

R.T. Alderman Parents Association
505928879
Corporate Access Number (CAN)
Association Bylaws

ARTICLE 1 - PREAMBLE

1.1 THE ASSOCIATION

The name of the Association is the R.T. Alderman Parents Association, (hereinafter referred to as the "Society").

1.2 THE BYLAWS

The following articles set forth the Bylaws of the R.T. Alderman Parents Association.

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.2004, Chapter S-14 current as of January 1, 2004 or any statute substituted for it.
- 2.1.2 *Annual General Meeting* means the Annual General Meeting of the Members.
- 2.1.3 *Board* means the Board of Directors elected pursuant to these Bylaws.
- 2.1.4 *Bylaws* means the Bylaws of this Society.
- 2.1.5 *Director* means any person elected or appointed to the Board.
- 2.1.6 *Member* means a Member of the Society.
- 2.1.7 *Parents* means the parents or legal guardians of students enrolled in the School.
- 2.1.8 *School* means the R.T. Alderman School located at 725 Mapleton Dr SE, Calgary, AB T2J 1S1
- 2.1.9 *School Council* means the R.T. Alderman School Council.
- 2.1.10 *School Year* means a period commencing with the start of the school year and ending the day before the start of the following school year as set by the Calgary Board of Education.

2.1.11 *Society* means the society known as the R.T. Alderman Parents Association.

2.1.12 *Special Meeting* means a special meeting of the Members.

2.1.13 *Special Resolution* means a resolution passed:

- A. at a meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given and;
- B. by the vote of not less than seventy-five percent (75%) of those members who, if entitled to do so, vote in person

2.1.14 *Written Notice* means telephone broadcast, online newsletter, email, or posted mail.

2.2 INTERPRETATION

In these Bylaws:

- A. the singular shall include the plural and the plural the singular;
- B. the word "person" shall include corporations and societies; and
- C. masculine shall include the feminine.

ARTICLE 3 - MEMBERSHIP

3.1 CLASSIFICATION OF MEMBERSHIP

There are two categories of Membership all of which shall convey voting rights unless stated otherwise:

3.1.1 FULL MEMBERSHIP

- A. All parents, guardians, or legal custodians of students enrolled in R.T. Alderman School are considered Members of the Society and have voting rights.
- B. The majority of the Members of the Association will be parents or guardians of students currently enrolled in R.T. Alderman School.

3.1.2 ASSOCIATE MEMBERSHIP

- A. The Principal and staff members of R.T. Alderman 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 Meetings of the Membership or Meetings of the Board.

- C. Neither the Principal nor any staff member shall have signing authority for the Association.
- D. The Principal, by virtue of the School 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 Association.

3.2 MEMBERSHIP FEES

There are no membership fees to belong to the Society.

3.3 MEMBERSHIP YEAR

The membership year coincides with the School Year.

3.4 MEMBERSHIP RESPONSIBILITY

Members are responsible for behaving in accordance with the Bylaws and Objects of the Society.

3.5 VOTING PRIVILEGES OF MEMBERS

3.5.1 All Members with voting privileges are entitled to one vote on all motions and resolutions at meetings of the Society.

3.5.2 In the event of a tie the President shall have a vote.

3.5.3 Such votes must be made in person and not be proxy or otherwise.

3.6 TERMINATING MEMBERSHIP

3.6.1 A Full Membership is terminated when the Member's child is no longer a student registered in the School.

3.6.2 Any Member wishing to withdraw from Membership may do so upon giving notice in writing to the Board through its Secretary.

3.6.3 The Board has the authority to terminate a membership of a Member for any cause the Board may deem reasonable through the following procedure;

- A. Recommendation to terminate a membership will be made to the Board;
- B. The Member whose membership has been recommended for termination shall be given written notice at least one (1) week prior to the Special Meeting of the Board called to discuss same;

- C. The Members shall have the opportunity to be heard at the Special Meeting of the Board or to submit a statement in writing;
- D. A decision to terminate a membership requires a two-thirds (2/3) vote of the Board.

