

Calgary Arts Academy Society Bylaws

Approved October 19, 2021

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1. PREAMBLE

- 1.1. Name** – The name of the society is “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 govern the operation of the Calgary Arts Academy Society.

2. DEFINITIONS AND INTERPRETATIONS

- 2.1. Definitions** – In these Bylaws, the words set out below have the meanings set out below.

Alumni mean: (1) parents whose child or children previously attended the Charter School, or (2) former students at the Charter School, all of whom believe in Arts education, are interested in furthering the objectives of the Society, and wish to continue supporting the Calgary Arts Academy Society.

Annual General Meeting means the Annual General Meeting of the Society as required by the *Societies Act*.

Auditor means a person who meets the qualifications established by the Province of Alberta to act as an auditor.

CAA means the Charter School, Calgary Arts Academy, and will also mean any other Charter School established by the Society.

CAAS means the Calgary Arts Academy Society.

CAAS Board or **Board** means Calgary Arts Academy Society Board of Directors.

Charter Agreement means the applicable Charter Agreement for Calgary Arts Academy as approved by the Minister.

Charter School or **School** means a school established under the Charter Schools provisions of the *Education Act* and operated by Calgary Arts Academy Society.

Director means a member of the CAAS Board.

Family Member means husband, wife, common-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.

Member means an individual as defined in section 3.1.1.

Minister means the Minister of Education in Alberta.

Quorum means the minimum number of people who are entitled to vote that must be present at a meeting before its proceedings are regarded as being valid.

Parents means parents of students attending the Charter School and has the same definition as in the *Education Act*.

Education Act means the *Education Act* of Alberta, Chapter E-0.3 RSA 2012 and any regulations currently in force under the *Education Act* or any other legislation and related regulations that later replace the *Education Act*.

Societies Act means the *Societies Act* of Alberta, Chapter S14 RSA 2000 and any regulations currently in force under the *Societies Act* or any other legislation and related regulations that later replace the *Societies Act*.

Society means the Calgary Arts Academy Society.

Special Resolution means a resolution passed by at least 75% of the Members who vote at a Meeting of Members for which notice setting out the proposed special resolution, has been duly given.

Staff means all full and part-time employees who are employed to work in a School operated by the Society.

Student means any person currently enrolled as a student in the Charter School.

2.2. Interpretations

2.2.1. Singular includes plural and vice-versa.

2.2.2. Words defined under the *Societies Act* shall have the same meaning in these Bylaws.

3. MEMBERSHIP

3.1. Categories of Membership

CAAS has the categories of membership set out below.

3.1.1. **Members** are regular voting members of the Society and consist of:

- a. Parents of students enrolled in a Charter School operated by the Society;
- b. Students over the age of 18 enrolled in a Charter School operated by the Society;
- c. Staff of a Charter School operated by the Society; and,

d. Directors of the Society.

3.1.2. Associates are non-voting members of the Society and consist of:

- a. Alumni of a Charter School operated by the Society;
- b. Students under the age of 18 enrolled in a Charter School operated by the Society;
- c. Former Directors of the Society; and,
- d. Other community supporters as defined by the Board from time to time.

3.2. Rights and Privileges of Members

Members of the Society are entitled to the following rights and privileges:

3.2.1. Eligibility to Vote – Members who are at least eighteen years old are eligible to vote.

3.2.2. Number of Votes – Each Member who is eligible to vote and attends a meeting of Members of the Society, in person or by any telecommunications devices that allow all participants to hear each other, is entitled to one vote on each matter brought before the meeting.

3.2.3. Duties of Membership – It is the duty of every Member to act in a manner consistent with the objects of the Society.

3.2.4. Withdrawal of Membership – Members may withdraw their membership by delivering a written resignation to the Secretary of the Society.

3.2.5. Expulsion – Any Member may be expelled as a Member by the Board, by simple majority vote of the Directors, for any reason deemed to be prejudicial to the best interests of the Society.

3.3. Right of Associates to Attend and be Heard – Associates of the Society may attend and be heard at any meeting of Members.

