

1 ARTICLE 1 - PREAMBLE

1.1 The Society

The name of the Society is Almadina School Society.

1.2 The Bylaws

The following are articles set forth in the Bylaws of the Almadina School Society.

2 ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings.

- 2.1.1 “Almadina School Board” shall mean the Board of Directors of the Society meeting to carry out their responsibilities for the governance of the Almadina Language Charter Academy, a charter school granted by the Alberta Minister of Education.
- 2.1.2 “General Meeting” means a mandatory meeting held within the time period as described in Article 4.
- 2.1.3 “Auditor” means a person registered under the Certified General Accountant Act, the certified Management Accountants Act, or the Chartered Accountants Act or a firm or partnership of such persons.
- 2.1.4 “Board of Directors” or “Board” shall mean the Board of the Society as stated in Article 6.
- 2.1.5 “Board Member” and “Director” means any person occupying a position as Director on the Board of Directors of the Society and Almadina School Board.
- 2.1.6 “Board Secretary” means a Director of elected by the Society to oversee the Records as stated in Article 7.1.3
- 2.1.7 “Bylaws” means the Bylaws of the Society.
- 2.1.8 “Chairperson” means a Director elected by the Society Board of Directors to chair Society board meetings as stated in Article 7.1.1
- 2.1.9 “Charter School” refers to Almadina Language Charter Academy
- 2.1.10 “Charter School Board” means the Directors of the Society Board acting in its capacity as the Board of the charter school.
- 2.1.11 “Family Member” means a person who is related to a Director or member of the Society who is one of the following: a spouse, brother, sister, parent, child, brother! sister-in-law, father, mother, father ! mother-in-law
- 2.1.12 “Governance” means the exercise of power and duties of the Directors of the Society as provided in the Objects and all Bylaws of the Society.
- 2.1.13 “In-camera meetings” means meetings closed to the public. Minutes are not to be kept and resolution may not be adopted.
- 2.1.14 “Members” means Parents or Legal Guardians of registered students whom shall have voting privileges at all General and Special Meetings called by the Society Board of Directors.
- 2.1.15 “Register of Members,” means the register maintained by the Executive Secretary containing the names of the Members of the Society.

- 2.1.16 “Returning Officer” means the person appointed by the Society Board of Directors to oversee the election of and voting procedures for the Society Directors.
- 2.1.17 “Society” means the Almadina School Society; a Society registered pursuant to the Alberta Societies Act.
- 2.1.18 “Treasurer” a Director elected by the Society Board of Directors with duties as stated in Article 7.1.4.
- 2.1.19 “Quorum of the Board” means the minimum number of Directors of the Society required to be present at a duly convened meeting before it can validly proceed to transact business.
- 2.1.20 “Vice-Chair” a Director elected by the Society Board of Directors with duties as stated in Article 7.1.2.

2.2 Interpretation

In the Bylaws, words importing the singular shall include the plural, and the converse shall also apply. Words importing gender shall include the masculine and feminine. Words importing persons shall include individuals, partnerships, associations, bodies corporate, directors, executor’s administrators, associations, and legal representatives.

3 ARTICLE 3 - MEMBERSHIP

3.1 Classification of Members

Society Member is any parent or legal guardian, who is eighteen years of age and has students registered in a school operated by the Society.

3.2 Membership Fees

There may be a membership fee as prescribed by the Board of Directors at its sole discretion.

3.3 Member in Good Standing

A Member is in Good Standing when the Member has a child enrolled in the charter school.

3.3.1 Rights and Privileges of Members

- a) Any member in good standing is entitled to:
- b) Receive notice of meetings of the Society;
- c) Attend any meeting of the Society;
- d) Speak at any general meeting of the Society;
- e) Vote (one) on all general-meeting resolutions;
- f) Address the Board at a Board meeting;
- g) Stand as candidate for the Society Board if they are a Canadian permanent resident or citizen;
- h) Vote (one) in all Board of Directors elections; and
- i) Exercise other rights and privileges given to Members in these Bylaws.

3.4 Withdrawal of Membership

- a) Any Member may withdraw from the Society by delivering to the Board Secretary a written statement.
- b) Once the notice is received, the Member’s name is removed from the Register of Members. The

- c) Member is considered to have ceased being a member on the date his name is removed from the Register of Members.
- d) Upon death of a Member, membership is ended.
- e) If a Member withdraws his child from the Charter School and no longer has any children attending the charter school, the Member is considered to have submitted his resignation from the Society on the date the child is withdrawn.