3.7 REINSTATEMENT OF TERMINATED MEMBERSHIP

Any person whose membership has been terminated by the Board may, upon application, be reinstated as a Member if approved by the unanimous decision of the Board.

3.8 LIMITATION ON THE LIABILITY OF MEMBERS

No Member, in his/her individual capacity, is liable for any debt or liability of the Society.

3.9 CONFLICT OF INTEREST REGARDING MEMBERS

The activities of the Society are not carried out for the purpose of personal financial gain of its Members.

3.10 ARBITRATION AND/OR MEDIATION

Arbitration and/or mediation may be used by Members to resolve disputes arising out of the affairs of the Society. If the dispute is not resolved by mediation, the decision of the Arbitrator shall be binding on all parties.

ARTICLE 4 - MEETINGS

4.1 ANNUAL GENERAL MEETING

4.1.1 An Annual General Meeting of the Membership ("AGM") will take place on or before October 31st in each year at the place, day and time as established by the Board in consultation with School Administration.

4.1.2 Written Notice shall be given to all Members at least fourteen (14) days prior to the meeting unless a Special Resolution will be proposed, then no less than 21 days notice will be required.

4.1.3 The Agenda for the Annual General Meeting shall include:

- A. the President's report of the previous year's activities;
- B. the Treasurer's report and the Audited Financial Statements;
- C. the election of officer's for the upcoming school year;
- D. the appointment of either
 - a. a professional auditor to audit the financial statements or

- b. two individuals to review the financial statements pursuant to Clause 6.2.2
- E. any other business of the Society; except that no vote shall be taken upon any matter for which notice of a Special Resolution is required, unless such notice has been given.

4.1.4 Quorum

Quorum at an Annual General Meeting of the Membership shall be 6 Members, 3 of whom must be Officers, 1 of whom must be an Associate Member and 2 must be voting Members. If quorum cannot be attained at the meeting, a General Meeting (GM) 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 a quorum for the purposes of conducting Annual General Meeting business such as election of Officers and approval of financial statements.

4.1.5 Voting

Voting shall be made by Members, as qualified in Article 3.1, by a show of hands unless a ballot is requested by any four (4) Members in attendance and entitled to vote. Any resolution or motion presented for a vote at a Meeting shall be deemed approved when supported by a simple majority. During the election of the Directors, a secret ballot is needed when two or more people are nominated for the same position. If there is only one person nominated, the position may be filled by acclamation. Such votes must be made in person and not by proxy or otherwise.

4.2 SPECIAL MEETINGS

4.2.1 Calling of a Special Meeting

A Special Meeting shall be called by the President or Secretary upon the receipt of:

- A. a resolution of the Board to that effect; or
- B. a resolution of the School Council or;
- C. a written request of at least one-third (1/3) of the Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

4.2.2 Written notice shall be given to all Members at least fourteen (14) days prior to the meeting.

4.2.3 The Agenda for the Special Meeting will consist of only those matters set out in the notice for the Special Meeting.

4.2.4 Quorum

Attendance by at least four (4) Members present and entitled to vote, as outlined in Article 3.1, is a quorum. The majority of those Members present must be Parents.

4.2.5 Voting

Voting shall be made by Members, as qualified in Article 3.1, by a show of hands unless a ballot is requested by any four (4) Members in attendance and entitled to vote. Any resolution or motion presented for a vote at a Meeting shall be deemed approved when supported by a simple majority. Such votes must be made in person and not by proxy or otherwise.

4.3 REGULAR MEMBERSHIP MEETINGS

4.3.1 Calling Meetings

There shall be a minimum of six (6) meetings held between Annual General Meetings at the time and place determined by the President, upon consultation with the School Council. Additional meetings may also be held when requested by Members of the Board. Written notice of Regular Membership Meetings will be given a minimum of seven (7) days in advance.

4.3.2 Quorum

Attendance by at least four (4) Members present and entitled to vote, as outlined in Article 3.1, is a quorum. The majority of those Members present must be Parents.

