

DR. E. P. SCARLETT PARENTS' AND ALUMNI ASSOCIATION

"FRIENDS OF SCARLETT"

Name of Group

504759648

Corporate Access Number (CAN)

Society Bylaws

1. Preamble

A. In these by-laws, the following words have these meanings:

1. "Society" means the Dr. E.P. Scarlett Parents' and Alumni Association (Friends of Scarlett)
2. "Bylaws" means the bylaws of this Society
3. "School" means Dr. E.P. Scarlett High School, located at 220 Canterbury Dr. SW., Calgary AB. T2W 1H4.
4. "Act" means the Societies Act R.S.A.2004, Chapter S-14 current as of January 1, 2004 or any statute substituted for it.

2. Membership

- A. Any person having a vested interest in the educational well-being of students enrolled in Dr. E.P. Scarlett High School, residing in Alberta, being of the full age of 18 years, who has completed the membership requirements and is in good standing with the Society, is eligible to become a Member of the Society with voting privileges at any General Meeting of the Society Membership.
- B. The majority of the Members of the Society will be parents or guardians of students currently enrolled in Dr. E.P. Scarlett High School.
- C. Membership must be renewed annually. Membership fees, if any, in the Society shall be determined from time to time by the Members at an Annual General Meeting.
- D. Any Member wishing to withdraw from membership may do so upon giving notice in writing or verbally to the Board through its Secretary.
- E. Any Member, upon a majority vote of all Members of the Society in good standing and present at a Special General Meeting of the Membership called for that purpose, may be suspended or expelled from membership for any cause that the Society may deem reasonable.

3. Associate Membership

- A. The Principal and staff members of Dr. E.P. Scarlett High School can choose to have an Associate Membership only.
- B. As Associate Members, the Principal and all other staff members shall serve as resource people and in an advisory capacity; however, they will not have voting rights at any General Meeting of the Membership or Meeting of the Board.

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C. Neither the Principal nor any staff member shall have signing authority for the Society.

D. The Principal, by virtue of the Education Act, shall have the power of veto relating to actions directly affecting the School building, staff or students, but not relating to financial expenditures, revenues or investments of the Society.

4. Board of Directors

A. COMPOSITION OF THE BOARD

The Board will be composed of the following Officers and Directors.

1. Officers: President, Vice-President, Secretary, Treasurer, or Secretary-Treasurer – These positions are mandatory. The Office of the Secretary and Treasurer may be filled by one person if the membership at any General Meeting of the Membership for the election of Officers shall so decide.

2. Directors: A maximum of 3 additional Directors (at Large) –these positions are optional. The Board will determine the number of Directors at Large needed on an annual basis (up to the maximum).

a. President

The President shall have general knowledge of all activities of the Society and will carry out duties assigned by the Society.

i. The President shall call all Meetings of the Board and shall preside at all General Meetings of the Membership and Meetings of the Board.

ii. The President will be the chief spokesperson for the Society, unless otherwise delegated.

iii. The President shall be copied on all Society communications and will review any communications to the membership, parent body, School community or public prior to distribution and shall include the Vice-President in same.

iv. The President shall have a vote at any meeting.

v. The President will be an ex-officio member of all Committees.

b. Vice-President

i. The Vice-President shall assist the President in all Society activities and will carry out other duties assigned by the President.

ii. In the event of absence, resignation, incapacity, or extended leave of absence of the President, the Vice-President shall fulfill the responsibilities of the President until the President returns or until a new President is elected per clause 8.F.

iii. In the absence of both the President and the Vice-President from meetings, a Chair may be elected or appointed at the meeting to preside.

iv. The Vice-President will be copied on all Society communications and will review any communications to the membership, parent body, School community or public prior to distribution.