4. MEETINGS OF MEMBERS

4.1. General Meetings

4.1.1. Calling of General Meetings – The CAAS Board shall have the power to call General Meetings of the Members of the Society.

4.1.2. Location and Date of General Meetings – General Meetings will be held at a location, date and time within Alberta determined by the Board.

4.1.3. Annual General Meeting – The General Meeting required to be held annually within 90 days of the end of the previous fiscal year.

4.1.4. Notice of General Meetings – At least 21 days prior written notice of the holding of a General Meeting will be given to each Member of CAAS by electronic mail, facsimile or pre-paid post to the address of the Member as it appears on the books and records of the Society.

At least 48 hours prior to the General Meeting, additional information, sufficient to permit a Member to form a reasoned judgment on any decisions to be taken at the General Meeting will be posted on the website of the Charter School.

4.1.5. Waiver of Notice of General Meeting – Any Member may in any manner waive notice of or otherwise consent to a General Meeting.

4.1.6. Quorum at a General Meeting – Ten Members of the Society, present in person or by any telecommunication devices that allow all participants to hear each other, constitutes a quorum for the transaction of business at a General Meeting of Members.

4.1.7. Presiding Officer of General Meetings – The first mentioned of the Chair or Vice Chair of the Board or Chair of the Governance Committee will chair a General Meeting of the Society. If none of the named officers is present, then the Directors present will select one their own to chair the meeting.

4.1.8. Agenda of General Meetings – The Board will determine the agenda for all General Meetings, except that, at an Annual General Meeting, the following business will be transacted:

- a. Presentation of the report of the Directors;
- b. Presentation of the financial statements;
- c. Presentation of the report of the Auditor;
- d. Appointment of an Auditor for the following year; and,
- e. Election of Directors.

4.1.9. Voting at General Meetings – Every motion at a General Meeting, except for a resolution to amend the Bylaws or renew the Charter, will be decided by a simple majority vote of the Members present.

4.1.10. Cancellation of General Meetings – The chair of the meeting will cancel a General Meeting if a quorum is not present within 30 minutes after the set start time. If cancelled, the meeting will be rescheduled for one week later at the same place and time. If a quorum is not present within 30 minutes after the set start time of the second meeting, the meeting will proceed with the Members in attendance, and may properly transact business as if a quorum was present.

4.2. Special Meetings

4.2.1. Calling of Special Meetings – The Board will call a special meeting of Members:

- a. On the written request of 100 Members;
- b. If and as required to discuss the renewal of the Charter; or
- c. At the discretion of the Board.

4.2.2. Location and Date of Special Meetings – The Board will determine the location, date and time for any Special Meeting of CAAS.

4.2.3. Notice of Special Meeting – At least 21 days prior written notice of the holding of a Special Meeting will be given to each Member of CAAS by electronic mail, facsimile or pre-paid post to the address of the Member as it appears on the books and records of the Society.

At least 48 hours prior to the Special Meeting, additional information, sufficient to permit a Member to form a reasoned judgment on any decisions to be taken at the Special Meeting will be posted on the website of the Charter School.

4.2.4. Waiver of Notice of Special Meeting – Any Member may in any manner waive notice of or otherwise consent to a Special Meeting.

4.2.5. Presiding Officer of Special Meetings – The first mentioned of the Chair or Vice Chair of the Board or Chair of the Governance Committee shall chair a Special Meeting of the Society. If none of the named officers is present, then the Directors present will select one of their own to chair the meeting.

4.2.6. Quorum at Special Meetings – Ten Members of the Society, present in person or by any telecommunication devices that allow all participants to hear each other, constitutes a quorum for transaction of business at a Special Meeting of Members.

4.2.7. Voting at Special Meetings – Every motion at a Special Meeting, except for a resolution to amend the Bylaws or renew the Charter, will be decided by a simple majority vote of the Members present.

4.2.8. Cancellation of Special Meetings – The chair of the meeting will cancel a Special Meeting if a quorum is not present within 30 minutes after the set start time. If cancelled, the meeting will be rescheduled for one week later at the same place and time. If a quorum is not present within 30 minutes after the set start time of the second meeting, the meeting will proceed with the Members in attendance, and may properly transact business as if a quorum was present.