4.3.3 Voting

Voting will follow the procedure in Article 4.2.5.

4.4 ADJOURNMENTS OF MEETINGS

Any meetings of the Society may be adjourned at any time. The Adjourned Meeting conducts only the unfinished business from the initial Meeting. No notice is necessary for any Adjourned Meeting.

4.5 ROBERT'S RULES OF ORDER

Robert's Rules of Order shall have final jurisdiction in the governing procedures at the meetings of the Society so long as they are not inconsistent with the provision of the Act or these Bylaws.

ARTICLE 5 - BOARD OF DIRECTORS

"Board of Directors," "Executive," or "Board" shall mean the Board of Directors of the Society.

5.1 POWERS OF THE BOARD

5.1.1 The Board is responsible for:

- A. carrying out the Objectives of the Society in consultation with the School Council;
- B. carrying out the day-to-day administration of the Society's activities;
- C. carrying out the requirements of these Bylaws;
- D. carrying out directions given it from the Members by a motion passed;
- E. the development and review of policies and procedures to guide and assist the Society in carrying out its Objective(s);
- F. appointing short term (Ad Hoc) committees as required.

5.1.2 No Officer, Director or Member shall take it upon themselves to commit the time, resources, or finances of the Society or its' Board without prior approval of such a commitment by the Board.

5.2 COMPOSITION, DUTIES AND RESPONSIBILITY OF THE BOARD

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

5.2.1 Officers: President, Vice-President, Secretary and Treasurer. These positions are mandatory.

5.2.1.1 President:

- A. oversees all Society activities;
- B. Works with the Principal to set meetings and agendas
- C. when present, Presidents all meetings of the Society and the Board;
- D. assists on committees as required;
- E. acts as the Spokesperson for the Society;
- F. carries out other duties as determined by the Membership and/or Board.

5.2.1.2 Vice-President:

- A. assumes all responsibilities of the President in the President's absence;
- B. assists on committees as required;
- C. carries out other duties as determined by the Membership and/or Board.

5.2.1.3 Secretary:

- A. attends meetings and keeps accurate minutes of the Society and Board;
- B. maintains a record of attendance (names and contact information) for all meetings;
- C. sends all notices of various meetings as required;
- D. assists the President and Treasurer in filing the Annual Return with Corporate Registry;
- E. carries out other duties as determined by the Membership and/or Board.

5.2.1.4 Treasurer:

- A. receives and deposits all monies paid to the Society;
- B. properly accounts for the funds of the Society and keeps accurate records;
- C. present detailed account of revenues and expenditures at the Board Meetings;
- D. makes sure an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting pursuant to Clause 6.2.2;
- E. file all necessary documents relating to casino matters;
- F. carries out other duties as determined by the Membership and/or Board.

5.2.2 Directors: A maximum of 10 Directors at Large, including coordinators, will be filled provided there are Members willing to do so. These positions are optional.

5.2.2.1 Fundraising Coordinator:

- A. coordinates fundraising activities;
- B. assist the President and Treasurer in filing all necessary documents relating to fundraising matters;
- C. assists on committees as required;
- D. carries out other duties as determined by the Membership and/or Board.

5.2.2.2 Casino Coordinator:

- A. coordinates casino activities;
- B. assist the President and Treasurer in filing all necessary documents relating to casino matters;
- C. assists on committees as required;
- D. carries out other duties as determined by the Membership and/or Board.

5.2.2.3 Other Officers or Directors-in-Standing:

The duties of all other Officers or Directors-in-Standing of the Society shall be such as the terms of their engagement call for, or the Board requires of them.

5.3 ELECTION OF BOARD

5.3.1 Officers and Directors are elected at the Annual General Meeting.

5.3.2 Nominations for Officers and Directors may only include those candidates who have consented to their candidacy and;

- A. candidate names submitted by a nominations committee: or;
- B. candidate names nominated from the floor at the Annual General Meeting.