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c. Secretary

- i. It shall be the duty of the Secretary to attend all General Meetings of the Membership and Meetings of the Board, to keep accurate minutes of the same, and to prepare these for distribution.
- ii. In the absence of the Secretary, their duties shall be discharged by such Officer or Director as may be appointed by the Board.
- iii. The Secretary shall have charge of all Society membership forms, correspondence and/or documentation and be under the direction of the President and the Board. All documentation, literature, correspondence, forms, thumb drives, etc. are the property of the Society. The outgoing Secretary shall transition this property to the incoming Secretary at the end of their term.
- iv. The Secretary shall keep an accurate Register of Members of the Society, including contact information, as required by the *Societies Act*, and shall send all Society correspondence/notices as required.

d. Treasurer

- i. The Treasurer shall 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 Board may order.
- ii. The Treasurer shall properly account for the funds of the Society, keep such books as may be directed and disburse funds as required. All records, receipts, documentation, forms, thumb drives, etc. are the property of the Society. The outgoing Treasurer shall transition this property to the incoming Treasurer at the end of their term.
- iii. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting of the Membership a duly audited statement of the financial position of the Society and shall submit a copy of same to the Secretary for the records of the Society.
- iv. The Treasurer will prepare, and submit with Board approval, any financial reports required by organizations and agencies in a timely manner.
- v. The signing authorities of the financial accounts will be a minimum of two elected Officers of the Society.

e. Officers and Directors (at Large)

All Members of the Board will:

- i. Attend Annual, Regular and Special General Meetings of the Membership.
- ii. Be prepared for, attend, and actively participate in all Meetings of the Board.
- iii. Actively support the initiatives and actions of the Society.
- iv. Approve, where appropriate, policy and other recommendations received from the Board and its standing committees.
- v. Review the Bylaws and recommend Board-approved Bylaw changes to the membership.
- vi. Review the Board's structure, approve changes, and prepare necessary Bylaw amendments.
- vii. Participate in the development of the Society's plan and annual review.
- viii. Review the annual budget for the Society and submit to the membership for approval.
- ix. Assist in developing and maintaining positive working relations among the Board, committees, School and School Council to support and enhance education in the School community.
- x. Allow for opinions and positions of all Members to be voiced and heard in a safe, respectful environment.
- xi. Act as a leader and an ambassador of the Society.
- xii. Strive to reach consensus in all areas. If a consensus cannot be reached, Board Members will accept, and adhere to, the majority decision of the Board.

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- xiii. Address operational concerns openly and with input from Board Members.
 - xiv. Address personal concerns relating to Board Members' roles privately, constructively, respectfully, and in a timely manner.
- B. 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.
- C. Any Director or Officer may resign their position by providing written notice to the Board.
- D. Any Director or Officer may be removed with cause from the Board at Special Meeting of the Board by a majority vote of the Board whenever, in its judgment, the best interest of the Society will be served.

5. Auditing

- A. The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two voting Members of the Society who are not board members, have no signing authority, and who are not related to any Board Member. Auditors will be elected or appointed for that purpose at the Annual General Meeting of the Membership.
- B. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor for presentation at the Annual General Meeting of the Membership.
- C. The fiscal year of the Society in each year shall be September 1 to August 31.

6. Standing and Ad Hoc Committees

- A. Standing and ad hoc committees will be formed as necessary by the Board and will operate on an ongoing basis with specified lengths of terms for Members.
- B. Committees will meet outside of Meetings of the Board or General Meetings of the Membership to complete their assigned tasks as per the direction of the Board and present a report of their activities at meetings as requested.

7. Meetings

Irregularities or errors done in good faith do not invalidate acts done by any General Meeting of the Membership or Meeting of the Board. No action taken at a meeting is invalid due to accidental omission to give notice to any Member, any Member not receiving any notice, or any error in any notice that does not affect the meeting.

Meetings of the Membership and/or the Board may be held in-person or using a virtual or online platform suitable for conducting Society business, or a combination of the two. The Board will determine the meeting format and notify members.

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General Meetings of the Membership

A. Annual General Meeting of the Membership

- i. An **Annual General Meeting of the Membership (AGM)** will take place on or before June 30 in each year, by providing no less than 14 days' notice in writing using a newsletter, website, email, text and/or social media. If a Special Resolution will be proposed, no less than 21 days' notice will be required.
- ii. Only the matters set out in the notice for the AGM may be considered at the AGM.
- iii. At this meeting, there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and optional Directors. The Officers and Directors so elected shall form a Board, and shall serve until the end of the meeting at which their successors are elected.
- iv. Quorum at an Annual General Meeting of the Membership shall be 4 Members, 3 of whom must be voting Members.
- v. If quorum cannot be attained at the meeting, a General Meeting of the Membership will be scheduled for the same day, time and location the following week. The voting Members in attendance at that General Meeting will constitute quorum for the purposes of conducting Annual General Meeting business such as election of Officers, determining signing authority, and approval of financial statements.

