regular Members shall consist of the following:

- 1) Parents of students enrolled in a school operated by the Society.
- 2) Students enrolled in a school operated by the Society.
- 3) Employees of the Society;
- 4) Persons elected to the Board.

3.1.2 Community Members

Community members are defined as Associate members or Alumni members who are interested in furthering the objectives of the Society.

3.2 **COMMUNITY MEMBERSHIP APPLICATION** Individuals who are interested in applying for Associate or Alumni Membership will complete an application form provided by the office of the Society, which will then be submitted for approval at the next regular Board meeting.

3.3 **RIGHTS AND PRIVILEGES OF MEMBERSHIP** Members of the Society shall be entitled to the following rights and privileges:

3.3.1 Eligibility to Vote

Members shall be at least eighteen (18) years of age to be eligible to vote.

3.3.2 Duties of Membership

It shall be the duty of every member to act in a manner consistent with the objects of the Society.

3.3.3 Number of Votes

Each member over eighteen (18) years of age is entitled to one (1) vote at a meeting of the Society.

3.3.4 Withdrawal of Membership

Any member may withdraw upon notice to the Society with a written resignation delivered to the Secretary of the Society.

3.3.5 Expulsion

Any member, who demonstrates behavior that detrimentally impacts the objectives of CAAS may be required to resign by a simple majority vote of the Directors at a Board meeting.

ARTICLE 4 GOVERNANCE

4.1 *THE BOARD OF DIRECTORS*

4.1.1 Accountability of the CAAS Board

- 1) The Board is accountable to the CAAS membership and to the Minister of Alberta Education.
- 2) The Board's areas of accountability include the operation of its schools, and meeting the goals and objectives of CAAS.
- 3) The Board is responsible for ensuring that CAAS and the schools operate in accordance with the applicable provisions of the School Act and its associated regulations, these Bylaws, the Charter Agreement and the Societies Act.

GOVERNANCE AND MANAGEMENT

4.1.2 Governance and Management of the Society

- 1) The Board will carry out its duties in accordance with the requirements of Provincial Legislation and the Bylaws of the Society.
- 2) The Board will have full control and management of the affairs of the Society.
- 3) The Board will not be involved in the day-to-day operations of the schools.
- 4) The Board's main duties will be planning, policy development, appraising and adjudicating appeals, fundraising, and advocacy for Arts education.

- 5) The Board is responsible for establishing new policies and /or initiating reviews or revisions of existing policies that govern the operations of its schools.
- 6) The Board may from time to time be called upon to reinstate a student or expel a student.
- 7) The Board will carry out its duties in accordance with the Societies Act and the School Act and:
 - a. will operate its schools in accordance with the Charter approved by the Minister;
 - b. will be elected by the Society to govern the operations of its schools on its behalf; and
 - c. will focus its efforts on the link between the Board and its members.

POWERS OF BOARD 4.1.3 Powers of the Board

The Board will have power to:

- 1) Authorize expenditures on behalf of CAAS;
- 2) Make expenditures for the purpose of furthering the objectives of CAAS;
- 3) Promote membership in CAAS;
- 4) Maintain and protect the assets of CAAS;
- 5) Approve contracts on behalf of CAAS as determined by CAAS policy from time to time;
- 6) Ensure the appointment of the Superintendent, the Secretary/Treasurer, and Principals in accordance with Provincial requirements;
- 7) Approve the annual budget of the Society;
- 8) Maintain all accounts and financial records of the Society;
- 9) Assign powers and duties to Board Committees or employees of the Board subject to the limitations of the School Act, without limiting the general responsibilities of the Board;

10) Sell or dispose of any asset.

**COMPOSITION OF
BOARD**

4.1.4 The Board shall be comprised of:

- 1) Up to Twelve (12) but no less than Six (6) Directors, including the Chairs of the School Councils
- 2) Directors shall be Community members of the Society and shall be elected by the membership at a General Meeting.
- 3) If the Society, in any given year, is unable to elect Community members as Directors for each position required to be filled, a parent may be elected for each unfilled position.
- 4) The Directors must be individuals eighteen (18) years of age, with power under law to contract.
- 5) A Chair of a School Council will not be an Officer of the Board.
- 6) No person will serve as a Director if he is an employee of CAAS or if he has a family member who is an employee of CAAS.