3.5 Expulsion

The Board may, by a majority vote of the Society Board, at a Regular or Special Board meeting, expel any Member for behaviour that is detrimental to the students, members, employees, contractors or property of the Society.

4 ARTICLE 4 - GENERAL MEETING

4.1 The General Meeting (AGM)

4.1.1 Timing

There shall be one General Meeting of the Members of the Society in each academic year. The deadline for submitting written proposals for Society Bylaw revisions, additions or deletions shall be 5 working days prior to the AGM and is to be submitted to the Executive Secretary of the Society.

4.1.2 Notice

The Board shall give notice of its General Meeting no earlier than the first week in November and no later than the third week in January.

4.1.3 Error or Omission

No error or omission in giving notice of any General Meeting to any Member or Members shall invalidate such meeting or make invalid any proceedings taken at the meeting. For the purpose of sending notices to any member or Director for any meeting or otherwise, the address of the Member or Director shall be his last address recorded on the books of the Society.

4.1.4 Agenda

The Board will determine the agenda for the General Meeting of the Society. Topics may include:

- a) Minutes of the last General Meeting;
- b) Audited Financial Statements;
- c) Bylaw or Special Resolutions put forward by members in good standing;
- d) Reports on activities carried out by the Society.

4.1.5 Chairperson for the General Meeting

The General Meeting shall be chaired by the Society Board Chairperson unless unavailable, then the General Meeting shall be chaired by the Vice-Chair or alternate member of the Society Board. The Chairperson of the General Meeting of the Society shall be entitled to vote on all resolutions brought forward.

4.1.6 Quorum

Quorum shall be 40 Members. In the event that a Quorum is not present at the General Meeting, the meeting may proceed but the business transactions may not be acted upon. The Society Board shall reschedule another General Meeting within 30 days subsequent to a General Meeting that lacks a quorum.

4.1.7 Voting

- a) At any General Meeting a vote shall be decided by a show of hands unless a majority of the members present request that the vote on a resolution be by secret ballot. Community members (non-members of the Society) may not vote.
- b) A Member, who decides not to attend a properly constituted General Meeting in person to which he is entitled to vote on any resolution to be discussed at said Annual Meeting may not vote.
- c) No person shall have a casting vote in the event of a tie vote on a resolution, upon which there is a tie vote being deemed to have been defeated.
- d) A simple majority shall decide resolutions unless otherwise stated in the Bylaws.

4.1.8 Minutes of Meetings

The Minutes of the General Meeting shall include a summary of all discussions and actions, Committee reports and recommendations, and resolutions.

4.8 Meeting Governance

Robert's Rules of Order will be followed as deemed necessary by the Board to ensure a business like meeting.

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5 ARTICLE 5 - SPECIAL MEETING OF THE MEMBERS

Calling of a Special Meeting of Members is any meeting called for the purpose of dealing with:

- a) important concerns from the membership; or
- b) other important issues where the Society Board of Directors may require member input.

A Special Meeting may be called at any time

- a) by a resolution of the Board to that effect; or
 - b) on the written request to the Board of not less than fifty-one percent (51%) of eligible, voting Members
- i) the request must state in writing the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meetings.

5.1 Notice

Twenty-one (21) day's prior written notice shall be given to each Member of the Special Meeting.

Notice of the meeting must include the date, time, location and business to be transacted, including information to assist the Member to make a decision. Only the item(s) stated in the notice for the Special Meeting will be discussed at the Special General Meeting.

No error or omission in giving notice of any Special Meeting to any Member or Members shall invalidate such meeting or make invalid any proceedings taken thereat. For the purpose of sending notices to any Member or Director for any meeting or otherwise, the address of the Member or Director shall be his last address recorded on the books of the Society. Notice shall be sent home with students or sent by ordinary mail, fax or email at the address maintained by the School Campuses for each Member.

5.2 Quorum

Quorum for a Special Meeting shall be 50. In the event that a Quorum is not present at the Special Meeting, the meeting may proceed but the business transactions may not be acted upon until such time as ratified by members, either at another meeting called by the Society Board of Directors for such purpose, or by a resolution in writing, signed by a Quorum of Members entitled to vote on that resolution.

5.3 Voting

At any Special Meeting a vote shall be decided by a show of hands unless two Members request a secret ballot. If requested, a secret ballot shall be taken.

5.4.1 A Member, who decides not to attend a properly constituted Special Meeting in person to which he is entitled to vote on any resolution to be discussed at said Special Meeting may not vote.

