

FRIENDS OF HIDDEN VALLEY SCHOOL SOCIETY

BYLAWS

ARTICLE 1 – PREAMBLE 1.1 THE SOCIETY

The name of the society is the Friends of Hidden Valley School Society, which may also be known or referred to as the Friends of Hidden Valley School.

1.2 THE BYLAWS

The following articles set forth the Bylaws of the Friends of Hidden Valley School Society.

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. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 “Annual 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, guardians or legal custodians of students enrolled in the School and of children registered in a Kindergarten Program at the School.

2.1.8 “School” means the Hidden Valley School located at 10959 Hidden Valley Drive N.W., Calgary, Alberta, T3A 6J2.

2.1.9 “School Council” means the Hidden Valley School Council.

2.1.10 “School Year” means the period commencing at 12:00 a.m. on the first official day of school and ending at 11:59 p.m. on the day before the first official day of school the next year.

2.1.11 “Society” means the society known as the Friends of Hidden Valley School Society.

2.1.12 “Society Year” means the period on or before the last day of the month immediately its anniversary month.

2.1.13 “Special Meeting” means a special meeting of the Members.

2.1.14 “Special Resolution” means: a) a resolution passed: i.e.. at a meeting of which is not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given; and ii. by the vote of not less than seventy-five percent (75%) of those Members who are present and entitled to vote; b) a resolution proposed and passed as a Special Resolution at a meeting of which less than twenty-one days notice has been given, if a majority of the Members entitled to attend and vote at

the meeting agree to hold a vote; or c) a resolution consented to in writing by a majority of Members who would have been entitled at a meeting to vote on the resolution in person.

2.1.15 "Staff" means the persons who are employed at the School, including the Principal, Teachers and Support Staff.

2.1.16 "Support Staff" means persons employed at the School who are not employed in teaching positions.

2.1.17 "Teachers" means those persons including the Principal who are employed to teach students at the School.

2.2 INTERPRETATION in these Bylaws:

- a) the singular shall include the plural and plural the singular;
- b) the word "person" shall include corporations and societies; and
- c) masculine shall include the feminine.

ARTICLE 3 – MEMBERSHIP

3.1 MEMBERSHIP There are two categories of Membership:

- a) Parent Membership: All parents of the children attending the school or registered for Kindergarten for the following School Year are Members of the Society.
- b) Appointed Membership: From time to time one or more community members may be appointed as determined by the Board.

3.2 MEMBERSHIP FEES There are no membership fees to belong to the Society.

3.3 MEMBERSHIP YEAR The membership year is the Society Year.

3.4 VOTING PRIVILEGES OF MEMBERS The following Members are entitled to vote at any meeting of the Society:

- a) the Parent of the Student registered at the School for the current or following School Year;
- b) community Members.

3.5 TERMINATING MEMBERSHIP

3.5.1 A Parent Membership is terminated at the end of the Society Year when the Member's child is no longer a student registered in the School.

3.5.2 A Membership may be terminated by a Member submitting a letter of resignation to the Secretary. The date the letter is received will be the date the membership was terminated.

3.5.3 The Board has the authority to terminate a membership of a Member by Special Resolution so long as the Member whose membership has been recommended for termination shall be given written notice at least fourteen (14) days prior to the meeting of the society called to discuss same and is afforded the opportunity to be heard at the meeting.

3.6 REINSTATEMENT OF TERMINATED MEMBERSHIP Any person whose membership has been terminated by the Society may, upon application, be reinstated as a Member if approved by a unanimous decision of the Society.

3.7 LIMITATION OF THE LIABILITY OF MEMBERS No Member, in his individual capacity, is liable for any debt or liability of the Society.

3.8 CONFLICT OF INTEREST REGARDING MEMBERS The activities of the Society are not carried out for the purpose of personal financial gain of its Members.

ARTICLE 4 – MEETINGS

4.1 ANNUAL MEETING

4.1.1 The Annual Meeting will be held on or before the end of September of each year, at such time and at such place within the City of Calgary as shall be determined annually by the Board and in consultation with the Hidden Valley School Council.

a) The Agenda for the Annual Meeting shall include the election of Directors.