**ANNOUNCEMENT OF
ELECTIONS**

4.1.5 Announcement of Election of Directors

An election or by-election shall be announced to the membership with a minimum of forty-five (45) days notice.

NOMINATIONS

4.1.6 Nominations for Directors

- 1) Nominations for Directors to be elected at a General Meeting shall be:
 - a. Made in writing,
 - b. Signed by at least two (2) Society members in good standing,
 - c. Consented to in writing by the person who is nominated, and
 - d. Filed with the Secretary/Treasurer no later than twenty-eight (28) days before the date scheduled for the General Meeting convened under Article 5.1.4 of these Bylaws.

- 2) The Board may establish a Nominating Committee to ensure that there are sufficient, qualified candidates to stand for election as Directors at the General Meeting;
- 3) If there are no nominees, or an insufficient number of nominees for the number of positions available, there may be nominations from the floor;
- 4) Each candidate will be asked to introduce himself to the membership in attendance at the General Meeting;

ELECTION

4.1.7 Election of Directors

- 1) In the event of a contested election for the position of Director, voting shall be by secret ballot in which all Society members present and eligible may vote.
- 2) The Principal, Secretary/Treasurer and the School Council Chairs shall tally the votes and announce the successful candidates as determined by a simple majority of votes;
- 3) In case of a tie, the tying members will have a run-off vote.

**TERM OF
DIRECTORSHIP**

- 4.1.8 A Director's first term of office will be two years. Subsequent terms will be for one year.

**RESIGNATION AND
REMOVAL OF
DIRECTORS**

4.1.9 Resignation or Removal of a Director from the Board

- 1) The office of the Director shall be automatically vacated if:
 - a. A Director resigns from his office by delivering a written resignation to the Secretary of the Society;
 - b. If he is found by a court to be of unsound mind;
 - c. If he is convicted of a crime against children
 - d. On death;
- 2) The Board, by simple majority vote, may remove any Director from the Board. If necessary, notice of removal will be sent by registered mail by the Chair to the Director within 7 days of removal.
- 3) Provided a vacancy occurs for any reason in this paragraph, the Board, by simple majority vote, may, by appointment, fill the vacancy with a member of the Society until the next Annual General Meeting, at which time a

new Director may be elected for the balance of the outstanding term.

QUORUM

4.1.10 Quorum of the Board

A quorum of the Board is 50% plus one (1) of the Directors.

4.2 OFFICERS

4.2.1 The Officers of the Society shall be:

- 1) The Chair
- 2) The Vice-Chair
- 3) The Past Chair
- 4) The Treasurer
- 5) The Secretary

ELECTION OF OFFICERS

4.2.2 Election of Officers

- 1) There will be an organizational meeting immediately following the General Meeting convened under Article 5.1.4 of these Bylaws for the purpose of electing the officers of the Board.
- 2) The officers shall be elected by a simple majority vote of the directors present.

4.2.3 Election of the Chairperson of the Board

- 1) At the organizational meeting one of the Chairpersons of a School Council will call the meeting to order and ask for nominations for the position of Chairperson of the Board.
- 2) Following the election of the Chairperson of the Board, the Chairperson of the School Council shall vacate the Chair of the meeting
- 3) The newly elected Chairperson of the Board shall then chair the organizational meeting and proceed to fill the remaining vacancies.

DUTIES OF OFFICERS

4.2.4 Duties of the Officers of the Society

Officers shall:

- 1) Be committed to fulfilling the objectives of CAAS;
- 2) Be required to regularly attend all meetings of the Board

- and serve on committees;
- 3) Declare any potential conflict of interest;
 - 4) Act in a manner consistent with the vision, mission and purpose of the school and according to the CAAS Bylaws and the School Act;
 - 5) Participate with fundraising responsibilities;
 - 6) Advocate for Arts education;
 - 7) Be aware of the need and actively plan for succession and board development.

