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**SPECIAL RESOLUTION**

I hereby certify that the following special resolution was passed at a meeting of the members of  
THE FRIENDS OF TOM BAINES SCHOOL SOCIETY on November 21<sup>st</sup>, 2022.

The by-laws were changed as follows:

The existing by-laws are repealed. They are replaced by the attached by-laws.

Date: December 12<sup>th</sup>, 2022

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

*Margo Weber*

*Margo Weber*

*Vice - Chair.*

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Corporate Registry

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Corporate Registry

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Registrar of Corporations  
Province of Alberta

SD. 7641

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Corporate Registry

## The Friends of Tom Baines School Society

Name of Group

**507029668**

Corporate Access Number (CAN)

### **Society Bylaws**

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#### **1. Membership**

- A. Any person having a vested interest in the educational well-being of students enrolled in Tom Baines School, residing in Alberta, being of the full age of 18 years, and is in good standing with the Association, is eligible to become a Member of the Association with voting privileges at any General Meeting of the Association Membership.
- B. The majority of the Members of the Association will be parents or guardians of students currently enrolled in Tom Baines School.
- C. Membership must be renewed annually. Membership fees, if any, in the Association shall be determined from time to time by the Members at an Annual General Meeting. Membership assumed for all parents/guardians of current students of Tom Baines unless the individual has expressed a desire not to be a member.
- 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 Association 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 Association may deem reasonable.

#### **2. Associate Membership**

- A. The Principal and staff members of Tom Baines 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.
- C. Neither the Principal nor any staff member shall have signing authority for the Association.
- 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 Association.

CR2202134 0038

# **The Friends of Tom Baines School Society**

Name of Group

**507029668**

Corporate Access Number (CAN)

## **Society Bylaws**

### **3. Board of Directors**

- A. "Board of Directors," "Executive," or "Board" shall mean the Board of Directors of the Association.

#### **COMPOSITION OF THE BOARD**

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

1. **Officers:** Chair, Vice-Chair, Secretary, and 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 5 Directors at Large – These positions are optional, and will be filled provided there are Members willing to do so.

#### **a. Chair**

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

- i. The Chair shall call all Meetings of the Board, and shall preside at all General Meetings of the Membership and Meetings of the Board.
- ii. The Chair will be the chief spokesperson for the Association, unless otherwise delegated.
- iii. The Chair shall be copied on all Association communications and will review any communications to the membership, parent body, School community or public prior to distribution and shall include the Vice-Chair in same.
- iv. The Chair shall not have a vote at any meeting.
- v. The Chair will be an ex-officio member of all Committees.

#### **b. Vice-Chair**

- i. The Vice-Chair shall assist the Chair in all Association activities and will carry out other duties assigned by the Chair.
- ii. In the event of absence, resignation, incapacity or extended leave of absence of the Chair, the Vice-Chair shall fulfill the responsibilities of the Chair until the next elections at the AGM. The Chair's position remains vacant until the new Chair is elected.
- iii. In the absence of both the Chair and the Vice-Chair from meetings, a Chair may be elected or appointed at the meeting to preside.
- iv. The Vice-Chair will be copied on all Association communications and will review any communications to the membership, parent body, School community or public prior to distribution.

#### **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, his/her duties shall be discharged by such Officer or Director as may be appointed by the Board.

# The Friends of Tom Baines School Society

Name of Group

**507029668**

Corporate Access Number (CAN)

## **Society Bylaws**

- iii. The Secretary shall have charge of all the correspondence and/or documentation of the Association and be under the direction of the Chair and the Board.
- iv. The Secretary shall keep a Register of Members of the Association and their contact information, as required by the *Societies Act*, and shall send all Association correspondence/notices as required.

### **d. Treasurer**

- i. The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of the 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 Association, keep such books as may be directed and disburse funds as required.
- 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 Association and shall submit a copy of same to the Secretary for the records of the Association.
- 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 Association.

### **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 Association.
- 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 Association's plan and annual review.
- viii. Review the annual budget for the Association 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 Association.
- 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.
- 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.

# **The Friends of Tom Baines School Society**

Name of Group

**507029668**

Corporate Access Number (CAN)

## **Society Bylaws**

- 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 Association.
- C. Any Director or Officer may resign his/her position by providing written notice to the Board.
- 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 Association will be served.

### **4. 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 Association without signing authority, elected or appointed for that purpose at a 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 Association in each year shall be August 1st to July 31st.

### **5. 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.

### **6. 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.

#### **General Meetings of the Membership**

- A. **Annual General Meeting of the Membership (AGM)**
  - i. An Annual General Meeting of the Membership (AGM) will take place on or before October 31st in each year, by providing no less than 21 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.

SD. 7641

# **The Friends of Tom Baines School Society**

Name of Group

**507029668**

Corporate Access Number (CAN)

## **Society Bylaws**

- iii. At this meeting, there shall be elected a Chair, Vice-Chair, Secretary, Treasurer, (or Secretary-Treasurer), and optionally 5 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 6 Members, 4 of whom must be voting Members.
- v. 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 quorum for the purposes of conducting Annual General Meeting business such as election of Officers, determining signing authority, and approval of financial statements.

