

Calgary Arts Academy School Council Society Bylaws

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. 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 the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person or by indicating 'in favour' via an online meeting platform;

b. A 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. A 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.

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 with the intention of assisting the CAA School Council in achieving 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 identifies current educational needs within the school and raises funds to support these needs.

3.1.3 CAASCS focuses 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

4.3.1 Suspension

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 the Society.

4.3.2 Notice to the Member

4.3.2.1 The affected member will receive written notice from the Board stating whether or not any action shall be taken. The Member will receive at least two (2) weeks notice before the Special Meeting.

4.3.2.2 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.

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

4.3.3 Decision of the Board

4.3.3.1 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.

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

4.3.3.3 The Board may exclude the Member from its discussion of the matter, including the

deciding vote.

4.3.3.4 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

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

5.1.1.1 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 fourteen (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 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 position in the Society.

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

5.2 General Meeting

A General Meeting of the Society may be called at any time by the President or Vice President upon the instructions of the Board.

5.2.1 A 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 from the President,

in writing, to call such a meeting as well as state the business to be brought before the meeting.

5.4 Meeting Quorum

5.4.1 At General and Special meetings, any four members shall constitute a quorum at any meeting.

5.4.2 Should quorum not be made at any meeting, the meeting will be rescheduled at the discretion of the Chairperson(s).

5.5. Presiding Officer

The President chairs every General Meeting of the Society.

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

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

5.6 Adjournment

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

5.7 Voting

Each voting Member has one (1) vote. A show of hands of those voting in person or by indicating 'in favour' via an online meeting platform for those voting through the online platform decides every vote at every General and Special Meeting. For a motion to pass, it will need to have seventy five percent (75%) approval of members involved in the discussion.

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

5.7.2 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.

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

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

5.8 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.

5.9 Email Meeting

The President or Vice President shall chair all Email Meetings.

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

5.9.2 The Email Meeting can be held via emails or through an online meeting site; the link to the meeting will be sent out in the initial email call for the meeting.

5.9.3 Quorum shall constitute the same as a General or Special Meeting, which is four (4) members.

5.9.4 The Chair shall set a discussion period that will be open for a specific number of hours or days (e.g. ten (10) hours, three (3) days or five (5) business days).

5.9.5 At the end of the discussion period, the Chair is obliged to call for the vote. The voting period shall last a specific number of hours or days (e.g. two (2) hours, four (4) days or two (2) business days).

5.9.6 The Chair will tally the votes; for a motion to pass, there must be 75% approval from members involved in the discussion.

5.9.7 Once the voting results are announced, the Chair shall declare the Email Meeting closed.

5.9.8 A written record of the vote shall be recorded in the minutes of the Email Meeting. A printed copy of the Email Meeting minutes will be presented at the next General Meeting and will be ratified and recorded in the General Meeting minutes.

Article 6 – The Governance of the Society

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. Secretary;
- d. Treasurer;
- e. Or a Secretary/Treasurer;
- f. Two (2) Directors.

6.2.1 President

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

- a. Supervise the affairs of the Board;
- b. Chair all Meetings of the Society, when present;
- c. Is an ex officio member of all Committees;
- d. Act as the spokesperson for the Society;
- e. Send all notices of the various Meetings as required;
- f. File the annual return;
- g. Onboarding and training new directors of the organization;
- h. Make amendments to the Bylaws and other incorporating documents with the Corporate Registry;
- i. Carry out other duties assigned by the Board;
- j. Have signing authority on the Society bank accounts, along with the Treasurer and Vice President;
- k. Liaise with the Treasurer on any financial requests from the school to ensure that the school community is informed and that any expenditures allocated in the Society budget

are added to the agenda prior to the next Society Meeting for a motion to approve;

- l. In the situation of a co-President (two people sharing the President role), only one will have signing authority;
- m. Participates in at least one (1) Alberta Gaming, Liquor and Cannabis (AGLC) workshop offered through the Gaming Information for Charitable Groups (GAIN) program which helps Alberta charities better understand charitable gaming policies.

6.2.2 Vice President

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

- a. Assist the President with all duties as required;
- b. Chair all meetings in the absence of the President;
- c. Carry out other duties assigned by the Board;
- d. Along with the Treasurer and President, have signing authority on the Society bank accounts.

6.2.3 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.

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

6.2.3.2 The Secretary shall be in charge of all the correspondence of the Society and be under the direction of the President and the Board.