5. GOVERNANCE

5.1. The Board of Directors

5.1.1. Accountability of the CAAS Board

- a. The Board is accountable to the CAAS Members and to the Minister.
- b. The Board’s areas of accountability include the operations of the School and meeting the goals and objectives of CAAS.
- c. The Board is responsible for ensuring that CAAS and the School operate in accordance with the applicable provisions of the *Education Act*, these Bylaws, the Charter Agreement approved by the Minister and the *Societies Act*.

5.1.2. Governance and Management of the Society

- a. The Board will have full control and management of the affairs of the Society.
- b. The Board will be elected by the Members at the Annual General Meeting of the Society to govern the operations of the School.
- c. The Board is responsible for strategic direction, risk oversight and adopting policies for the School that encourage and support: (1) the values set out in the Charter, and (2) justice, equity, diversity and inclusion throughout the organization.
- d. The Board is responsible for establishing new policies and initiating reviews of or revisions to existing policies that govern the operations of the School.
- e. The Board’s main duties will be planning, policy development, appraising and adjudicating appeals, fundraising, and advocacy for the School, Arts education and the value of the Arts.
- f. The Board will not be involved in the day-to-day operations of the School.
- g. The Board may from time to time be called upon to reinstate a student or expel a student.

5.1.3. Powers of the Board – The Board has the power to:

- a. Adopt policies for CAAS with respect to expenditures, contracts and sale or disposition of assets.
- b. Authorize and make expenditures on behalf of CAAS as provided in CAAS policy.
- c. Ensure the maintenance and protection of the assets of CAAS.
- d. Approve contracts on behalf of CAAS as provided in CAAS policy.
- e. Appoint a Superintendent, Secretary and Treasurer in accordance with the *Education Act*.
- f. Designate a Principal or Acting Principal for each School in accordance with the *Education Act*.
- g. Terminate a Superintendent, Officer, Principal or Acting Principal in accordance with the *Education Act* and the terms and conditions of any contract of employment.
- h. Approve the annual budget of the Society.
- i. Ensure the maintenance of all accounts and financial records of the Society.
- j. Assign powers and duties to Board committees or employees of the Board, subject to the limitations of the *Education Act* and without limiting the general responsibilities of the Board.
- k. Sell or dispose of assets of the Society as provided by CAAS policy and in accordance with the *Education Act*.

5.1.4. Composition of Board and Director Qualifications

- a. The Board will be comprised of between six and 14 Directors.
- b. The Board will set the number of Directors to be elected at the Annual General Meeting each year.
- c. Directors will be elected by the membership at the Annual General Meeting and, upon election, become Members of the Society.
- d. Directors must be individuals who are 18 years of age, with power under law to contract.
- e. No person who is Staff of the School or CAAS or has a Family Member who is Staff of the School or CAAS may serve as a Director.

- f. No Student or Parent of a Student may serve as a Director.
- g. The Superintendent is not a Director, but either the Superintendent or, in the absence of the Superintendent, the designate of the Superintendent is expected to attend and participate at regular and special meetings of the Board.

5.1.5. Announcement of Elections – An election, together with information on how to nominate a Director, will be announced to the membership at least 90 days before the meeting at which the election is to take place. The announcement may be made by inclusion in a newsletter or by posting it on the School website.

5.1.6. Nominations for Directors – The Board will establish a Governance Committee to, among other things, ensure that there are sufficient, qualified candidates to stand for election as Directors at the Annual General Meeting. The Governance Committee will recommend to the Board nominees for election as Directors at the Annual General Meeting.

5.1.7. Nominations from Members – Members who wish to nominate a Director for election, may submit a written nomination by post or electronic mail to the Secretary at least 60 days before the General Meeting at which Directors are to be elected. The written nomination is to be signed by at least two Members in good standing and consented to by the person nominated.

Nominations from Members will be considered by the Governance Committee in light of the needs of CAAS and the nominee's experience and skills. Neither the Governance Committee nor the Board is obligated to recommend or include a Director candidate nominated by Members as a nominee for election.