5.4.2 No person shall have a casting vote in the event of a tie vote on a resolution, upon which there is a tie vote being deemed to have been defeated.

5.4.3 A simple majority shall decide resolutions unless otherwise stated in the Bylaws.

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5.4 Minutes of Meetings

The Minutes of the Special Meeting shall include a summary of all discussions and actions, Committee reports and recommendations, and resolutions.

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5.5 Meeting Governance

Robert 's Rules of order will be followed as deemed necessary by the Board to ensure a business like meeting.

6 ARTICLE 6 - GOVERNANCE

6.1 The Society Board of Directors General Powers and Duties

The Society Board Directors shall act in accordance with these Bylaws and any resolution passed at any Public Board Meeting to manage the business and affairs of the Society.

6.2 Powers and Duties of the Society Board of Directors:

The Society Board of Directors has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board will include, but are not limited to:

- a) Maintaining and protecting the Society's assets and property;
- b) Approving an annual budget for the Society;
- c) Financing the operations of the Society, and raising monies;
- d) Approving all contracts and services for the Society;
- e) Maintaining all accounts and financial records of the Society;
- I) Appointing legal counsel and auditor as necessary for the Society;
- g) Selling, disposing of, or mortgaging any or all of the property of the Society.

6.2. 1 The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the "Almadina School Society" in accordance with such terms as the Board may prescribe.

6.2.2 The Board shall take such steps as it may deem requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society.

6.3 Board Membership

a) the Society shall have a volunteer Society Board of Directors, which shall consist only of Members elected by the Society or by acclimation.

b) there shall be an election for Seven Society Board of Directors

c) at the Board's first duly held organizational meeting, the Society Board of Directors will elect a Board Chair, Vice-Chair, Secretary, and Treasurer.

d) if there are not a sufficient number of Society Members to compete for 7 elected positions for membership on the Society Board, candidates for election shall sit on the board by acclimation and the remaining vacancies shall be filled by calling for another election within 30 days.

6.4 Election of the Society Directors

The seven (7) Directors of the Board shall be elected for a two-year term, commencing November 2006.

6.5 Setting the Election Date

Prior to September 30th of an election year, the Society Board shall, by ordinary resolution, appoint a Returning Officer, who shall be responsible for, without interference from the Society Board, the administration of the election of the Board. The Election Officer shall be responsible for the interpretation and application of all provisions outlined in the Bylaws relating to the election of the Society Board and the ability of members to submit names as candidates and vote at the said election of the Society Board.

6.6 Candidate Nomination

Each candidate for an elected position on the Board shall declare his intention to compete by filing with the Returning Officer, ten (10) days prior to the date of the election, at the time and place set by the Society Board in accordance with this Section.

6.6.1 Written notice of a candidate intention to compete shall include:

- i) signed form by at least 3 Society Members in good standing;
- ii) a brief summary of the candidate's educational and work experience and any volunteer work previously undertaken, and
- iii) signed disclosure of conflict of interest declaration

6.6.2 The Returning Officer shall set out, in writing, the elections appeals procedures and answer questions submitted by the candidates at an organizational meeting prior to the election date.

6.7 Elections of the Board of Directors -

shall be conducted using secret ballot when there are more candidates than available positions. Each Member shall be allowed only one vote, regardless of the number of their children attending the Almadina Language Charter Academy.

6.7.1 Votes shall be tallied after completion of the voting by the Returning Officer in the presence of the candidates and / or Agent and the results announced immediately.

6.8 Appeals

Candidates or their scrutineers who launch an appeal related to the election may do so only after the voting is completed and prior to the opening of the ballot boxes.

6.8.1 The decision of the Returning Officer on an appeal by candidates shall be final and binding on the Society.

6.9 Assumption of Office

a) the Returning Officer shall insure a letter to the Members of the Society that states the results of the election.

b) newly elected Society Board of Directors will assume the responsibilities of office at the next regularly scheduled Society Board meeting after the Election Day.

c) at the newly elected Board's first meeting, the Directors will vote for a Board Chair, Vice-Chair, Secretary, and Treasurer.

d) if less than 7 candidates have stood for election of the Society Board of Director election, these candidates shall be declared members of the Society Board of Directors by acclamation but if there is less than a quorum for a Society board of Director's meeting, they must wait until all the remaining vacancies are filled as provided in the Bylaws.

e) within 30 days of the newly elected Board taking office a Special Board orientation and briefing meeting will be called.