DUTIES OF CHAIR

4.2.5 The Chair, the Vice-Chair and the Past Chair

The Chair, the Vice-Chair, who acts in the absence of the Chair, and the Past Chair, who acts in the absence of both the Chair and the Vice-Chair, shall:

- 1) Be responsible for planning the agenda for meetings;
- 2) Facilitate the meetings;
- 3) Act as a spokesperson for the Board;
- 4) Provide leadership to the Board;
- 5) Present the Annual Education Results Report to the membership at a General Meeting as required by the School Act;
- 6) Assume other responsibilities as agreed by the Board;
- 7) Ensure that the Board operates in accordance with the Bylaws and its policies.

***DUTIES OF
TREASURER***

4.2.6 Treasurer

The Treasurer shall ensure:

- 1) Oversight of the financial affairs of CAAS and the safe custody of the funds and securities of CAAS;
- 2) That full and accurate accounts are kept of all assets, liabilities, receipts and disbursements of CAAS and;
- 3) That all monies, securities and other valuable effects in the name and to the credit of CAAS are deposited in such

chartered bank or trust company, or,

- 4) In the case of securities, that communication with a registered dealer in securities and the Board occurs as may be required from time to time.

**DUTIES OF
SECRETARY**

4.2.7 The Secretary shall ensure that:

- 1) All votes and minutes of all meetings of all proceedings are recorded in the books to be kept for that purpose.
- 2) The minutes are made available no later than fourteen (14) days after any meeting and are posted in a public area at each of the schools.
- 3) The minutes of the Board meetings are preserved in a minute book to be held by the Secretary off the office premises.
- 4) Notice be given of all meetings of Board;
- 5) Such other duties as may be prescribed by Board are performed;

4.2.8 The Secretary will have custody of the seal of CAAS, which shall be delivered only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution;

**RESIGNATION OR
REMOVAL OF AN
OFFICER OF THE
BOARD**

4.2.9 Resignation or removal of an officer from the Board

- 1) Any Board officer absent from four (4) consecutive regularly scheduled meetings of the Board shall forfeit membership on the Board and his position as an officer of the Society, and the position shall be declared vacant, unless the Board declares otherwise.
- 2) The offices of the Board shall be automatically vacated:
 - a. If an officer resigns from his office by delivering a written resignation to the Secretary/Treasurer of the Society;
 - b. If he is found by a court to be of unsound mind;
 - c. Is convicted of a crime against children;
 - d. On death;
- 3) The Board, by simple majority vote, may remove any

officer from the Board. Notice of removal will be sent by registered mail by the Chair to the officer within 7 days of such vote.

4.2.10 Provided a vacancy shall occur for any reason in this paragraph, the Board, by simple majority vote, may, by appointment, fill the vacancy with a member of the Society until the next organizational meeting.

4.3 **BOARD
COMMITTEES**

4.3.1 The Board provides for the establishment of Board Committees.

The function of a Committee is to advise the Board:

- 1) By conducting comprehensive discussions, and/or;
- 2) Preparing recommendations regarding matters referred by the Board;

4.3.2 All committees will function under Board approved policy and regulations.

4.3.3 Committees will meet from time-to-time or as often as required.

4.3.4 Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercising of their duties.

4.3.5 The Chair of the Board is an ex-officio member of all Board Committees.

4.4 **THE
SUPERINTENDENT**

4.4.1 The Superintendent for the Board (according to the School Act) shall:

- 1) Be the Chief Executive Officer and the Chief Educational Officer of the Board;
- 2) Shall be accountable to the Board and to the Minister for the requirements in the School Act and the Regulations.
- 3) Shall serve a term of appointment of not more than five years in accordance with the School Act, Section 114.

