

## **Calgary Arts Academy School Council Society By-laws**

**Updated October 23,2018 Approved at AGM of October 17, 2017**

### **Article 1 – Preamble 1.1**

#### The Society

The name of the society is the Calgary Arts Academy School Council Society, which may also be known or referred to as the CAASCS or the Society. 1.2 The Bylaws The following articles set forth Bylaws of the Calgary Arts Academy School Council Society. Article 2 – Defining and Interpreting the Bylaws

#### 2.1 Definitions

In these Bylaws, the following words have these meanings.

2.1.1 Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 Board means the Board of Directors of this Society.

2.1.3 Director means any person elected or appointed to the Board. 2.1.4 Society means the Calgary Arts Academy School Council Society.

2.1.5 Special Meeting means the special meeting described in Article 5.3.

2.1.6 Special Resolution means:

a. Resolution passed at a General Meeting of the membership of this Society. There must be fourteen (14) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;

b. Resolution proposed and passed as a Special Resolution at a General Meeting with less than fourteen (14) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or

c. Resolution agreed to by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.7 Voting Member means a Member entitled to vote at the meetings of the Society.

## CAASCS Bylaws

2.2 Interpretation The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.2 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

### Article 3 – Objectives of the Society

#### 3.1 Objectives

CAASCS is a Registered Society whose main role is to fundraise in order to assist CAA School Council achieves its goals.

3.1.1 These funds are used to enhance the learning environment of the Calgary Arts Academy.

3.1.2 With the guidance of our principal, CAASCS identify current educational needs within the school and raise funds to support these needs.

3.1.3 CAASCS focus on fundraisers that provide value to our members and students either directly or via community building. Article 4 – Membership

4.1 Members Any parent or legal guardian, residing in Alberta, and being of the full age of 18 years, of a current student of the Calgary Arts Academy is considered a member of the Calgary Arts Academy School Council Society.

4.2 Withdrawal of Membership Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.

4.3 Suspension of Membership The Board, at a Special Meeting called for that purpose, may suspend a Member's membership not more than three (3) months, for one or more of the following reasons:

a. If the Member has failed to abide by the Bylaws; b. If the Member has been disloyal to the Society; c. If the Member has disrupted meetings or functions of the Society; or d. If the Member has done or failed to do anything judged to be harmful to Calgary Arts Academy School Council Society Bylaws 2009/09/01 revised 2016/10/04 2

the Society.

4.3.2 Notice to the Member The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The

Member will receive at least two (2) weeks notice before the Special Meeting.

4.3.2.1 The notice will be sent by email to the last known email address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

4.3.2.2 The notice will state the reasons why suspension is being considered.

4.3.3 Decision of the Board The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

4.3.3.1 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

4.3.3.2 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.3.3.3 The decision of the Board is final.

4.4 Expulsion The Society may, by Special Resolution at a Special meeting called for such a purpose, expel any Member for any cause that is deemed sufficient in the interests of the Society.

4.5 Membership is automatically terminated when a student no longer attends Calgary Arts Academy. Article 5 – Meetings of the Society

5.1 The Annual General Meeting (AGM)

The Society shall hold an annual meeting within 90 days after the end of the fiscal year in each year.

5.1.1 Meeting notification The President or Secretary will post the AGM Notification to the Calgary Arts Academy website at least fourteen (14) days before the Annual General Meeting

5.1.1.2 If possible, the President or Secretary will also send an email notice to the last known email address of each member 14 days prior to the date of the meeting.

5.1.1.3 Notice of the AGM will state the place, date and time of the AGM, and any business requiring a Special Resolution.

5.1.2 At the AGM there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and two directors.

5.1.2.1 The officers and directors so elected shall form a Board, and shall serve until their

successors are elected and installed.

5.1.2.2 Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting.

5.1.2.3 Any member in good standing shall be eligible to any office in the society.

5.1.2.4 At the Annual General Meeting, ten (10) parents of students enrolled in the school shall constitute quorum.

5.2 General Meetings General meetings of the society may be called at any time by the President or Vice President upon the instructions of the Board.