5.1.8. Election of Directors – At the Annual General Meeting, Directors will be elected by a majority vote on a show of hands, unless there are more nominees than Directors to be elected.

If there are more nominees than Directors to be elected, voting will be by secret ballot. The Principal and Secretary will tally the votes. The number of nominees set by the Board, who have the most votes, will be the elected as the Directors.

In the case of a tie vote among the candidates with the least votes for the last available position, the final Director will be decided by secret ballot among the tied candidates. The Principal and Secretary will tally the votes.

5.1.9. Term of Directorship – Directors will serve for a one-year term and will be eligible for re-election each year.

5.1.10. Resignation and Automatic Removal of Directors - The office of a Director will be automatically vacated:

- a. If the Director resigns from office by delivering a written resignation to the Secretary of the Society;
- b. If the Director is found by a court to be of unsound mind;
- c. If the Director is convicted of a crime under the *Criminal Code* of Canada; or
- d. On death.

5.1.11. Removal of Directors by the Board – The Board may, by simple majority vote at a Board meeting, remove any Director from the Board. Written notice of removal will be sent by the Chair to the Director within seven days of removal.

5.1.12. Vacancies – If there are less than 14 Directors currently serving, the Board may increase the number of Directors by no more than two positions and up to a maximum of 14 during the year.

Any vacancy occurring on the Board for any reason may, on the recommendation of the Governance Committee, be filled by the Board until the next Annual General Meeting.

5.2. Board Meetings

5.2.1. Conduct of Meetings – All Board meetings will be conducted in a manner consistent with the requirements of the *Education Act* and the *Societies Act*.

5.2.2. Board Action – No resolution, act or proceeding of the Board is binding unless adopted at a meeting at which a quorum of the Board is present.

5.2.3. Open Meetings – Except as allowed under the *Education Act* and set out in these Bylaws, all meetings of the Board will be held in public, and no person may be excluded from a meeting except for improper conduct.

5.2.4. Quorum – A quorum for any Board meeting is 50% plus one of the Directors present in person or by any telecommunication devices that allow all participants to hear each other.

5.2.5. Classification of Meetings – In accordance with the *Education Act* and as set out in these Bylaws:

- a. The Board will hold an organizational meeting each year immediately following the Annual General Meeting;
- b. The Board will hold regularly scheduled Board meetings;
- c. The Board may hold special meetings, not included in its regular schedule of meetings, when it deems them necessary; and,

- d. The Board may hold *in camera* meetings when it deems them necessary.

5.2.6. Organizational Meeting – An organizational meeting of the Board will be held to:

- a. Appoint Officers;
- b. Confirm or revise the places, dates and times of the regular Board meetings currently set; and
- c. Deal with other routine operational matters.

5.2.7. Regular Board Meetings

- a. The dates, places and time of regular Board Meetings will be confirmed or revised at the Board's annual organizational meeting.
- b. Regular meetings of the Board will not normally be held without the Superintendent or the Superintendent's designate in attendance.

5.2.8. Special Board Meetings

- a. Special meetings of the Board will be called when the Chair or Vice Chair, or 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.
- b. A written notice of any special meeting of the Board including the date, time, place and nature of business will be sent to all Board members by electronic mail or facsimile at least 48 hours before for the meeting unless every member agrees to waive the notice requirements.

5.2.9. Agendas for Regular or Special Board Meetings

- a. The Board Chair or Vice Chair and the Superintendent will be responsible for developing the agenda for all regular and special Board meetings.
- b. The Secretary is responsible for distributing the agenda and supporting documents to Board members by electronic mail or facsimile at least 48 hours before any regular or special meeting.

5.2.10. Waiver of Notice for Regular or Special Board Meetings – A waiver of notice of any regular or special Board meeting may be made in any manner and before or after a meeting by a member of the Board.

5.2.11. Minutes of Regular or Special Board Meetings

- a. The minutes of all regular or special meetings of the Board, which are the corporate record of the Board, will be available for review by the Members of the Society.