### **B. Regular General Meeting of the Membership (RGM)**

- i. A Regular General Meeting of the Membership (RGM) may be scheduled at the request of the membership at an Annual General Meeting of the Membership.
- ii. Regular General Meetings of the Membership shall be announced to all Members in good standing by providing no less than 7 days' notice in writing using a newsletter, website, email, text and/or social media.
- iii. Quorum at a Regular General Meeting of the Membership shall be 6 Members, 4 of whom must be voting Members and 2 of whom must be elected Officers of the Association.

### **C. Special General Meeting of the Membership (SGM)**

- i. A Special General Meeting of the Membership (SGM) may be called at any time by the Secretary upon the instructions of the Chair or Board by providing no less than 21 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.
- iii. Quorum at a Special General Meeting of the Membership shall be 6 Members, 4 of whom must be voting Members and 2 of whom must be elected Officers of the Association.

## **Meetings of the Board**

### **D. 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 Association are allowed to attend and observe Regular Meetings of the Board. At the discretion of the Chair, members may participate in discussions and ask questions, and shall 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 7 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 6 Board Members, 4 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.

CR2202134 0042

# **The Friends of Tom Baines School Society**

Name of Group

**507029668**

Corporate Access Number (CAN)

## **Society Bylaws**

- 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.

### **E. Special Meeting of the Board**

- i. A Special Meeting of the Board shall be called by the Secretary upon the instructions of any 2 Board Members, by providing no less than 7 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 4 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.

## **7. Special Resolution**

Definition of a Special Resolution states:

- a. a resolution passed at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given and by a vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.
- b. a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or
- c. a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

## **8. Election Process**

- A. Board Members are elected by the voting Members at an AGM held annually on or before October 31st.
- B. Candidates must be voting Members in good standing.
- C. Notification of the nomination procedure will be included with the notice of the election.
- 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 6 consecutive terms.
- F. Any vacancy occurring during the year may be filled at the next meeting, provided it is so stated in the notice calling such a meeting, with the exception of the position of Chair.

# **The Friends of Tom Baines School Society**

Name of Group

**507029668**

Corporate Access Number (CAN)

## **Society Bylaws**

### **9. Voting**

#### **A. General Meetings of the Membership**

- i. Any voting Member, including each Member of the Board excluding the chair except in the case of a tie, 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 only by persons attending the meeting, whether physically or virtually 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 #7)

#### **B. Meetings of the Board**

- i. Only each Member of the Board will have 1 vote, excluding the Chair (See Clause 3.A.2.a.iv Chair) at all Meetings of the Board.
- ii. Such votes must be made only by persons attending the meeting, whether physically or virtually and not by proxy or otherwise.
- iii. Members will vote by show of hands where 50% + 1 will be considered the majority.
- iv. The Chair 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 Chair may cast a vote (see Clause 3.A.2.a.iv Chair).**

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

### **10. General Management**

#### **A. The registered office of the Association is located within the School.**

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

#### **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 Association upon reasonable request, including the reason for inspection.**

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

### **11. Remuneration**



# **The Friends of Tom Baines School Society**

Name of Group

**507029668**

Corporate Access Number (CAN)

## **Society Bylaws**

Unless authorized at any meeting and after notice for the same shall have been given, no Officer, Director or Member of the Association shall receive any remuneration for his/her services.

# **The Friends of Tom Baines School Society**

Name of Group

**507029668**

Corporate Access Number (CAN)

## **Society Bylaws**

### **12. Borrowing Powers**

For the purpose of carrying out its objectives, the Association 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 Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

### **13. Association Seal**

The Association has not adopted an Association Seal.

### **14. Insurance and Indemnity**

- A. **Insurance:** For the purpose of carrying out its objectives, the Association will annually review and carry liability insurance as deemed necessary by the Board, or if required by the policies of the School or School Board.
- B. **Indemnity:** Provided appropriate insurance is in place, each Officer and Director holds office with protection from the Association.
  - i. The Association indemnifies each Officer and Director against all costs or charges that result from any act done in her/his role for the Association.
  - ii. The Association 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 Association.
  - v. No Officer or Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.

### **15. Privacy**

- A. The Association shall not collect, use, share or store personal information for purposes other than those of Association business, and shall destroy it appropriately once it is no longer needed.
- B. The Association will adhere to *Personal Information Protection Act* (PIPA) guidelines as required by Alberta legislation, and voluntarily where appropriate.

### **16. Conflict Resolution**

- A. If at any time 10 Members, or 5 Members and greater than 50% of the Board Members, of the Association are of the opinion that the Association is in a state of conflict such that its operation is significantly impaired, they may deliver a written "Special General Meeting of the Membership" request signed by them to all Board Members.

# **The Friends of Tom Baines School Society**

Name of Group

**507029668**

Corporate Access Number (CAN)

## **Society Bylaws**

- B. Upon receipt of such, the Chair 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 conflict.
- C. On motion, 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 Association 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 Association.
- B. The Association Bylaws and operations will be in accordance with the laws of Alberta, the *Societies Act* and any other governmental legislation relating to the Association'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 Association.
- D. Any question regarding the proper application and interpretation of these Bylaws shall be determined by the Chair of any Association 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 called in accordance with the Conflict Resolution clause in 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 Association**

- A. In the event of the dissolution (closing) of the Association, which shall require a Special Resolution of the membership, the assets remaining after payment of all debts and liabilities shall be transferred to Tom Baines 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.

CR2202134 0047