4.4.2 The Board shall terminate the position of Superintendent according to the terms and conditions of the contract of employment between the Board and the Superintendent:

ARTICLE 5 MEETINGS

- 5.1 GENERAL MEETINGS**
- 5.1.1 Call of General Meetings**
- CAAS Board shall have power to call General Meetings of the members of the Society;
- 5.1.2 Presiding Officer**
- The Chairperson chairs every General Meeting of the Society. The Vice-Chairperson chairs in the absence of the Chairperson. If neither the Chair nor Vice-Chair is present, then the Directors shall select one of the Directors to chair the meeting by simple majority vote of the Directors present.
- LOCATION AND DATE OF GENERAL MEETINGS**
- 5.1.3 Location and Date of General Meetings**
- General Meetings shall be held at a location and on a date to be determined by the Board
- 5.1.4** A General Meeting shall be held annually within 90 days of the end of the previous fiscal year
- NOTICE OF GENERAL MEETING**
- 5.1.5 Notice of General Meetings**
- 1) No less than twenty-one (21) days prior written notice of a General Meeting shall be given to each member of CAAS. Such notice shall be by post, postage prepaid, facsimile, or electronic mail to the address of the member as it appears on the books and records of the Society. Any member may in any manner waive notice of or otherwise consent to a meeting. Such notice shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
- QUORUM**
- 5.1.6** Ten (10) voting members of the Society, in person, shall constitute a quorum of the Society at a General Meeting.
- VOTING**
- 5.1.7** Every motion at a General Meeting shall be determined (with the exception of the amendment of Bylaws, see section 7.1.1 CAAS Bylaws) by a simple majority vote of the members present.
- AGENDA OF AGM**
- 5.1.8** Agenda of a General Meeting
- The Board shall determine the agenda for General Meetings, with the following exception:

At the General Meeting convened under Article 5.1.4, the following business will be enacted

- 1) The report of the Directors,
- 2) The financial statements,
- 3) The report of the auditor,
- 4) An auditor will be appointed for the ensuing year, and
- 5) Elections will be held to fill any vacancies on the Board.

**CANCELLATION OF
GENERAL
MEETINGS**

5.1.9 The Chairperson or designate will cancel a General Meeting if a quorum is not present within one-half (1/2) hour after the set beginning time. If cancelled, the meeting will be rescheduled for one (1) week later at the same place and time. If a quorum is then not present within one-half (1/2) hour of the set beginning time at the second meeting, the meeting will proceed with the members in attendance.

**5.2 SPECIAL
MEETINGS**

5.2.1 Special Meetings

The Board shall call a special meeting of members

- 1) on written requisition of members carrying not less than ten percent (10%) of the voting rights;
- 2) In the third year of operation to discuss renewal of the Charter School;
- 3) At the discretion of the Board.

**PRESIDING
OFFICER**

5.2.2 The Chairperson chairs every Special Meeting of the Society. The Vice-Chairperson chairs in the absence of the Chairperson. If neither the Chair nor Vice-Chair is present, then the Directors shall select one of the Directors to chair the meeting by simple majority vote of the Directors present.

**LOCATION AND
DATE OF SPECIAL
MEETINGS**

5.2.3 The Board will determine the location, date and time for any Special Meeting of CAAS.

**NOTICE OF
SPECIAL MEETING**

5.2.4 No less than twenty-one (21) days prior written notice of the Special Meeting shall be given to each member of CAAS. Such notice shall be by post, postage prepaid, facsimile, or electronic mail to the address of the member as it appears on the books and records of the Society. Any member may in any manner

waive notice of or otherwise consent to a meeting.

5.2.5 Such notice shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

QUORUM

5.2.6 Ten (10) voting members of the Society, in person, shall constitute a quorum of the Society at a Special Meeting.

VOTING

5.2.7 Every motion shall be determined (with the exception of the amendment of Bylaws, see section 7.1.1 CAAS Bylaws) by a simple majority vote of the members present.