- b. The minutes will include: (1) the names of those Board members in attendance and those absent, (2) a brief description of committee reports and recommendations, and (3) a brief description of Board discussions, actions and resolutions.
- c. A copy of all Board meeting minutes will be posted within 14 days of being approved by the Board on the CAAS website.
- d. The Secretary will maintain a copy of all Board meeting minutes in a minute book which will be kept off of School premises.

5.2.12. Meetings *in Camera*

- a. The Board may hold a meeting *in camera* if a majority of the Directors are of the opinion that it is in the public interest to hold the meeting in private for the purpose of considering any matter. The resolution to hold an *in camera* meeting will specify those persons who will attend the meeting.
- b. The Board may hold a portion of a meeting *in camera* if a majority of the Directors in attendance are of the opinion that it is in the public interest to hold part of the meeting in private for the purpose of considering any matter. The resolution to go *in camera* will specify those persons who will attend the *in camera* portion of the meeting.
- c. Meetings or portions of meetings will be held *in camera* to discuss sensitive matters pertaining to:
 - i. Individual students or employees;
 - ii. Individual Board members;
 - iii. Partners or Partnerships;
 - iv. Collective bargaining or contract negotiations;
 - v. Acquisition or disposition of real property;
 - vi. Litigation brought before or against the Board; and
 - vii. Other matters that the majority of the Board members determine would be inappropriate for open discussions.
- d. The Secretary is responsible for distributing the agenda and supporting documents to participants at least 48 hours before any *in camera* meeting, except an *in camera* meeting that is convened during a Board meeting.

- e. Board members and other persons attending *in camera* meetings are not to discuss the matters reviewed during the *in camera* meeting outside of the *in camera* meeting.
- f. No resolutions may be adopted at an *in camera* meeting except for a resolution to revert to an open meeting.
- g. No minutes are to be taken at an *in camera* meeting.

6. OFFICERS AND SUPERINTENDENT

6.1. Officers

6.1.1. Officers of the Society – The Officers of the Society will be:

- a. The Chair;
- b. The Vice Chair;
- c. The Treasurer; and,
- d. The Secretary.

The Chair and the Vice Chair must be Directors. The Treasurer and the Secretary may, but need not be, Directors, and the same person may hold both offices.

6.1.2. Appointment of Officers – The Officers will be appointed each year by the Board at the organizational meeting immediately following the Annual General Meeting. Officers will serve until their successor is appointed or until their earlier resignation, removal or disqualification.

6.1.3. Duties of the Officers of the Society – Officers of the Society will:

- a. Be committed to fulfilling the objectives of CAAS;
- b. Be required to regularly attend all meeting of the Board and serve on committees;
- c. Declare any potential conflict of interest;
- d. Act in a manner consistent with the vision, mission and purpose of the School and according to these Bylaws, the *Education Act* and the *Societies Act*;
- e. Participate in fundraising activities;

- f. Advocate for Arts education; and
- g. Actively plan for succession and Board development.

6.1.4. Duties of Chairs – The Chair, the Vice Chair, who acts in the absence or unavailability of the Chair, and the Chair of the Governance Committee, who acts in the absence or unavailability of both the Chair and the Vice Chair, will:

- a. Be responsible for planning the agendas for meetings;
- b. Facilitate the meetings;
- c. Act as a spokesperson for the Board;
- d. Provide leadership to the Board;
- e. Present the Annual Education Results Report to the Members at a General Meeting in accordance with the *Education Act*;
- f. Assume any other responsibilities assigned by the Board; and,
- g. Ensure that the Board operates in accordance with these Bylaws, the Charter Agreement and the policies the Board has adopted for CAAS.

When actions are taken by the Vice Chair, the absence or unavailability of the Chair will be presumed. When actions are taken by the Chair of the Governance Committee, the absence or unavailability of the Chair and the Vice Chair will be presumed.