6.10 Resignations

A Director may resign his office by delivering a written resignation to the Chairperson or Board Secretary. Such resignation shall take effect at the time specified therein; and unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective.

6.11 Removal

The Office of a Director shall be automatically vacated;

- a) if he is found by a court of law to be of unsound mind
- b) by passage of a Special Resolution
- c) upon death
- d) attendance of this Article, Section 6.11 applies
- e) if a Director is not bondable or fails to obtain a satisfactory criminal record check as provided for in these Bylaws

6.12 Vacancies

In the event of the death, removal or resignation of a Director, the Board may vote, by secret ballot, to appoint a Director to fill the vacant position until the next election by a simple majority.

6.13 Compensation

The Board will not provide directors or ex-officio directors any remuneration for acting on behalf of the Board. The Board may grant Directors an honorarium in recognition of their time and effort. The Board may reimburse Directors and Ex-officio directors for any expenses they incur in the course of performing their duties as directors.

Attendance

Attendance by the Directors at duly convened monthly meetings and special board meetings is mandatory.

6.14.1 Any Director missing three (3) consecutive regularly scheduled monthly Board meetings, except in the case of illness, or with prior written notice to the Board, shall forfeit membership on the Board of Directors and the position shall be declared vacant unless the Board of Directors decides otherwise.

6.15 Board Member's Conflict of Interest

Board of Directors can only work as a corporate body, whose individuals contribute to the public trust in the Society, by declaring in writing any possible conflicts-of interest.

6.15.1 Board of Directors expects Members to:

- a) accept sole responsibility for declaring a conflict of interest
- b) advise the Directors of the declaration
- i) Director shall declare their conflict at the point in the agenda where the matter arises.
- ii) The Director will abstain themselves from the Board table when in conflict

6.16 Indemnities to Directors and Others

The Society shall indemnify and save harmless any Director or other person working on behalf of the Society from any liability incurred in the performance of his or her obligations as follows:

All costs, charges and expenses whatsoever which such Director or other person sustains or incurs in or about any lawful 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; other reasonable costs, charges and expenses which 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.

7 ARTICLE 7 - OFFICERS OF THE BOARD

7.1 Officers

The Officers of the Board shall consist of seven elected Directors. If an Officer resigns or is removed from office, a new Officer can be appointed by a simple majority vote of all Board of Directors including the Chairperson.

7.1.1 Chairperson

- a) supervises all business and affairs of the Society as directed by the Board at Board meetings, and shall see that all orders and resolutions of the Board are carried into effect;
- b) when present, chairs all meetings of the Society and the Board;
- i) in his absence the Vice-Chairperson shall preside at any such meetings.
- ii) in the absence of both, a Chairperson and Vice-Chairperson, a Chairperson may be elected by the majority of Directors or in the case of a General Meeting an alternate member of the Society Board.
- c) is an ex-officio member of all Board Committees;
- d) official spokesperson for the Board to the media and the public, and
- e) carries out other duties assigned by the Board or these Bylaws.

7.1.1.1 Chairperson shall not have voting privileges at any Public Board Meeting unless in the case of a tie vote, the Chairperson may vote to break the tie, except at a General Meeting of the Society as provided for in Section 5.

7.1.2 Vice-Chair

- a) presides at meetings in the Chairperson's absence
- b) replaces the Chairperson at various functions when asked to do so by the Chairperson of the Board; and
- c) carries out other duties assigned by the Board.

7.1.3 Board Secretary

The elected Board of Directors shall elect a Director as Board Secretary to oversee the maintenance of the Board records and ensure that all records or issues raised by the members are subject to Board review.

7.1.4 Board Treasurer

The elected Board of Directors shall appoint a Director elected without portfolio as Treasurer to oversee the Board approved budget and ensure that all financial records or issues raised by the members are subject to Board review.

8 ARTICLE 8 - BONDING, POLICE CLEARANCE

8.1 Bonding, Police Clearance

All Staff and Board of Directors must be bondable and employment is subject to obtaining a satisfactory criminal record check by the City of Calgary Police. Staff and Directors must apply for a criminal record check within two weeks of assuming their positions.

9 ARTICLE 9 - FINANCE AND OTHER MANAGEMENT MATTERS

9.1 Finance and auditing

9.1.1 The fiscal year of the Society ends on August 31 of each year.

9.1.2 The books, accounts and records of the Society shall be audited at least once each year by an auditor appointed for the purpose by a Board resolution. A complete and proper statement of the standing of the books for the previous year shall be submitted by such Auditor at the General Meeting of the Society. The

fiscal year of the Society in each year shall be September 1 — August 31. The remuneration of the Auditor shall be fixed by the Board of Directors. The Auditor may not be one of the Board of Directors or Staff.