**CANCELLATION OF
A SPECIAL
MEETING**

5.2.8 Cancellation of Meeting

The Chairperson or designate will cancel a Special Meeting if a quorum is not present within one-half (1/2) hour after the set beginning time. If cancelled, the meeting will be rescheduled for one (1) week later at the same place and time. If a quorum is then not present within one-half (1/2) hour of the set beginning time at the second meeting, the meeting will proceed with the members in attendance.

**5.3 BOARD
MEETINGS**

5.3.1 Classification of Meetings

- 1) The Board will hold an organizational meeting each year immediately following the General Meeting convened under Article 5.1.4 of these Bylaws.
- 2) The Board can hold special meetings and meetings in camera when necessary. A special resolution is required before the Board can hold a special meeting or a meeting in camera.
- 3) The resolution to hold an in camera meeting shall specify those persons who will attend the meeting.
- 4) All meetings of the Board, with the exception of meetings in camera, shall be scheduled and held in public.

**ORGANIZATIONAL
MEETING**

5.3.2 Organizational Meeting

An organizational meeting of the Board shall be held to:

- 1) Elect the officers of the Board;
- 2) Determine the places, dates, and times of regular Board meetings; and

- 3) Other routine operational matters.

REGULAR MEETING 5.3.3 Regular Board Meetings

- 1) Board meetings will be conducted in a manner consistent with the requirements of the School Act and the Societies Act.
- 2) The places, dates, and times of regular Board meetings will be established at the Board's annual organizational meeting.
- 3) In the absence of the Chair or Vice-Chair, the Directors will appoint a Chair for that meeting only, by simple majority vote of the Directors present.
- 4) Regular meetings of the Board will not normally be held without the Superintendent or designate in attendance.
- 5) No resolution, act or proceeding of the Board is binding unless adopted at a meeting at which a quorum of the Board is present.

SPECIAL MEETING 5.3.4 Special Board Meetings

- 1) Special meetings of the Board will only be called when the Chair, the majority of Board members, or the Minister of Education is of the opinion that an issue must be dealt with before the next regular Board meeting.
- 2) A written notice of the special meeting including the date, time, place, and nature of business shall be issued to all Board members by registered mail or by e-mail with a confirmation receipt at least seven days prior to the date of the meeting or in person (at least two days prior to the date of the meeting) unless every member agrees to waive the requirements.
- 3) No resolution, act or proceeding of the Board is binding unless adopted at a meeting at which a quorum of the Board is present.

AGENDA 5.3.5 Regular and Special Board Meeting Agendas

- 1) The Board Chair or the Vice-Chair in the absence of the Chair, and the Superintendent shall be responsible for developing the agenda.

- 2) The Secretary/Treasurer shall ensure that the agenda, along with supporting documentation, is distributed to Board members at least 48 hours prior to the meeting.
- 3) The agenda for the meeting shall be posted on the CAAS website and in the offices of each of the schools at least 48 hours prior to the meeting.

PRIVATE MEETINGS 5.3.6 Meetings in Camera

- 1) Meetings in camera will be held to discuss sensitive matters pertaining to :
 - a. Individual students or employees;
 - b. Individual Board members;
 - c. Partners or partnerships;
 - d. Collective bargaining / contract negotiations;
 - e. Acquisition or disposal of real property;
 - f. Litigation brought before or against the Board;
 - g. Other matters that the majority of Directors feel would be inappropriate for open discussion or are not legally open discussions.
- 2) The Secretary/Treasurer will ensure that the meeting agenda and supporting material for all meetings are issued to Board members at least 48 hours prior to such meetings.
- 3) Board members and other persons attending meetings in private are not to discuss the details of the discussion outside of the meeting.
- 4) No minutes are to be taken and no resolutions can be adopted except for a resolution to revert to an open meeting.

5.4 *MINUTES OF MEETINGS* 5.4.1 Minutes of Board Meetings

- 1) The minutes, which are the corporate record of the Board, shall be available to the general membership of the Society.
- 2) The minutes shall include the names of those in attendance, those absent, a brief description of discussions and actions,

committee reports and recommendations, and resolutions.