5.3.3 Voting will be done as in Article 4.1.5.

5.4 TERMS OF OFFICE

- A. each Officer or Director will hold office until the following Annual General Meeting;
- B. the term of office will commence when elected;
- C. an individual may hold the same position for a maximum of two (2) consecutive years unless no new candidate is nominated for that position.

5.5 REMOVAL OF BOARD

5.5.1 The Board may remove from office any Officer or Director:

- A. by a vote of two-thirds (2/3) of the Board;
- B. after first notifying the Officer or Director in question of the charge or complaint against him;
- C. after the Officer or Director has been given an opportunity to be heard or to submit a statement in writing;
- D. for conduct deemed to be improper, unbecoming, or likely to endanger the interest or reputation of the Society;
- E. for willfully committing a breach of the Bylaws;
- F. is found or becomes of unsound mind or is the subject of a certificate of incapacity issued under the Mental Health Act;
- G. is convicted of an indictable offense for which he is liable to imprisonment, or
- H. who ceases to qualify as a Member of the Society.

5.5.2 The Members may remove from office any Officer or Director:

- A. by presenting their case at a Board Meeting;
- B. after the Officer or Director has been given an opportunity to be heard or to submit a statement in writing;
- C. if the issue is not resolved through mediation, the Board may then request that the Officer or Director resign;
- D. if the Officer or Director wishes to present his/her case to the Members, a Special Meeting may be called.

5.6 VACANCIES

The Board shall declare an Officer or Director's office vacated if he/she:

- A. ceases to be a Member of the Society;
- B. is removed from office by the Board or Members;
- C. resigns his/her office; or
- D. misses three (3) consecutive meetings of the Board and/or Society.

5.7 FILLING VACANCIES

- A. The Board may appoint a successor to hold office until the next Annual General Meeting, or call a Special Meeting to elect an individual to that position.
- B. The Board is only permitted to appoint up to 20% of the elected Board membership in any membership year.

5.8 MEETINGS OF THE BOARD

5.8.1 The Quorum

Quorum shall be a simple majority of the Board; and one of those in attendance must be the President or Vice-President.

5.8.2 Calling Meetings

Meetings of the Board shall be held as often as may be required and shall be called by the President. A Board Meeting may be called on request of any two (2) members of the Board. Board Members must be given a minimum of three (3) days notice for such a meeting.

5.8.3 Notice of Meetings will:

- A. not be required for a meeting held immediately following the Annual General Meeting at which the Directors were elected and held solely for organizational purposes.
- B. be given to each Director at least three (3) days prior to the meeting.

5.8.4 Voting will be:

- A. by show of hands unless a ballot is requested by any Director; and
- B. decided by a simple majority. Such votes must be made in person and not by proxy or otherwise.

5.8.5 Ratifying Decisions of the Board:

Decisions of the Board shall be ratified at the next regularly called Membership Meeting; otherwise such business shall be null and void.

5.8.6 Resolutions that require action between Meetings can be dealt with by:

- A. a resolution in writing signed by all the Directors and a minimum of two (2) Active Members as defined in Article 2.1.6; personally shall be as valid and effectual as if it had been passed at a meeting duly called and convened;
- B. if there is a time deadline, voting may be held through a telephone and/or e-mail poll to each Director and a minimum two (2) Active Member

ARTICLE 6 - FINANCE AND OTHER MANAGEMENT MATTERS

6.1 THE REGISTERED OFFICE

The Registered Office of the Society is located in the R.T. Alderman School, 725 Mapleton Dr SE, Calgary, AB T2J 1S1

6.2 FINANCE AND AUDITING

6.2.1 The Fiscal Year of the Society shall begin September 1st of a year and end August 31st of the next year.

6.2.2 Audit

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 (2) Members of the Society, one of whom should not be the Treasurer. A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting of the Society.

6.2.3 Approval of Expenditures

All expenditures must be pre-approved by the Board.

