

Friends of Colonel Macleod Society

Corporate Access Number 50711943

Society Bylaws

1. Purpose

A. The purpose of the Society is to provide financial support to the School Council in the execution of its mission.

2. Membership

A. Any person having a vested interest in the educational well-being of Colonel Macleod School students, 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 meeting of the Society. The majority of the members of the Society will be parents or guardians of students currently attending Colonel Macleod School. All parents or guardians of students currently attending Colonel Macleod School are welcome to sign a form that will be made available to interested parents and may become members of the Society for 1 (one) year from signing.

B. Any member wishing to withdraw from membership may do so upon a notice in writing or verbally to the Board through its Secretary. Membership must be renewed annually. Any member, upon a majority vote of all members of the Society in good standing and present at a Special Meeting called for that purpose, may be suspended or expelled from membership for any cause which the Society may deem reasonable.

C. Any member having a personal pecuniary gain or conflict of interest in any matter being discussed by the Society is required to declare such and absent himself/herself from any discussion or vote on such matter.

3. Associate Membership

A. The Principal and Staff Members of Colonel Macleod School will be considered to have an Associate Membership and shall serve as resource people and in an advisory capacity to the Society. As Associate Members, the Principal and all other Staff Members may attend meetings by invitation of the Board, and will not have voting rights at any meeting of the Society. Neither the Principal nor any Staff Member shall have signing authority for the Society. 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 Society.

4. Board of Directors

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

Friends of Colonel Macleod Society

Corporate Access Number 50711943

Society Bylaws

COMPOSITION OF THE BOARD

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

1. Officers: President; Vice President(s); Secretary, Treasurer – These positions are mandatory.
2. Directors: A maximum of Three (3) Directors at Large – These positions are optional, and will be filled provided there are members willing to do so.

President

The President shall have general knowledge of all activities of the Society. He/she will be an ex-officio member of all Committees. The President shall be copied on all Society communications and will review any communications to the parent body, school community or public prior to distribution and shall include the Vice President in same. The President will carry out other duties assigned by the Society. He/she shall, when present, preside at all meetings of the Society and of the Board. The President will be the chief spokesperson for the Society, unless otherwise delegated. The President shall have a vote at any meeting. In the case of a tie, the motion is defeated. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

Vice President

The Vice President shall assist the President in all Society activities. He/she will preside at meetings in the President's absence and will replace the President at various functions when asked to do so by the President. He/she will be copied on all Society communications and will review any communications to the parent body, school community or public prior to distribution and shall include the President in same. The Vice President will carry out other duties assigned by the Society, and, in the event of resignation, incapacity or extended leave of absence of the President, shall fulfill the President's responsibilities.

Secretary

It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. In case of the absence of the Secretary, his/her duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence and/or documentation of the Society and be under the direction of the President and the Board.

The Secretary shall also keep a Record of Members of the Society and their contact information, and shall send all Society correspondence/notices as required.

Treasurer

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

Friends of Colonel Macleod Society

Corporate Access Number 50711943

Society Bylaws

order. He/she shall properly account for the funds of the Society and keep such books as may be directed and disburse funds as required. He/she 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 a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. The signing authorities of the financial accounts will be any two of the elected Officers of the Society.

B. The Board shall, subject to the by-laws 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, and meetings of the Board shall be held as often as may be required, and shall be called by the President.

C. Any Director or Officer may resign his/her position by providing written notice to any two Board members.

D. Any Director or Officer may be removed from the Board at any time with cause 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 Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society without signing authority, elected or appointed for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society. The fiscal year of the Society in each year shall be September 1st to August 31st.

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.

7. Meetings

A. A Regular Meeting of the Board shall be called at the frequency determined by the Board which will permit their duties to be accomplished. Regular Meetings of the Board will be announced to all Board Members by providing no less than ten (10) days notice in writing or three (3) days notice by telephone or email. Four (4) Board Members, two (2) of whom must be elected Officers of the Society shall constitute a quorum at any Regular Meeting of the Board. Regular Meetings of the Board may be held without notice if a quorum of the Board is present provided, however, that any business transactions shall be ratified at the next Regular Meeting of the Board; otherwise they shall be null and void. A topic to be

Friends of Colonel Macleod Society
Corporate Access Number 50711943
Society Bylaws

discussed at a Regular Meeting of the Board may be deemed to be “in camera”, or closed to all but elected Officers/Directors if the Board determines, by a majority vote of those present, the topic to be of a personal, sensitive or confidential nature.

B. A Special Meeting of the Board shall be called by the Secretary upon the instructions of any two (2) Board Members, by providing no less than ten (10) days notice in writing or three (3) days notice, by telephone or email, to all Board Members setting forth the reasons for calling such meeting. Any four (4) Board Members shall constitute a quorum at a Special Meeting of the Board. A Special Meeting of the Board may be deemed to be “in camera”, or closed to all but elected Officers/Directors if the Board determines, by a majority vote of those present, the content of the meeting to be of a personal, sensitive or confidential nature.

C. There will be an Annual General Meeting of the Society (AGM) on or before May 31st in each year, by providing fourteen (14) days notice in writing in the school newsletter, website, by telephone or email. If a Special Resolution will be proposed, twenty-one (21) days notice will be required. Only the matters set out in the notice for the AGM are considered at the AGM. At this meeting there shall be elected a President, Vice-President(s), Secretary, Treasurer, and optionally three (3) Directors. The Officers and Directors so elected shall form a Board, and shall serve until their successors are elected and installed. Four (4) members, three (3) of whom must be voting members, shall constitute a quorum at an Annual General Meeting. If quorum cannot be attained at the meeting, whoever attends the next regularly scheduled meeting of the Society will constitute quorum for the purposes of conducting Annual General Meeting business such as election of officers and approval of financial statements.