6.1.5. Duties of Treasurer – The Treasurer is responsible to ensure:

- a. Oversight of the financial affairs of CAAS and the safe custody of the funds and securities of CAAS;
- b. That full and accurate accounts are kept of all assets, liabilities, receipts and disbursements of CAAS;
- c. That all monies and other valuable effects, except securities, in the name and to the credit of CAAS are deposited in a chartered bank or trust company;
- d. That all securities in the name and to the credit of CAAS or given to CAAS by donation, gift, legacy, grant, trust or otherwise, be disposed of and the proceeds deposited in a chartered bank or trust company or otherwise dealt with in accordance with a policy or resolution adopted by the Board; and,
- e. That any other duties prescribed by the Board are performed.

Where the Treasurer is an employee of the Society rather than a Director, the Treasurer will be a non-voting member of the Audit Committee and will be accountable to the Audit Committee and its Chair for the responsibilities carried out as Treasurer of the Society.

6.1.6. Duties of Secretary – The Secretary is responsible to ensure that:

- a. All votes and minutes of meetings of all proceedings are recorded in the paper or electronic books to be kept for that purpose off site of the School;
- b. The minutes are posted on the CAAS website within 14 days after approval by the Board;
- c. Notices be given of all Board and committee meetings; and
- d. Any other duties that may be prescribed by the Board are performed.

The Secretary will have custody of the seal of CAAS and will affix it: (1) when authorized by a resolution of the Board to a document signed by the person or persons named in the resolution, or (2) as required in the ordinary course of School operations.

Where the Secretary is an employee of the Society rather than a Director, the Secretary will be a non-voting member of the Governance Committee and will be accountable to the Governance Committee and its Chair for the responsibilities carried out as Secretary of the Society.

6.1.7. Resignation and Automatic Removal of an Officer – The office of an Officer will be automatically vacated:

- a. If the Officer resigns from office by delivering a written resignation to the Secretary of the Society or, in the case of the Secretary resigning, to the Chair of the Governance Committee;
- b. If the Officer is found by a court to be of unsound mind;
- c. If the Officer is convicted of a crime under the *Criminal Code* of Canada; or
- d. On death.

6.1.8. Removal of an Officer by the Board – The Board may, by simple majority vote at a Board meeting, remove any Officer. Written notice of removal will be sent by the Chair to the Officer within seven days of removal.

6.2. Superintendent – The Superintendent is the *de facto* Chief Executive Officer during the Superintendent’s term of appointment. The Superintendent is accountable to the Board and to the Minister with respect to the requirements of the *Education Act*.

The Board may terminate the position of Superintendent in accordance with the terms and conditions of the contract of employment between the Board and the Superintendent.

7. LIABILITY, REMUNERATION AND EXPENSES

7.1. Protection from Liability

7.1.1. Directors, Officers and Employees – As provided in the *Education Act*, Directors, Officers and employees (“Persons”) are not liable for any loss or damage caused by anything said or done or omitted to be done in good faith performance or intended performance of their functions, duties, or powers under the *Education Act* or any other enactment.

CAAS at all times indemnifies and holds harmless all Persons, their heirs, executors, administrators and estates from and against all costs, charges and expenses whatsoever, sustained or incurred in any action, suit or proceeding brought, commenced or prosecuted against any Person or in respect of any act, deed, matter or thing whatsoever, made done or permitted by any Person in the execution of the duties of that Person in good faith, except such costs, charges and expenses with respect to an action, suit or proceeding brought for defamation.

7.1.2. Volunteers – As provided in the *Education Act*, volunteers are not liable for any loss or damage caused by anything said or done or omitted to be done in good faith in the provision of volunteer services for the Board, or for any alleged neglect or default in the provision of volunteer services for the Board by volunteers.

CAAS at all times indemnifies and holds harmless all volunteers, their heirs, executors, administrators and estates from and against all costs, charges and expenses whatsoever, sustained or incurred in any action, suit or proceeding brought, commenced or prosecuted against any volunteer in respect of any act, deed, matter or thing whatsoever, made done or permitted by any volunteer in the execution of the volunteer services provided by the volunteer in good faith, except such costs, charges and expenses with respect to an action, suit or proceeding brought for defamation.

7.2. Remuneration and Expenses of Directors – Directors may not receive any remuneration for acting as a Director or Officer. A Director may receive reimbursement for the reasonable expenses incurred by the Director on behalf of CAAS.