- 3) A copy of all meeting minutes, signed by the Board Chair and the Board Secretary will be posted within fourteen (14) days, on the CAAS website and in a public area at each of the schools.
- 4) The Secretary/Treasurer will maintain a copy of all minutes in a minute book to be kept off school premises.

ARTICLE 6 FINANCE AND OTHER MANAGEMENT MATTERS

6.1 FISCAL YEAR Unless otherwise ordered by the Board, the fiscal year end of the Society shall be August 31st.

6.2 FINANCE AND AUDITING

6.2.1 The Board shall appoint an auditor:

- 1) to audit the accounts of the Society;
- 2) To report to members at a General Meeting.

6.2.2 The Board may seek tenders for audit services from qualified auditors at its discretion.

6.2.3 The Auditor will meet the qualifications established by the Province to act as an auditor.

6.2.4 The books, accounts and records of the Society shall be reported on the form prescribed by Alberta Education and submitted to Alberta Education by the required due date.

6.2.5 The Secretary/Treasurer shall present a complete and proper set of monthly financial statements for Board review.

6.2.6 The Secretary/Treasurer shall present a complete and proper set of financial statements for the previous year to the auditor in preparation for the General Meeting convened under Article 5.1.4 of these Bylaws..

6.3 EXECUTION OF DOCUMENTS

6.3.1 Contracts, documents or any instruments in writing requiring the signature of the Board shall be signed by two (2) persons appointed by the Board; one (1) who is a paid employee and one (1) who is a Director;

6.3.2 The Board shall have power from time to time by resolution to appoint an officer or officers on behalf of the Board to

sign specific contracts, documents and instruments in writing.

6.3.3 The Board, by resolution, may give the Society's Power of Attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of CAAS.

6.4 THE SEAL OF THE SOCIETY

6.4.1 The Seal of the Society will be in the custody of the Secretary/Treasurer of the Society.

6.4.2 The Seal of the Society shall not be affixed to any instruments except by authority of a resolution of the Board, pursuant to paragraph 6.3.1 herein.

6.5 BOOKS AND RECORDS

6.5.1 The Board shall ensure that all necessary books and records of the CAAS required by the Bylaws of the Society or any applicable statute/ law are regularly and properly kept and submitted as required.

6.5.2 Any member can view the books and records by requesting to do so.

6.6 BORROWING POWERS

6.6.1 The Board will have the power to enter into a trust arrangement with a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of CAAS, in accordance with such terms as the Board may prescribe;

6.6.2 The Board will take such steps as they may deem requisite to enable CAAS to legally acquire, accept, solicit or receive legacies, gifts, and grants;

6.6.3 The Board, in general, will not borrow monies from lending institutions for any reason. The only exception to this would be a line of credit, should this be required.

6.7 PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

In accordance with the School Act and the Societies Act, every Director of CAAS or other person who has undertaken or is about to undertake any liability on behalf of CAAS or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times be indemnified and saved harm out of the funds of CAAS, from and against;

1) All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced

or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and

- 2) All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own willful neglect or default.

**6.8 REMUNERATION
FOR DIRECTORS
AND OFFICERS**

The directors and officers of the Board shall serve as such without receiving any remuneration directly or indirectly from their positions, provided that a director or officer may be reimbursed for out of pocket expenses incurred by him/her in the performance of his duties as directed by the Board.

ARTICLE 7 BYLAWS

**7.1 ADOPTION
AND
AMENDMENT
OF THE
BYLAWS**

- 7.1.1 The bylaws of the CAAS may be repealed or amended at a General Meeting or Special Meeting convened under the terms of Bylaw 5 above, and passed by a majority of at least 75 % of the members present.
- 7.1.2 A bylaw shall not be enforced or acted upon unless approved by the Minister of Education and the Alberta Corporate Registry.
- 7.1.3 The bylaws may only be altered, added or deleted by way of a special resolution.

