

SCHEDULE "A"
STREMBITSKY PARENT FOUNDATION
Bylaws

ARTICLE 1 - MEMBERSHIP

- A. Persons eligible for Membership include all parents and guardians of the students enrolled at Michael Strembitsky School. Any person having a vested interest in the educational well-being of Michael Strembitsky School students, residing in Alberta, and being of the full age of 18 years is also eligible for Membership, subject to majority approval by the Executive Committee. Membership fees, if any, in the Foundation shall be determined from time to time, by the members at an Annual General Meeting.
- B. Any member wishing to withdraw from membership may do so upon a notice in writing or verbally to the Executive Committee through its Secretary. Membership must be renewed annually within 30 days of the Annual General Meeting. If membership fees are not paid, membership will be revoked. Any member, upon a majority vote of all members of the Foundation in good standing and present at a Special Meeting called for that purpose, may be expelled or suspended from membership for any cause which the Foundation may deem reasonable.
- C. Any member who has not withdrawn from membership nor has been expelled as herein provided shall have the right to attend meetings and vote at any meeting of the Foundation with the exception of the President and Associate Members. Such votes must be made in person and not by proxy or otherwise.
- D. The members are obligated to abide by the Foundation's Bylaws.

ARTICLE 2 - ASSOCIATE MEMBERSHIP

The Principal and Staff Members of Michael Strembitsky School will be considered to have an Associate Membership and shall serve as resource people and in an advisory capacity to the Foundation. Staff members are defined as the Principal, the Assistant Principal(s), Teachers, Curriculum Co-Ordinators and Consultants of Michael Strembitsky School referred to herein as "Staff Members"). All other employees of Michael Strembitsky School shall qualify for full membership providing they meet the criteria as set out in Article 1(A) herein.

As Associate Members, the Principal and the one designated Staff Member, and all other staff members will not have voting rights at any meeting of the Foundation. Neither the Principal nor any Staff Member shall have signing authority for the Foundation. 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 Foundation.

ARTICLE 3 - EXECUTIVE COMMITTEE

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

1. Composition of the Executive Committee

- a. The Executive Committee will be composed of the following Officers and Directors.

- i. Officers: President, Vice President(s), Secretary, Treasurer – Mandatory

- ii. Directors: A maximum of three (3) Directors at Large – Optional
- b. All Officers of the Foundation shall also be elected as Directors of the Foundation.

ARTICLE 4 - DUTIES OF THE EXECUTIVE COMMITTEE

- A. Without limiting or restricting the generality of the powers conferred upon them, the Executive Committee shall have the power to carry on the business of the Foundation and shall:
 - a. Conduct, manage and control the affairs and business of the Foundation with prudence and good faith and make such rules and regulations consistent with these Bylaws as they may from time to time determine.
 - b. Have custody and control of funds of the Foundation. Expenditures in excess of \$250.00 must have:
 - i. the prior approval of the general membership; or
 - ii. preliminary or conditional approval and subsequent ratification by the general membership;
 - c. Expenditures less than \$250.00 must have the approval of at least one-half (1/2) of the Executive Committee; this does not include expenditures of self-replenishing nature.
 - d. Constitute and appoint committees, prescribe their functions and duties.
 - e. Keep a record of the acts and proceedings of the Executive Committee and of the business of the Foundation, and present a full statement thereof at the Annual General Meeting of the Foundation showing in detail the condition of the affairs and finances of the Foundation.
 - f. Approve, authorize and direct execution of all necessary documents, make arrangements and commitments and negotiate therefor and do everything necessary to carry out the purposes of the Foundation pursuant to these Bylaws.
- B. Each elected officer; at the end of his or her term shall ensure that all relevant material and documents are forwarded to the incoming officer.
- C. The Executive Committee 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 Foundation. Meetings of the Executive Committee shall be held as often as may be required, but at least once every three months, and shall be called by the President.
- D. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten (10) days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
- E. At the Annual General Meeting, officers shall be elected to a one year term unless written notice of resignation is submitted to the Executive Committee. Should a vacancy occur in any office, a general meeting will be called to fill that vacancy at the discretion of the Executive Committee. Otherwise, the Executive Committee shall have the power to appoint a member to fill the office for the unexpired term.