6.2.4 Signing Authority

- A. Cheques - The President, Vice-President, Treasurer and Secretary are eligible to have signing authority on all cheques drawn on the funds of the Society. Two (2) signatures are required on all cheques. At any time, at least three (3) shall be current signatories. Any cheque payable to a signing Director shall not be signed by him/herself.
- B. Contracts - The Directors of the Society are not allowed to enter into a contract without the approval of the Principal and the Calgary Board of Education. Contracts, instruments or other documents evidencing commitments or obligations of the Society shall be signed by the President.

6.3 BORROWING POWERS

The Board has no legal right under any circumstances to borrow funds in the name of the Society.

6.4 PAYMENTS

6.4.1 No Member, Director or Officer of the Society shall receive any payment for his/her services as a Member, Director or Officer.

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

ARTICLE 7 - AMENDING THE BYLAWS

7.1 These Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General Meeting or Special Meeting, pursuant to Article 4.

7.2 The fourteen (14) day notice of the Annual General Meeting or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

7.3 The Amended Bylaws take effect after approval by the Corporate Registry in Alberta.

ARTICLE 8 - PROTECTION AND INDEMNITY OF DIRECTORS

8.1 Every Director and Officer of the Society in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8.2 Each Director and Officer holds office with protection from the Society. The Society indemnifies each Director and Officer, or former Director or Officer, and his/her heirs and legal representatives, against all costs, charges and expenses that result from any act done in his/her role for the Society, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

8.3 The Society may also indemnify such person in such other circumstances as any applicable statutory enactment or law permits. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this bylaw.

8.4 No Director or Officer is liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested. No Director or Officer is responsible for any loss or damage arising from the bankruptcy, insolvency or wrongful acts of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in his/her role for the Society unless the act is fraud, dishonesty or bad faith.

8.5 Directors and Officers can rely on the accuracy of any statement or report prepared by the Society Auditor or other Advisors. Directors and Officers are not held liable for any loss or damage as a result of acting on that statement or report.

8.6 The Society at all times shall maintain liability insurance and directors and officers liability insurance.

ARTICLE 9 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

9.1 The Society does not pay any dividends or distribute its property among its Members.

9.2 The dissolution and/or winding up of the Society shall be in accordance with the Societies Act (Alberta), except that any funds or assets remaining after paying all debts shall be distributed as follows:

9.2.1 Non Gaming proceeds shall be transferred to the School.

9.2.2 Gaming proceeds:

- A. must be donated to another eligible nonprofit entity or charitable organization in accordance with the Gaming and Liquor Act (Alberta), or
- B. transferred in trust to the School until such time as the assets can be transferred from the School to another eligible nonprofit entity or charitable organization
- C. approved by the Board;

9.2.3 In no event do any Members receive any assets of the Society.

ARTICLE 10 - SEAL OF THE SOCIETY

10.1 The Association has not adopted an Association Seal.

ARTICLE 11 - THE KEEPING AND INSPECTION OF THE BOOKS AND RECORDS

11.1 Books and records of the Society shall be maintained at the School, or at such other place that the Board may from time to time determine due to the Freedom of Information and Privacy Act requirements instituted by the Calgary Board of Education, Government of Alberta and the Government of Canada.

11.2 The Secretary will keep a copy of the Minute Book and is responsible for recording minutes of all meetings of the Members and the Board.

11.3 The Board is ultimately responsible for keeping all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other provincial laws including, but not limited to, the following:

- A. Certificate of Incorporation;

- B. The Society's Object and any Special Resolution amending the Object;
- C. The Bylaws and any Special Resolution amending the Bylaws; and
- D. Audited financial statements; and
- E. Agendas, attendance logs and minutes for all Membership and Board meetings.

11.4 Inspections

The Books and Records of the Society:

- A. shall at all times be accessible to Members of the Board;
- B. may be inspected by any Members of the Society at the Annual General Meeting;
- C. may be inspected at any time at the registered office of the Society upon giving reasonable notice and arranging a time satisfactory to the Director or Directors having charge of same; or
- D. may be inspected by a person who is not a Member of the Society if conferred by law or authorized by the Board

ARTICLE 12 – THE SOCIETIES ACT

The Society and its Members shall at all times comply with the provisions of the Act.

Dated this 4th day of October 2023