B. Special General Meeting of the Membership

- i. A **Special General Meeting of the Membership (SGM)** may be called at any time by the Secretary upon the instructions of the President or Board by providing no less than 14 days' notice in writing using a newsletter, website, email, text and/or social media. If a Special Resolution will be proposed, no less than 21 days' notice will be required, specifying the intention of the Special Resolution.
- ii. Only the matters set out in the notice for the SGM may be considered at the SGM.
- vi. Quorum at a Special General Meeting of the Membership shall be 4 Members, 3 of whom must be voting Members and 2 of whom must be elected Officers of the Society.

Meetings of the Board

C. Regular Meeting of the Board

- i. A **Regular Meeting of the Board** shall be called at the frequency determined by the Board that will permit their duties to be accomplished. All Members of the Society are allowed to attend and observe Regular Meetings of the Board. At the discretion of the President, Members may participate in discussions and ask questions, but shall not be permitted to make, second or vote on a motion.
- ii. Regular Meetings of the Board will be announced to all Board Members by providing no less than 10 days' notice in writing using a newsletter, website, email, text and/or social media or 3 days' notice verbally, by telephone or in person.
- iii. Quorum at any Regular Meeting of the Board shall be 3 Board Members, 2 of whom must be elected Officers.
- iv. Regular Meetings of the Board may be held without notice if a quorum of the Board is present, provided that any business transactions shall be ratified at the next Regular Meeting of the Board; otherwise, they shall be null and void.

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v. A topic to be discussed at a Regular Meeting of the Board may be deemed to be "in camera" or closed to anyone the Board chooses should the Board determine, by a majority vote of those present, that the topic is of a personal, sensitive, or confidential nature.

D. **Special Meeting of the Board**

i. A **Special Meeting of the Board** shall be called by the Secretary or President upon the instructions of any 2 Board Members, by providing no less than 10 days' notice in writing using a newsletter, website, email, text and/or social media or 3 days' notice verbally by telephone or in person, to all Board Members setting forth the reasons for calling such meeting.

ii. Quorum at a Special Meeting of the Board shall be any 3 Board Members.

iii. All or any portion of a Special Meeting of the Board may be deemed to be "in camera" or closed to anyone the Board chooses should the Board determine, by a majority vote of those present, that the content of the meeting or agenda item is of a personal, sensitive, or confidential nature.

8. **Special Resolution**

Special Resolution will mean a resolution passed at a General Meeting of the Membership of which not less than 21 days' notice in writing using a newsletter, website, email, text and/or social media, or provided verbally by telephone or in person, specifying the intention to propose the resolution has been duly given, and by the approval of not less than 75% of those Members entitled to vote in attendance.

9. **Election Process**

A. Board Members are elected by the voting Members at an AGM held annually on or before June 30.

B. Candidates must be voting Members in good standing.

C. Notification of the nomination procedure will be included with the notice of the AGM.

D. The term of office shall be complete at the end of the meeting at which successors are elected unless written notice of resignation is submitted to the Board.

E. The maximum number of consecutive terms, in the same Officer or Director position on the Board, shall be 2 consecutive terms. The Officer/Director still must stand for election annually.

a) In the event a position is vacant for 2 consecutive months, the role can be re-filled with a prior position holder.

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

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10. Voting

The Board may hold in-person or virtual meetings, or a combination of the two. The Board will determine the voting process for meetings, including what type of electronic voting will be used for virtual meetings (ie. Raise Hand feature, Chat Window, private message, mic). In-person and electronic voting will not include voting by proxy.

A. General Meetings of the Membership

- i. Any voting Member, including each Member of the Board, who has not withdrawn from membership and who has been neither suspended nor expelled shall have the right to vote at any Annual, Regular or Special General Meeting of the Membership.
- ii. Such votes must be made in person and not by proxy or otherwise.
- iii. Members will vote by show of hands or by secret ballot where 50% + 1 will be considered the majority, except in the case of a Special Resolution. (See Clause #8)

B. Meetings of the Board

- i. Only each Member of the Board will have 1 vote, including the President (See Clause 4.A.2.a.iv President) at all Meetings of the Board.
- ii. Such votes must be made in person and not by proxy or otherwise.
- iii. Members of the Board will vote by show of hands where 50% + 1 will be considered the majority.
- iv. The President may authorize an electronic vote by email if a situation needs to be acted upon by the Board between physical meetings. In the case of an electronic vote, a quorum shall be constituted when at least 60% of the Members of the Board cast a vote by email. Any motion taken electronically will be formally recorded into the minutes of the next Board meeting.