9.2 Cheques

9.2.1 A Director of the Society Board must sign any cheque drawn on the monies of the Society. Two signatures are required on all cheques. Signatories are determined by Society Board motion.

9.3 Grants

9.3.1 Subject to approval of the Board of Directors, the Secretary-Treasurer may accept on behalf of the Society, any contributions, gift, grant, bequest or device for the general purpose or for any special purpose of the Society.

9.4 Fund Raising

9.4.1 From time-to-time the Board may deem it necessary to raise funds. This may be done in the manner decided on by a majority vote of the Board.

9.5 Borrowing

9.5.1 Any borrowing by the Society in an amount beyond 1% of its annual budget for the year in which borrowing is contemplated, must be approved in advance by resolution passed at a special meeting of the Society called for that purpose. Other borrowing may be approved by resolution of the Board.

10 ARTICLE 10 - EXECUTION OF DOCUMENTS

10.1 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Society, shall be signed by two Officers (any two Officers appointed by the Board of Directors as having signing authority) and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Directors shall have the power from time-to-time by resolution to appoint an Officer or Officers on behalf of the Society to sign specific contracts, documents and instruments in writing. The Directors may give the Society's power of attorney to any registered dealer in securities of the Society. The seal of the Society when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

11 ARTICLE 11 - BOOKS & RECORDS

II . I Keeping of Board Agenda, Minutes and Reports

Accurate minutes and all reports presented at each meeting shall be kept in a binder in the Society's office.

11.1.1 Draft copies of minutes will be provided to all directors for approval

11.1.2 Approved agenda and minutes will be posted on the school website.

11.2 Public Inspection of Books and Records

11.2.1 Any Society Member wishing to inspect the books of the Board must give reasonable notice to the Society Secretary in writing of his intention to do so.

11.2.2 Unless otherwise permitted by the Board, such inspection will take place only in the Society office and in the presence of at least one Society Board Member.

11.2.3 Records that the Board designates as confidential, such as student records, personnel records and any other record protected under privacy laws, shall not be open for inspection.

11.2.4 Subject to the law each member of the Board of Directors shall at all times have access to such books and records.

11.2.5 Inspection of all documents shall be in accordance with the Societies Act.

11.2.6 Any person requesting copies of documents shall be charged a fee as set by the Society Board of Directors from time-to-time

11.3 Society Seal

The seal of the Society shall be kept at in the society office at the Franklin Campus of the Charter School at 225 28th Street SE, in Calgary, Alberta.

12 ARTICLE 12 - DISPUTE SETTLEMENT

12.1 Dispute Settlement

If a dispute of any kind arises between or among Society Board of Directors or Staff, and such dispute is related, directly or indirectly, to the purposes and operations of the Society, the dispute shall be settled in accordance with the following provisions:

12.1.1 The disputants shall agree that a dispute exists and shall submit a written statement to that effect to the Chairperson of the Board of Directors. Such statement shall be accompanied by a description of the particulars of the dispute from one or more of the disputants.

12.1.2 The Board of Directors shall determine whether to call an in-camera meeting of the Board or a Public Board Meeting and shall determine the validity of the dispute and shall decide on its disposition. The Society Board of Directors may ask whomever it wishes, to present their case or provide information to the Society. In making this decision, these Bylaws and the Societies Act may be consulted for direction.

12.1.3 The decision of the Board of Directors in this regard shall be final and binding.

12.1.4 The above dispute settlement provisions shall not act to modify or supersede the rights of the disputants under any applicable legislation and regulations, including any collective bargaining agreements which might apply.

13 ARTICLE 13 - DISSOLUTION

13.1 Dissolution

In the event of the dissolution of the Society, after paying or adequately providing for its debts and obligation, the Society shall return provincial assets to the Minister of Education.

13.1.1 The charter School as well as all operations of the Society will be dissolved at a special meeting of the Almadina Society.

14 ARTICLE 14 - PROCEDURE TO AMEND THE BYLAWS

14.1 Procedures to Amend the Bylaws

These bylaws may be cancelled, altered or added to by a Special Resolution at any General Meeting of the Society

14.1.1 The twenty-one (21) days' notice of the General Meeting of the Society must include details of the proposed resolution to change the bylaws.