8. COMMITTEES

8.1. General

8.1.1. Function of Committees – The function of any Committee is to assist the Board by:

- a. Conducting comprehensive discussions, and
- b. Making recommendations regarding the matters: (1) in its terms of reference, and (2) referred to the Committee by the Board.

8.1.2. Application of Board Policies – All Committees will function under Board approved policy and regulations.

8.1.3. Committee Meetings – Committees will meet from time to time, as often as required.

8.1.4. Remuneration and Expenses – Committee members may not receive any remuneration for acting as a Committee member. A Committee member may receive reimbursement for reasonable expenses the Committee member incurred on behalf of CAAS.

8.1.5. Ex officio Members – The Board Chair and the Vice Chair are *ex officio* members of all Committees.

8.1.6. Committee Chairs – The Board will appoint the Chair of each Committee, who will be a Director.

8.1.7. Quorum and Transaction of Business – A quorum for a Committee meeting is 50% of the members, plus one member attending in person or by any telecommunication devices that allow all participants to hear each other, provided that one of the members is a Director. The powers of a Committee may be exercised by a meeting at which a quorum is present.

8.1.8. Reporting – Every Committee will report its discussions and recommendations to the Board at the Board's next meeting.

8.2. Audit Committee – The Board will establish an Audit Committee, in accordance with the requirements of the *Education Act*. The Audit Committee will carry out the duties prescribed by the Board and the *Education Act*.

Unless otherwise required by the *Education Act*, the Audit Committee will have at least two Directors as members and be chaired by a Director.

8.3. Governance Committee – The Board will establish a Governance Committee to review and make recommendations with respect to governance matters, Board policies and nominees for Directors. The Governance Committee will carry out the duties prescribed by the Board.

The Governance Committee will have at least two Directors as members and be chaired by a Director.

8.4. Other Committees – The Board may establish any other Committees it deems desirable and delegate to those Committees any of the powers of the Board, except those powers that the Board may not delegate. At least one member of each Committee will be a Director.

Any Committee, other than the Audit Committee or Governance Committee, established by the Board will have at least one Director as a member and be chaired by that Director.

9. FINANCE AND OTHER MANAGEMENT MATTERS

9.1. Fiscal Year – The fiscal year end of the Society is August 31, unless otherwise specified by the Minister.

9.2. Finance and Audit

9.2.1. Auditor – The Board will appoint an Auditor to:

- a. Audit the accounts of the Society; and,
- b. Report to Members at a General Meeting.

9.2.2. Tenders for Audit Services – The Board may seek tenders for audit services from qualified Auditors at its discretion.

9.2.3. Monthly Financial Statements – The Treasurer will present a complete and proper set of monthly financial statements to the Board for review.

9.2.4. Annual Financial Statements – The Treasurer will present a complete and proper set of financial statements for the previous year to the Auditor in preparation for the Annual General Meeting.

9.3. Financing

9.3.1. Trust Arrangements – The Board may prescribe the terms of and enter into trust arrangements with trust funds where the capital and interest of the trust funds may be made available to promote the interests of CAAS.

9.3.2. Legacies, Gifts and Grants – The Board will take any steps it deems required to enable CAAS to legally solicit, acquire, accept or receive legacies, gifts and grants.

9.3.3. Borrowing Power – The Board may only borrow to meet operating and capital expenditures with the prior approval of the Minister or under current regulations made by the Minister regarding borrowing.

9.4. Execution of Documents

9.4.1. Generally – Contracts, documents or any instruments in writing requiring the signature of the Society will be signed by two persons appointed by the Board as signing officers.

9.4.2. Specific Documents – The Board may adopt a policy appointing a person or persons to sign specific contracts, documents or instruments in writing.

9.4.3. Power of Attorney – The Board may, by resolution, give a Power of Attorney of the Society to any registered dealer in securities for the purpose of transferring or dealing with any stocks, bonds or other securities of CAAS.