4.1.2 Written notice of the Annual General Meeting shall be given to the Members no less than fourteen (14) days prior to the meeting via School newsletter, e-mail notification and/or by posting on the Council and Society notice boards. No error or omission in giving notice of any Meeting invalidates the meeting or makes void any proceeding taken.

4.1.3 The Agenda for the Annual Meeting shall include:

- a) the Chair's report of the year's activities;
- b) the Treasurer's report and the Audited Financial Statements;
- c) the Board be given the authority to appoint an auditor prior to the next Annual Meeting; and
- d) 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 The order of business at the Meeting shall be at the discretion of the Chairperson.

4.2 SPECIAL MEETING 4.2.1 Calling of a Special Meeting

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

- a) a resolution of the Board to that effect;
- 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 Notice shall be given to all Members at least ten (10) days prior to a Special Meeting via e-mail and/or posting on the Council and Society notice board. No error or omission in giving notice of any Meeting invalidates the meeting or makes void any proceeding taken.

4.2.3 The Agenda for the Special Meeting will consist of only those matter(s) set out in the notice for the Special Meeting.

4.3 GENERAL MEETINGS

4.3.1 The Society shall hold monthly meetings from September to June at a time and place to be determined by the Society.

4.3.2. Unless the Bylaws, Articles or other governing documents expressly provide otherwise,

- a) a person entitled to attend a meeting of the Society or of its Board of Directors may attend the meeting by electronic means,
- b) a meeting of the Society or of its Board of Directors may be held entirely by electronic means,
- c) a person attending a meeting by electronic means under clause a or b who is entitled to vote at the meeting may vote by any electronic telephonic or other method that the Society has made available for that purpose, and
- d) a person attending a meeting by electronic means under clause A or B is deemed for the purposes of this bylaw to be present in person at the meeting.

4.3.2 Written notice of the General Meeting shall be provided to the membership no less than 7 days prior to the meeting via School newsletter, e-mail notification and/or by posting on the Council and Society notice boards.

- a) Notice of a meeting may be sent by electronic means in accordance with the provisions of the Society Act and the provisions of the Electronic Transactions Act.

4.3.3 The Board of Directors may appoint a day or days in any month or months for regular General Meetings. 4.3.4 Coordination with the Council's General Meetings is recommended.

4.3.5 Quorum

Attendance by a majority of the number of the Board of Director positions and two voting Members constitutes a quorum at any meeting.

4.3.6 Voting

Voting shall be by show of hands unless a ballot is requested by any five (5) Members entitled to vote. 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.

4.3.7 Voting Procedure

4.3.7.1 Decisions shall be made by way of voting on motions. The following procedure will be used when presenting a motion:

- a) A motion will be made by submitting it for inclusion on the meeting Agenda. The motion will then be seconded at the Council meeting.
- b) The group will be given an opportunity for discussion of the motion. Motions may only be discussed once it has been seconded at the meeting.
- c) The motion will be called to a vote, ending the discussion and no further discussion will be permitted on the motion

- d) The majority vote will prevail. The Chair will hold the deciding vote if required.
- e) Should there be abstentions to the vote, the number of abstentions will be recorded in the Minutes

4.4 ADJOURNMENT OF MEETINGS Any meetings of the Society may be adjourned at any time. The meeting to conclude business conducts only the unfinished business from the initial Meeting. No notice is necessary for any Meeting to conclude business.

ARTICLE 5 – BOARD OF DIRECTORS

5.1 POWERS OF THE BOARD

5.1.1 The Board is responsible for:

- a) carrying out the Objects 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 majority vote at any meeting properly called and constituted;
- e) the development and review of the job descriptions of the Directors; and
- f) appointing short term (Ad Hoc) committees.

5.2 COMPOSITION AND DUTIES OF THE BOARD OF DIRECTORS

5.2.1 The Board of Directors shall consist of the Chairperson, Vice-Chair, Secretary, Treasurer and Fundraising Director.

5.2.2 Any Member in good standing may be elected to the Board of Directors.

5.2.3 All positions may be held by two persons as co-directors in that position except Chairperson, Vice-Chair and Treasurer. Where co-directors hold a position, they must determine between themselves who will attend each meeting and perform the functions required.