C. In the case of a tie, the motion is defeated.

D. Any Member having a personal financial gain or conflict of interest in any matter being discussed by the membership or the Board is required to declare such and absent themselves from any discussion or vote on such matter.

11. General Management

A. The registered office of the Society is located within the School.

B. The mailing address for all communication or correspondence shall be the registered office of the Society.

C. To maintain integrity, minute books and financial records will be securely stored and may be inspected by any Member in good standing of the Society upon reasonable request, including the reason for inspection.

D. Such inspection may only take place at the registered office of the Society, in the presence of a Board Member, and dual control (2 Members present, 1 of whom is a Board Member) will be maintained at all times.

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12. Remuneration

A. 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 their services.

13. Borrowing Powers

A. For the purpose of carrying out its objectives, 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.

14. Insurance and Indemnity

A. **Insurance:** For the purpose of carrying out its objectives, the Society will annually review and carry liability insurance.

B. **Indemnity:** Provided appropriate insurance is in place, each Officer and Director holds office with protection from the Society.

i. The Society indemnifies each Officer and Director against all costs or charges that result from any act done in their role for the Society.

ii. The Society does not protect any Officer or Director for acts of fraud, dishonesty, or bad faith.

iii. No Officer or Director is liable for the acts of any other Officer, Director, or Member.

iv. No Officer or Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society.

v. No Officer or Director is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Society, unless the act is fraud, dishonesty, or bad faith.

15. Privacy

A. The Society shall not collect, use, share or store personal information for purposes other than those of Society business, and shall destroy it appropriately once it is no longer needed.

B. The Society will adhere to *Personal Information Protection Act* (PIPA) guidelines as required by Alberta legislation, and voluntarily where appropriate.

16. Dispute Resolution

A. If at any time 10 Members, or 5 Members and greater than 50% of the Board Members, believe a dispute causing significant impairment of Society operations is occurring, they may deliver a written "Special General Meeting of the Membership" request, signed by them, to the Board.

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B. Upon receipt of such, the President will call a Special General Meeting of the Membership, providing due notice as stated, and Members in attendance will have an opportunity to hear and discuss the issues causing the dispute.

C. On motion, a vote shall be held respecting a proposed resolution to the dispute, and if a majority of voting Members present vote in favour of the resolution proposed, the Society will immediately act upon the resolution, as directed by the assembly.

17. Bylaws

A. All Members are responsible for behaving in accordance with the Bylaws and objectives of the Society.

B. The Society Bylaws and operations will be in accordance with the laws of Alberta, the *Societies Act* and any other governmental legislation relating to the Society's operation and objectives.

C. The Bylaws may be rescinded, altered or added to by a "Special Resolution". Changes to the Bylaws do not come into effect until the Special Resolution(s) is registered at Corporate Registry. Special Resolution(s) sent to the Corporate Registry shall be dated and verified by a person authorized by the Society.

D. Any question regarding the proper application and interpretation of these Bylaws shall be determined by the Chair of any Society Meeting of the Membership or Board meeting. The Chair's decision may be appealed by a voting Member and can be overturned by a simple majority vote at a Special General Meeting of the Membership, or a Special Meeting of the Board, called in accordance with these Bylaws.

18. Policies and Procedures

A Policy and Procedure Manual may be created, maintained, and reviewed annually by the Board. Members in good standing may put forward policies to the Board for consideration and/or implementation.

19. Dissolution of the Society

A. In the event of the dissolution (closing) of the Society, which shall require a Special Resolution of the membership, the assets remaining after payment of all debts and liabilities shall be transferred to Dr. E.P. Scarlett High School with the exception of gaming proceeds.

B. All remaining gaming proceeds, after payment of all debts and liabilities, shall be disbursed to eligible charitable groups or purposes as per Alberta Gaming, Liquor & Cannabis Commission regulations.

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Date: _____

President (clearly print name)

President's Signature

Vice-President (clearly print name)

Vice-President's Signature

Secretary (clearly print name)

Secretary's Signature

Treasurer (clearly print name)

Treasurer's Signature

DRAFT