5.2.1 General Meeting notification shall be posted to the Calgary Arts Academy website seven (7) days prior to the date of the general meeting.

5.2.2 If possible, the President or Secretary will also send an email notice to the last known email address of each member at least four (4) days prior to the date of the meeting.

5.3 Special Meeting A special meeting may be called on the instructions of any two members provided they request the President in writing to call such a meeting and state the business to be brought before the meeting.

5.4 Meeting Quorum At general and special meeting any four members, with a minimum of two Directors shall constitute a quorum at any meeting. 5.4.1 Should quorum not be made at any meeting, the meeting will be rescheduled at the discretion of the chairperson(s).

5.4. Presiding Officer The President chairs every General Meeting of the Society.

5.4.1 The Vice President chairs in the absence of the President.

5.4.2 If neither the President nor the Vice President is present within ten (10) minutes after the set time for the General meeting, the Members present choose one (1) of the Members to chair.

5.5 Adjournment The President or Vice President may adjourn any General Meeting with the consent of the Members at the meeting.

5.6 Voting Each voting Member has one (1) vote. A show of hands decides every vote at every General and Special Meeting. For a motion to pass, it will need to have 75% approval of members involved in the discussion.

5.6.1 A ballot is used if at least half of voting Members at a meeting request it.

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 A Voting Member may not at a General or Special Meeting vote by proxy.

5.6.4 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

5.7 Failure to Give Notice of meeting No action taken at a General meeting is invalid due to:

a. Accidental omission to give any notice to any Member;

b. Any Member not receiving any notice; or

c. Any error in any notice that does not affect the meaning.

5.8 Email Meetings The President or Vice President shall chair all email meetings.

5.8.1 The Chair shall send an email to the Board of Directors of the Society and all of the Active members of School Council stating the reason for calling the meeting and providing an outline of the issue to be discussed.

5.8.2 The email meeting can be held via emails or through an online meeting site

5.8.2.1 If using an online meeting site, the link to the meeting will be sent out in the initial email call for the meeting.

5.8.3 Quorum shall constitute the same as a General or Special Meeting, four (4)

members. 5.8.4 The Chair shall set discussion period that shall be open for specific number of hours or days (e.g. 10 hours, 3 days or 5 business days).

5.8.5 At the end of the discussion period, the Chair shall call for the vote. The voting period shall last specific number of hours or days (e.g. 2 hours, 4 days or 2 business days).

5.8.6 The Chair will tally the votes, for a motion to pass it will need to have 75% approval of members involved in the discussion.

5.8.7 Once the voting results are announced, the Chair shall declare the email meeting closed.

5.8.8 A written record of the vote shall be recorded in the minutes of the email meeting.

A printed copy of the e-mail meeting minutes will be presented at the next general meeting and will be ratified and recorded in the general meeting minutes. Article

6.1. The Board of Directors The Board governs and manages the affairs of the Society.

6.2 Composition of the Board The Board consists of:

a. President; b. Vice President; c. Two (2) Directors; d. Secretary; and  
e. Treasurer; f. Or a Secretary/Treasurer.

6.2.1 President The President will also be the Calgary Arts Academy School Council Chairperson and shall:

- Supervises the affairs of the Board,
- When present, chairs all meetings of the Society;
- Is an ex officio member of all Committees;
- Acts as the spokesperson for the Society;
- Shall send all notices of the various meetings as required;
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;
- Carries out other duties assigned by the Board.
- Along with the Treasurer and Vice President, have signing authority on the Society bank accounts.

6.2.2 Vice President The Vice President will also be the Calgary Arts Academy School Council Vice- Chairperson and shall:

- Assist the President with all duties as required;
- Chairs all meetings in the absence of the President;
- Carries out other duties assigned by the Board.
- Along with the Treasurer and President, have signing authority on the Society bank accounts.