5.2.4 The Board of Directors shall have the duties enumerated in articles 5.2.5 to 5.2.9.

5.2.5 Chairperson

The Chairperson will have the following responsibilities:

- a) oversees all Society activities;
- b) when present, chairs all meetings of the Society, and the Board;
- c) assists on committees as required;
- d) acts as the spokesperson for the Society; and
- e) oversees that an Annual Return to the Registrar is submitted on or before the last day of the month immediately following the Society's anniversary month;
- f) carries out other duties assigned by the Board.

5.2.6 Vice-Chair

The Vice-Chair shall assist the Chairperson and assume the duties of the Chair in his or her absence.

5.2.7 Secretary

The Secretary will have the following responsibilities:

- a) attends the meetings and keeps accurate minutes of the Society and Board;
- b) ensures that a record of names and contact information of all Members of the Society is kept;
- c) has charge of the Board's correspondence;
- d) keeps the Seal of the Society;
- e) causes notices of Society meetings to be given in accordance with these by-laws; and
- f) carries out other duties assigned by the Board.

5.2.8 Treasurer

The Treasurer will have the following responsibilities:

- a) establish and maintain bank accounts and books as directed by the Society;
- b) monitor, control and present all financial transactions of the Society;
- c) receive and deposit all monies of the Society prior to the next Society meeting and before the end of the Society Year;
- d) ensure that all debts of the Society are paid in a timely manner;
- e) prepare and report at each Society meeting a statement of financial position which includes a statement of revenue and expenditures for each fundraising event;
- f) make sure an audited statement of the financial position of the Society is prepared and presented at the Annual Meeting; and ensures submission of the Annual Return to the Registrar on or before the last day of the month immediately following the Society's anniversary month;
- g) carries out other duties assigned by the Board.

5.2.9 Fundraising Director

The Fundraising Director will have the following responsibilities:

- a) oversee all fundraising activities of the Society;
- b) coordinate fundraising activities and special projects;
- c) chair or assist on committees as required;
- d) work with the Council in the setting of realistic and proper fundraising projects;
- e) assist the Treasurer in tabulating money received from fundraising events throughout the year and to keep a record of those funds to assist in the preparation of the Annual Auditor's Report;
- f) provide the Treasurer with documentation to support the amount of money remitted;
- g) to ensure that all monies are remitted and forms sent to the Fundraising companies used throughout the year; and
- h) carry out other duties assigned by the Board.

5.2.10 AGLC Coordinator

The AGLC Coordinator ensures compliance with licensing conditions and works in conjunction with Alberta Gaming and Liquor Commission to obtain and maintain a gaming license for the Province of Alberta. The AGLC Coordinator shall have the following responsibilities:

- a) Ensures compliance with licensing conditions and works in conjunction with AGLC;

- b) Ensures proper Use of Proceeds from AGLC;
- c) Primary contact for volunteers for all AGLC initiatives and related shifts.

5.3 ELECTION OF DIRECTORS

Directors are elected at the Annual General Meeting.

- a) 5.3.1 Nominations for Directors may only include those candidates who have consented to their candidacy and: candidate names nominated from the floor at the Annual Meeting.

5.4 TERMS OF OFFICE Each Director will hold office for the Society Year.

5.5 REMOVAL OF DIRECTORS

5.5.1 The Board may remove from office any Director:

- a) by a vote of the majority of the Board;
- b) after the Director has been given an opportunity to be heard or to submit a statement in writing;
- c) after the 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; or
- e) or willfully committing a breach of the Bylaws.

5.5.2 The Members may remove from office any Director:

- a) by presenting their case at a Board Meeting;
- b) after the 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 Director resign;
- d) if the Director wishes to present his case to the Members, a Special Meeting may be called.

5.6 VACANCIES

The Board of Directors shall declare a Director's office vacated if the Director

- a) ceases to be a member of the Society;
- b) is removed from office by the Board of Members;
- c) resigns his office; or
- d) misses two (2) consecutive meetings of the Board.

5.7 FILLING VACANCIES The Board may appoint a successor to hold office until the next Annual Meeting.

ARTICLE 6 – COMMITTEES

6.1.1 Other than the Standing Committees, committees may be formed at the discretion of the Society.

6.1.2 Committees shall be appointed from members and shall act in an advisory capacity to the Board and Society unless powers are delegated under article 6.3.