6.2.3.3 The Secretary shall:

- a. Keep accurate minutes and records of School Society Meetings;
- b. Distribute draft minutes to Executive within three business days of the last Society Meeting;
- c. Ensure that approved monthly minutes are posted to the school website and Calgary Arts Academy Society Board Documents are updated on a monthly basis;
- d. Place hard copies of all meeting minutes, financial reports, Annual Return and other documentation in the Society binder located at the Knob Hill Campus;
- e. Update Council Google Drive with all documents and records on a monthly basis;
- f. Retain an accurate list of names and contact details of School Council members in compliance with the Personal Information Protection Act (PIPA);

6.2.4 Treasurer

The Treasurer shall:

- a. Attend Council and Society Meetings and prepare Treasurers Update for meetings.
- b. Along with the President and Vice President, have signing authority on the bank accounts;
- c. Receive all monies paid to the Society and be responsible for the deposit of the same in

- whatever Bank, Trust Company, Credit Union or Treasury Branch the Society may order;
- d. Properly account for the funds of the society and keep such books as may be directed;
 - e. 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 the same to the Secretary for the records of the society;
 - f. Coordinate with event organizers to set budget and to track expenses;
 - g. Provide floats as requested;
 - h. Deposit proceeds from events;
 - i. Ensure all receipts and cheque requests are submitted;
 - j. Pick up cheque requisitions and other Treasurer mail at both campuses twice a month; upcoming events will require more frequent pick ups);
 - k. Issue cheques to parents and vendors for events with a second signature from the President or Vice President;
 - l. Communicate with Coordinators for events if they need the cash box, if so, ensure it is topped up and advise procedures;
 - m. Work with the Casino Director to complete the AGLC reporting package that comes out usually late May and needs to be filed by the end of June. *Reporting to AGLC is very important*
 - n. Casino expense items should be verified with AGLC first and must be paid directly to approved vendors with a cheque from our Casino account or to the school with proof of vendor invoices;
 - o. Update waveapps.com with Expenses & Income. Ensure it balances with our casino and general accounts;
 - p. Retain a paper trail on everything;
 - q. Prepare Income statement for August 31 year-end;
 - r. Participates in at least (1) Alberta Gaming, Liquor and Cannabis (AGLC) workshop offered through the Gaming Information for Charitable Groups (GAIN) program which helps Alberta charities better understand charitable gaming policies.

6.2.5 Directors

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

- a. Participate in all Board Meetings when possible;
- b. Be members of committees when possible;
- c. Be given specific duties as need and decided upon by the board; and
- d. Carry out other duties assigned by the Board.
- e. 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.
- f. 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.
- g. 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.

6.2.5.1 Director - Gaming and Casino

The Casino Director shall:

- a. Organize all aspects of the casino fundraiser which is approximately every eighteen (18) months and involves but is not limited to the following:
 - i. Applying for casino licensing from the Alberta Gaming and Liquor Commission;
 - ii. Booking the Advisors for the Casino;
 - iii. Creating a sign-up to coordinate and organize the volunteers required to run the Casino;
 - iv. Ensuring reporting is completed accurately and within the deadline;
- b. Apply for other licenses such as Raffles and 50/50 draws for CAA events, as required (approximately six (6) per year) and ensure volunteers at the various events have adequate instruction/assistance with running the raffles;
- c. Report financial information back to AGLC after events according to their deadlines;
- d. Provide regular updates at School Council Society monthly meetings;
- e. Participate in at least one (1) Alberta Gaming, Liquor and Cannabis (AGLC) workshop offered through the Gaming Information for Charitable Groups (GAIN) program which helps Alberta charities better understand charitable gaming policies.

6.2.5.2 Director - Governance

The Governance Director shall:

- a. Work with the President to ensure Bylaws and Society Rules are being adhered to;
- b. Become knowledgeable on Society Governance and address any questions or issues that may arise;
- c. Process applicable bylaws or special resolutions to Service Alberta;
- d. Help with various Society related paperwork and filing;
- e. Update Bylaws if required for approval at annual AGM.

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, Treasurer and Directors may be extended to a term of two (2) years. Persons serving in these positions must notify the 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 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.

7.1.5 The books and records of the Society may be inspected by any member of the Society at the AGM or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same.

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

7.2 Remuneration

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

7.2.2 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.

7.4 Money Advance

For the purpose of organizing School Council events, the Members or Event Coordinators may require an advance from the School Council and can do so by request in writing for the money advance. The following conditions must be met:

- a. Any request for a 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 balance of the total expense of the event will be reimbursed within thirty (30) calendar days after the event.
- b. The Member or Event Coordinator awarded with the money advance, must submit all receipts supporting the advance within thirty (30) calendar days of the actual event. The Member must inform the Treasurer in case he/she cannot submit the receipts on time.
- c. Any unused or unspent funds will be handed back to the Treasurer within thirty (30) calendar days of the actual event.
- d. The member must fill out the "money advance" form to receive the advances.

7.5 Reimbursement of Expenses:

7.5.1 Council members will vote on all expense reimbursements not already pre-approved in the budget at Council Meetings.

7.5.2 All e-transfers for reimbursement will be itemized according to budget category.

7.6 Seal of the Society

The Board may adopt a seal as the Seal of the Society. The Seal of the Society will only be used by designated signing authorities authorized by the Board. The Seal of the Society will be kept in custody at the Knob Hill Campus.

Article 8 – Amending the Bylaws

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

If at any time the Calgary Arts Academy School Council Society is dissolved, any assets remaining after paying debts and liabilities shall be:

- a. Disbursed first to the Calgary Arts Academy and if that is not possible to any eligible charitable groups or purposes; or
- b. 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.