ARTICLE 8 RULES, REGULATIONS, AND POLICIES

8.1 POLICIES

- 8.1.1 The Board is responsible for the development of policies, which govern the operations of its schools.
- 8.1.2 Board policies provide the administration and staff with a framework within which to discharge their responsibilities and duties.
- 8.1.3 Board policies also serve as sources of information and guidance to all who may be interested in, or connected with the operation of the schools.

ARTICLE 9 DISSOLUTION OF SOCIETY AND DISTRIBUTION OF ASSETS

- 9.1 *DISSOLUTION OF SOCIETY*
- 9.1.1 In accordance with the School Act and applying the Societies Act, Section 34, the Society may surrender its Certificate of Incorporation by special resolution.
- 9.1.2 The process of dissolution shall be in accordance with the charter agreement.
- 9.1.3 The Board will notify the Minister of Education in writing by January 31st of its intent to terminate its Charter at the end of the school year.
- 9.2 *DISTRIBUTION OF ASSETS*
- 9.2.1 Upon notification of dissolution and after the payment of all debts and liabilities and having followed any relevant regulations of the Province of Alberta, the property of the Society shall be distributed or disposed of to registered charities as directed by a resolution of the Board.

ARTICLE 10 CHARTER SCHOOL RENEWAL PROCESS

- 10.1 *CHARTER TERM* The term of the Charter will be five (5) years or as determined by the Minister of Education.
- 10.2 *RENEWAL PROCESS*
- 10.2.1 The Board will develop a comprehensive school evaluation process to assist with Charter renewal in the first year of operation.
- CHARTER RENEWAL*
- 10.2.2 After three (3) years of operation, a general meeting of the members will be called to discuss the renewal of the Society's Charter
- 1) Information will be received with regards to student progress.
 - 2) Suggestions will be received from the membership on improvement, changes to the Charter, etc.
 - 3) All amendments to the Charter must be ratified by a simple majority vote and approved by the Minister of Education.
- RENEWAL VOTE*
- 10.2.3 A vote will be taken at the general meeting whether to renew the Charter and the outcome will be determined by a two thirds (2/3) vote;
- 1) If the vote is to continue, the Board will apply in writing to the Minister of Education for a renewal no later than

December 1st of the final academic year of its term.

- 2) If the vote is to dissolve the Charter School, dissolution shall be in accordance with Article 10 of CAAS Bylaws.

**10.3 AMENDMENTS
TO THE
CHARTER**

10.3.1 The following procedures will be followed should it be deemed necessary to amend the charter at any time other than that specified in Article 10.2.2 above:

- 1) Any member of the Board or the Society may request that the Board review a term or condition of the Charter.
- 2) Within eight weeks of receiving an amendment request, the Board will consider the matter at a regular meeting of the board.
- 3) The Board's decision regarding the amendment will be communicated to the person requesting the amendment within 72 hours of the Board meeting.
- 4) If the amendment proposal is rejected, the matter may not be reintroduced for at least one year following the date of the Board's decision.
- 5) If the amendment proposal is accepted by the Board for consideration, the Board will choose one of the following courses of action:
 - a) Call a general meeting of the Society within a period of eight weeks according to the Bylaws and present the proposed amendment for consideration.
 - b) Present the proposal for consideration at the next General Meeting of the Society.
 - c) Delay any further action until it has had the opportunity to conduct research and seek advice on the proposal.
- 6) The decision of the Society at a General Meeting will be final. The decision of the Society will be communicated to the person requesting the amendment within 72 hours of the General Meeting of the Society. If the amendment proposal is rejected, the matter may not be reintroduced for at least one year following the date of the Society's decision.
- 7) In the event that the proposed amendment is approved

by the Society, the Board shall seek the necessary approval from the Minister of Education in accordance with the School Act and the Regulations.

MINOR AMENDMENTS

- 8) The Board may, on its own authority, initiate and approve minor amendments which do not affect the substance or intent of the charter. Following Board approval, such amendments will be forwarded to the Minister of Education for approval.