6.1.3 The Society may delegate to any committee any or all of the Council's powers.

6.2 STANDING COMMITTEES

6.2.1 A Fundraising Committee will be established by the Board of Directors to identify fundraising opportunities that will financially support Council initiatives.

6.2.2 An Activities Committee will be established by the Board of Directors to promote the mandate agreed upon by the Society.

6.3 TRANSACTION OF BUSINESS

6.3.1 The powers of a committee may be exercised by a meeting of the committee at which a quorum is present.

6.3.2 Each committee shall have the power to fix its quorum and regulate its procedure.

6.3.3 All committees must report regularly to Council for approval of their plan to reach their objectives.

ARTICLE 7 – FINANCE AND OTHER MANAGEMENT MATTERS

7.1 THE REGISTERED OFFICE The Registered Office of the Society is located in the Hidden Valley School, 10959 Hidden Valley Drive N.W., Calgary, Alberta, T3A 6J2.

7.2 FINANCE AND AUDITING

7.2.1 The Fiscal year of the Society shall run from September 1 to August 31.

7.2.2 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 members of the Society. A complete and proper statement of the standing of the books for the previous year shall be submitted within 60 days from the end of the fiscal year.

7.3 PAYMENTS

7.3.1 No Member or Director of the Society receives any payment for his services as a Member or Director.

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

7.4 PROTECTION AND INDEMNITY OF DIRECTORS

7.4.1 Each Director holds office with protection from the Society. The Society indemnifies each Director against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director from acts of fraud, dishonesty, or bad faith.

7.4.2 No Director is liable for the acts of any other Director. No 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. No Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society unless the act is fraud, dishonesty or bad faith.

7.4.3 Directors can rely on the accuracy of any statement or report prepared by the Association's Auditor or other Advisors. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 8 – AMENDING THE BYLAWS

8.1.1 These Bylaws may be rescinded, altered, or added to by Special Resolution at any meeting provided notice of the meeting includes details of the proposed resolution to change the Bylaws.

8.1.2 The amended Bylaws take effect after approval by the Corporate Registry in Alberta.

8.1.3 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 9 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

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

9.1.2 If the Society is dissolved, any funds or assets remaining after paying all debts to be paid, will be distributed as per the Societies Act Section 33.

9.1.3 Approval of Expenditures: a) The Chair has authority to spend up to the amount of \$200 on expenditures for the Society or Council. b) Expenditures over \$200 must be pre-approved by the Society.

9.2 SIGNING AUTHORITY

9.2.1 Cheques

The Chairperson, Vice-Chair or Treasurer must sign all cheques drawn on the General Funds of the Society. Two signatures are required on all cheques. Any cheque payable to a signing Director shall not be signed by that person.

9.3 SEAL OF THE SOCIETY

9.3.1 The Board may adopt a seal as the Seal of the Society.

9.3.2 The Secretary has control and custody of the Seal, unless the Board decides otherwise.

9.3.3 The use of the Seal from time to time shall be determined by the Board.

9.4 THE KEEPING AND INSPECTION OF THE BOOKS AND RECORDS

9.4.1 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.

9.4.2 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 statute of 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;
- d) audited financial statements;
- e) Policies and Procedure Manual; and
- f) Job Descriptions.

9.4.3 Register The School administration will provide an accurate record of the children enrolled in the school and of children registered in a Kindergarten Program at the School and Parents who are the Members of the Society.

9.4.4 Inspection of The Books and Records of the Society shall at all times be accessible to members of the Board:

- a) may be inspected by any Member of the Society at the Annual Meeting;
- b) 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; and
- c) may be inspected by a person who is not a Member of the Society if conferred by law or authorized by the Board.

9.5 BORROWING POWERS

Money may be borrowed:

- a) for the purposes of carrying out the Society's Objects;
- b) with the approval of the School Council and Calgary Board of Education; and
- c) with the approval of a Special Resolution of the Members of the Society.

ARTICLE 10 – THE SOCIETIES ACT

These Bylaws were adopted by a majority of the Members on the 13 day of September, 2022. These Bylaws are certified to be in force following approval by Corporate Registries Alberta

effective the 13 day of September, 2022.

Date September 21, 2022 (write today's date)

Signature S. Parchewsky

Printed Name: Sarah Parchewsky, Title: Chairperson (title of person who signed)