- F. Any Director or Officer, upon a majority vote of all Members in good standing, may be removed from office for any cause which the Members may deem reasonable. ✓

ARTICLE 5 - PRESIDENT

- A. The President shall be an ex-officio (non-voting) member of all Committees. The President shall, when present, preside at all meetings of the Foundation and of the Executive Committee. The President shall not have a vote at any meeting. In the absence of the President, the Vice-President shall preside at any such meetings and in that instance, shall not be entitled to vote. In the absence of both, the President shall appoint a chairperson from the Executive Committee to preside at the meeting who, in that instance shall not be entitled to vote. In the case of a tie, the Chairperson shall be entitled to a casting vote. ✓
- B. The President shall administrate and co-ordinate efforts of the Foundation. ✓
- C. The President shall call regular meetings of the Executive Committee and of members and serve as a liaison and spokesperson for the Foundation in the community. ✓
- D. Perform other such duties as normally incident to the office of the President of such a Foundation. ✓

ARTICLE 6 - SECRETARY

- A. It shall be the duty of the secretary to attend all meetings of the Foundation and of the Executive Committee, and to keep accurate minutes of the same. The Secretary shall have charge of the Seal of the Foundation, if applicable, which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his or her duties shall be discharged to such Officer as may be appointed by the Executive Committee. The Secretary shall have charge of all the correspondence of the Foundation and be under the direction of the President and the Executive Committee. ✓
- B. The Secretary shall also keep a record of all the Officers/Directors and participating members of the Foundation and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Foundation. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

ARTICLE 7 - TREASURER

- A. The Treasurer shall receive all monies paid to the Foundation and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Executive may order. The Treasurer shall properly account for the funds of the Foundation and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Executive Committee whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Foundation and submit a copy of same to the Secretary for the records of the Foundation. The authorized signatories of the financial accounts will be any two of the elected Officers of the Foundation. The Office of the Secretary and

Treasurer may be filled by one person if the Membership at any Annual General Meeting for the election of Officers shall so decide. ✓

ARTICLE 8 - COMMITTEES

- A. The Executive Members may authorize the formation of various Committees and may nominate Committee Representatives to Committee positions.
- B. Based on the needs of the Foundation, any Committee may be dissolved, revised or new Committees may be included, from time to time, by Resolution of the Members, passed at any Regular Meeting by majority vote of the Members present in person and not by proxy.
- C. The following procedure will be utilized to appoint a Committee Representative:
 - a. The President will solicit names of potential appointees from Parents, Teachers and the Executive Committee;
 - b. The President (or designate) will approach potential appointees in order of their priority until one accepts appointment;
 - c. Should more than one individual be interested in the position of Committee Representative, then each member of the Executive Committee alone shall vote to elect a Committee Representative. Each Member of the Executive Committee (including President) shall be entitled to one vote for the election of such Committee Representative. In the event of a tie, the President will be entitled to a casting vote.

ARTICLE 9 - 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 Foundation elected for that purpose at the Annual General Meeting, who do not have signing authority on the Foundation bank account. 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 Foundation. The fiscal year of the Foundation in each year shall be September 1st to August 31st.
- B. The books and records of the Foundation may be inspected by any member of the Foundation at the Annual General Meeting or at any other time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Executive Committee shall at all times have access to such books and records.

ARTICLE 10 - MINUTE BOOKS AND RECORDS

- A. The Executive Committee shall cause the minutes of all Executive and General Meetings to be entered in books designated for that purpose. Any such minutes, if signed by the President, shall be receivable as prima facie evidence of the matters stated in such minutes.
- B. A copy of the minutes shall be accessible to the membership. ✓