D. A Special General Meeting of the Society (SGM) shall be called if a Special Resolution is proposed at a time other than the Annual General Meeting (AGM). Special General Meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board by providing twenty-one (21) days notice in writing in the school newsletter or website, or, by telephone or email, specifying the intention of the Special Resolution. Only the matters set out in the notice for the SGM are considered at the SGM. Seven (7) members, four (4) of whom must be voting members and two (2) of whom must be elected Officers of the Society, shall constitute quorum at a Special General Meeting of the Society.

E. A Regular Meeting of the Society may be called at the discretion of the Board. Regular Meetings of the Society shall be announced to all members in good standing by providing ten (10) days notice in writing in the school newsletter, website, or by telephone or email. Five (5) members, three (3) of whom must be voting members, excluding the Principal and designated Staff member, two (2) of whom must be elected Officers of the Society, shall constitute a quorum at a Regular Meeting of the Society.

Friends of Colonel Macleod Society

Corporate Access Number 50711943

Society Bylaws

F. A Special Meeting of the Society shall be called by the Secretary upon the instructions of the President or Board, by providing ten (10) days notice in writing in the school newsletter, website, by telephone or email, setting forth the reasons for calling such meeting. Any five (5) members, three (3) of whom must be voting members, shall constitute a quorum at a Special Meeting of the Society.

Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Society or 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.

8. Election Process

A. Board members are elected by the voting members at an AGM held annually on or before May 31st. Candidates must be voting members in good standing. Notification of the nomination procedure will be included with the notice of the election.

B. The term of office shall be from time of election to the next AGM unless written notice of resignation is submitted to the Board. The maximum number of consecutive terms, in the same Officer or Director Position on the Board, shall be five (5) consecutive terms, unless a suitable candidate to replace the Officer or Director does not step up for nomination by the next Regular meeting. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting.

9. Voting

A. Any voting member who has not withdrawn from membership nor has been neither suspended nor expelled shall have the right to vote at any regular, general or special meeting of the Society. Such votes must be made in person and not by proxy or otherwise. Members will vote by show of hands or by secret ballot where fifty-one percent (51%) and greater than, will be considered the majority, except in the case of a Special Resolution where not less than seventy-five percent (75%) vote in favour is required.

10. General Management

A. The registered office of the Society is located within the school. The mailing address for all communication or correspondence shall be the registered office of the Society.

B. 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 request. Such inspection may only take place at the registered office of the Society, in the presence of a Board member, and dual control (two people present, one of whom is a Board member) will be maintained at all times.

Friends of Colonel Macleod Society
Corporate Access Number 50711943
Society Bylaws

11. 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 his/her services.

12. 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.

13. Society Seal

A. The Society has not adopted a Society Seal.

14. Insurance

A. For the purpose of carrying out its objectives, the Society will annually review and carry liability insurance as deemed necessary by the Board, or if required by the policies of the school.

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.

16. Special Resolution

A. Special Resolution will mean a resolution passed at a General Meeting of which not less than twenty-one (21) days notice in the school newsletter, on the school website, by telephone or email specifying the intention to propose the resolution has been duly given, and by the approval of not less than seventy-five percent (75%) of those members, entitled to vote, in attendance.

17. Conflict Resolution

A. If at any time, ten (10) members, or greater than fifty per cent (50%) of the Board members of the Society are of the opinion that the Society is in a state of conflict such that

Friends of Colonel Macleod Society

Corporate Access Number 50711943

Society Bylaws

its operation is significantly impaired, they may deliver a written "Special Meeting of the Society" request signed by them to all Executive members. The President will call a Special Meeting of the Society, providing due notice as stated, and members in attendance will have an opportunity to hear and discuss the issues causing conflict. On motion, seconded by any Society member in attendance at the Special Meeting, a vote shall be held respecting a proposed resolution to the conflict, 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.

18. Bylaws

A. The Society bylaws and operations will be in accordance with the laws of Alberta, the Societies Act and any other governmental legislation relating to its operation and objectives.

B. The By-Laws may be rescinded, altered or added to by a "Special Resolution" of the members. Changes to the bylaws do not come into effect until the Special Resolution(s) is registered at Corporate Registries. A Special Resolution(s) sent to the Corporate Registries shall be dated and verified by a person authorized by the Society. All members are responsible for behaving in accordance with the bylaws and objectives of the Society.

C. Any question regarding the proper application and interpretation of these bylaws shall be determined by the chair of any Society meeting. The chair's decision may be appealed by a voting member and can be overturned by not less than seventy-five (75) percent majority vote at any Special Meeting called in accordance with the Conflict Resolution clause in these bylaws.

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 Colonel Macleod School with the exception of gaming proceeds. All remaining gaming proceeds, after payment of all debts and liabilities, shall be disbursed to eligible charitable groups or purposes as per Alberta Gaming and Liquor Commission regulations.

Approved by Special Resolution by not less than seventy-five percent (75%) of Society voting members present at a General Meeting held on _____, 20____.

**Friends of Colonel Macleod Society
Corporate Access Number 50711943
Society Bylaws**

Signature of Secretary

Signature of President

Printed Name

Printed Name