6.2.3 Directors There shall be two (2) Directors elected to the Society and they shall:

- Participate in all Board Meeting when possible;
- Be members of committees when possible;
- Be given specific duties as need and decided upon by the board; and
- Carry out other duties assigned by the Board.

6.2.3.1 The Board shall, subject to the bylaws or directions given it by majority vote at

any meeting properly called and constituted, have full control and management of the affairs of the society

6.2.3.2 A person appointed or elected as a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

6.2.3.3 Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause that the society may deem reasonable.

6.2.3.4 Any vacancy occurring during the year shall be filled at the next meeting provided it is so stated in the notice calling such a meeting.

6.2.4 Secretary It is the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same.

6.2.4.1 In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.

6.2.4.3 The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board. 6.2.5 Treasurer

The Treasurer shall:

- along with the President and Vice President, have signing authority on the bank accounts;
- receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Society may order.
- properly account for the funds of the society and keep such books as may be directed.
- shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the society. 6.2.6 The Office of the Secretary and Treasurer may be filled by one person at the discretion of the President. 6.2.7 The terms of office for each member of School Council Society will be from the date elected until the next Annual General meeting of the School Council. The positions of President, Vice President, Secretary and Treasurer may be extended to a term of two (2) years. Persons

serving in these positions must notify School Council Society in May of the first year if they are unable to commit to the second year. Article 7 – Finance and Other Management Matters

#### 7.1 Cheque Signing authority

The President, Vice President and Treasurer shall have signing authority on the bank accounts Every written cheque will require any two of these three signatures. Any cheque made out to the President, Vice President or Treasurer (for remuneration of personal expenses) cannot be signed by the person receiving the funds; in this case the other two directors must sign the cheque.

7.1.2 Auditing The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting.

7.1.3 A complete and proper statement of the standing of the books for the Calgary Arts Academy School Council Society Bylaws 2009/09/01 revised 2016/10/04 8

previous year shall be submitted by such auditor at the Annual Meeting of the Society.

7.1.4 The fiscal year of the Society shall be September 1 to August 31. 7.1 The books and records of the Society may be inspected by any member of the Society at the AGM or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.

7.1.5 Each member of the Board shall at all times have access to such books and records.

7.2 Remuneration Unless authorized at any meeting and after notice for same shall have been given, no officer, Director or member of the Society shall receive any remuneration for his/her services.

7.2.1 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

7.3 Borrowing Powers For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the society. Article 8 – Amending the Bylaws

#### 7.4 Money Advance

For the purpose of organizing School Council events, the Members or Event Coordinators may require an advance from school council and request in writing for the money advance. The

following conditions must be met:

Any request for money advance for an event must be supported by the approved budget for the respective event. The Member may request an advance for the full or the partial amount of the approved budget. In case, the Member asks for the partial amount of the budget as advance, the remaining of the balance of the total expense of the event will be reimbursed within 30 calendar days after the event.

The Member or Event Coordinator awarded with the money advance, must submit all receipts supporting the advance within 30 calendar days of the actual event. The Member must inform the Treasurer in case he/she cannot submit the receipts on time.

Any unused or unspent fund will be handed back to the Treasurer within 30 calendar days of the actual event.

The member must fill out the "money advance" form to receive the advances.

8.1 The By-Laws may be rescinded, altered or added to by a "Special Resolution". 8.2 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 Dissolving If at any time the Calgary Arts Academy School Council Society is dissolved, any assets remaining after paying debts and liabilities shall be: 9.1.1 Disbursed first to the Calgary Arts Academy and if that is not possible to an eligible charitable groups or purposes; or 9.1.2 Transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable group of purpose approved by the Board.

CAASCS Bylaws

CAASCS Bylaws

**DATED at the City of Calgary, in the Province of Alberta, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.** Signatures of five (5) incorporators

Printed Name Address

Signature City, Province, Postal Code

**Witness**

Printed Name Address

CAASCS Bylaws

Signature City, Province, Postal Code

Calgary Arts Academy School Council Society Bylaws 2009/09/01 revised 2016/10/04 11