9.5. Seal of the Society

9.5.1. Custody of Seal – The seal of the Society will be in the custody of the Secretary of the Society.

9.5.2. Use of Seal – The seal of the Society may be affixed to any contract, document or instrument in writing under the authority of a resolution from the Board or as required in the ordinary course of School operations.

9.6. Books, Accounts and Records

9.6.1. Keeping and Submission – The Board will ensure that all necessary books, accounts and records of CAAS as required by these Bylaws and any applicable law or regulations are properly kept and submitted as required.

9.6.2. Access to Books, Accounts and Records – Any Member may view the books, accounts and records of the Society, as provided in the *Education Act*, by requesting to do so.

9.7. Policies – The Board is responsible for the development and adoption of policies:

- a. Regarding the governance of the Society; and,
- b. Governing the operations of the School and providing the administration and staff with a framework within which to discharge their duties and responsibilities.

10. DISSOLUTION

10.1. Dissolution – The Charter School will be dissolved in accordance with the Charter Agreement if:

- a. For any reason prior to the expiration date of the Charter, the basic terms of the charter cannot be fulfilled;
- b. For any reason prior to the expiration date of the Charter, student enrollment falls below the minimum limit of 75 students, or the current requirement set out in the *Education Act* for Charter Schools; or
- c. If the Charter is not approved to be renewed as set out in section 11.1 of these Bylaws, the Charter School will be dissolved in accordance with the Charter Agreement and in compliance with the *Education Act* and the *Societies Act*.

10.1.1. Dissolution Process – The process of dissolution will be in accordance with the Charter Agreement.

10.1.2. Notification to Minister – The Board will notify the Minister in writing by January 31st of its intent to terminate its Charter at the end of the school year.

10.2. Distribution of Assets – Upon notification of dissolution and after the payment of all debts and liabilities and having followed relevant regulations of the Province of Alberta, the property of the Society will be distributed or disposed of to registered charities as directed by a resolution of the Board.

11. CHARTER RENEWALS AND AMENDMENTS

11.1. Renewals – When and as required by the *Education Act* the Board will hold a Special Meeting of the Members to determine whether to renew the Charter. The votes of at least two-thirds of the Members who attend and vote at the meeting will be required to renew the Charter.

If the Charter is to be renewed, the Board will apply to the Minister of Education to renew the Charter in accordance with the *Education Act*.

11.2. Amendments – Except with respect to an amendment pursuant to the renewal of the Charter, the following procedures will be followed to amend the Charter:

- a. Any Director or Member of the Society may request in writing that the Board review a term or condition of the Charter.
- b. Within eight weeks of receiving an amendment request, the Board will consider the matter at one of its regular meetings.

- c. The Board's decision regarding the amendment will be communicated to the person requesting the amendment within 72 hours of the Board meeting at which it is considered.
- d. If the amendment proposal is rejected by the Board, the matter may not be reintroduced for at least one year following the date of the Board's decision.
- e. If the amendment proposal is accepted by the Board, the Board will choose one of the following courses of action:
 - i. Call a Special Meeting of the Society within eight weeks and present the proposed amendment for consideration;
 - ii. Present the proposal for consideration at the next Annual General and Special Meeting of the Society; or,
 - iii. Delay any further action until it has had the opportunity to conduct research and seek advice on the proposal.
- f. The decision, made by simple majority vote, on the proposal at the General or Special Meeting will be final. The decision will be communicated to the person requesting the amendment within 72 hours of the Special Meeting. If the amendment is rejected, the matter may not be reintroduced for at least one year following the date of the Special Meeting at which it was considered.
- g. If the proposed amendment is approved at the Special Meeting, the Board shall seek the necessary approval from the Minister of Education in accordance with the *Education Act*.
- h. 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.

12. BYLAWS

12.1. Effective Date – Bylaws come into effect upon approval of the Minister.

12.2. Repeal and Amendment of the Bylaws – Subject to Section 12.1 of these Bylaws and the requirements under the *Education Act*, the Bylaws of CAAS may be repealed or amended by Special Resolution passed at a General or Special Meeting of Members convened in accordance with Article 4 above and passed by at least 75% of the Members in attendance.