ARTICLE 11 - MEETINGS

- A. The Foundation shall hold an **Annual General Meeting** on or before October 31st in each year, by providing no less than 10 days notice in writing in the school newsletter or website, or three days notice by fax, telephone or email. At this meeting, there shall be elected a President, Vice-President, Secretary and Treasurer, (or Secretary-Treasurer) who shall also be elected as Directors. Up to three (3) optional Directors may be elected. The Officers and Directors so elected shall form an Executive Committee, and shall serve until their successors are elected and appointed. Any member in good standing shall be eligible to any office in the Foundation. Four (4) Members, excluding the Principal and designated Staff Member, 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 Foundation, will constitute quorum for the purposes of conducting Annual General Meeting business such as election of officers and approval of financial statements.
- B. A **General Meeting** shall be called if a Special Resolution(s) is proposed. General Meetings of the Foundation may be called at any time by the Secretary upon the instructions of the President or Executive Committee by providing no less than twenty-one (21) days notice in writing in the school newsletter or website, by fax, telephone or email, **specifying the intention of the Special Resolution**. Seven (7) members, excluding the Principal and designated Staff Member, two (2) of whom must be elected Officers of the Foundation, shall constitute a quorum at General Meeting.
- C. A **Special Meeting of the Foundation** shall be called by the Secretary upon the instructions of the President or Executive Committee, by providing no less ten (10) days notice in writing in the school newsletter or website, or three (3) days notice by fax, telephone or email, setting forth the reasons for calling such meeting. Any seven (7) members of the Foundation shall constitute a quorum at a Foundation Special Meeting.
- D. A **Special Meeting of the Executive Committee** shall be called by the Secretary upon the instructions of any two (2) Executive Members, by providing no less than ten (10) days notice in writing or three (3) days notice by fax, telephone or email, to all Executive Members. Any four (4) Executive Members shall constitute a quorum at a Special Meeting of the Executive Committee.
- E. A **Regular Meeting of the Foundation** may be called monthly by the President with each date set by majority vote of the members present. Regular Meetings shall be announced to all members by providing no less than ten (10) days notice in writing in the school newsletter or website, or three (3) days notice by fax, telephone or email. Four (4) members, excluding the Principal and designated Staff Member, two (2) of whom must be elected Officers of the Foundation, shall constitute a quorum at any Regular Meeting.

ARTICLE 12 - VOTING

- A. Any member who has not withdrawn from membership nor has been neither suspended nor expelled shall have the right to vote at any meeting of the Foundation. 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 seventy-five percent (75%) vote in favor is required.

- B. A declaration by the Chairman of a meeting that a vote on a motion or resolution has been carried or lost, and an entry to that effect in the minute book, is conclusive evidence of the fact of the declaration without proof of the number of votes cast for or against the motion or resolution.
- C. Voting shall be by way of a show of hands or private ballot, as the President may direct.
- D. Meetings shall be conducted according to Robert's Rules of Order.

ARTICLE 13 - REMUNERATION

Unless authorized at any meeting and after notice for same shall have been given, no director, officer or member of the Foundation shall receive any remuneration for his/her services.

ARTICLE 14 - BORROWING POWERS

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

ARTICLE 15 - SPECIAL RESOLUTION

"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 fax, 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.

ARTICLE 16 - DISSOLUTION OF THE FOUNDATION

Upon dissolution of the Foundation, any assets remaining, after payment of debts and liabilities, will be donated to another charitable organization.

ARTICLE 17 - AMENDMENT

- A. The Foundation may be dissolved in the manner provided herein. At the meeting at which the dissolution of the Foundation is proposed, seventy-five percent (75%) votes cast in favor shall be required to confirm such dissolution of the Foundation.
- B. The Bylaws may be rescinded, altered or added to by way of a Special Resolution passed by a majority of not less than seventy-five percent (75%) of such Members entitled to vote as are present in person at a General Meeting of which no less than twenty one (21) days public notice has been given, specifying the intention to propose this Resolution.

- C. Any changes to the Bylaws do not come into effect until the Special Resolution is registered at Corporate Registry. A Special Resolution sent to the Corporate Registry shall be dated and verified by a person authorized to the Foundation.
- D. The Secretary shall endorse each amendment, revision, deletion or addition to the Bylaws of the Foundation and shall file such amendment, revision, deletion or addition with the Registrar as required by the Societies Act.
- E. The Bylaws may be rescinded, altered or added to by a Special Resolution.

Amended: May 12, 2015