



**BYLAWS of
THE FFCA CHARTER SCHOOL SOCIETY**

CALGARY, ALBERTA

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**See pages 22 & 23 for the
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BYLAWS OF *THE FFCA CHARTER SCHOOL SOCIETY*

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BYLAWS
OF
THE FFCA CHARTER SCHOOL SOCIETY
(THE SOCIETY)

DEFINITIONS

In these Bylaws,

1. "**Annual General Meeting**" means a meeting as stipulated in Article VI of these Bylaws to review the affairs of the Society.
2. "**Associate (Non-voting) Member**" means a person who is not a Full (Voting) Member and who becomes a Member under Article II.
3. "**Auditor**" means a person registered under the Chartered Professional Accountants Act or a firm or partnership of such persons.
4. "**Board Executive**" means the Chairperson and Vice-Chairperson of the Board.
5. "**Board of Directors**" or "**Board**" means the Society's governing body.
6. "**Candidate**" means an individual nominated to serve as Director under Article IV.
7. "**Charter School**" refers to the charter school, inclusive of all campus and office locations, operated by the Society pursuant to the Charter issued by the Minister of Education, being the Foundations for the Future Charter Academy (FFCA).
8. "**Charter Schools Regulation**" refers to the *Charter Schools Regulation 85/2019* as may be amended and replaced from time to time.
9. "**Chief Returning Officer**" means the person so appointed pursuant to Section 4.1(e).
10. "**Closed Session**" means a meeting of the Board held in private pursuant to the *Charter Schools Regulation*, AR 85/2019, s. 14 (as amended) and under section 64 of the *Education Act* at which sensitive/confidential issues (e.g. related to personnel, legal, property) may be considered.
11. "**Director**" means any person lawfully occupying a position on the Board of Directors.
12. "**Education Act**" refers to the *Education Act*, S.A. 2012, c. E-0.3 as may be amended and replaced from time to time.
13. "**Emergency Board Meeting**" means a Public Board Meeting as described in Section 5.1(c)
14. "**Employee**" means any and all current full and part-time employees, excluding casual and substitute employees.
15. "**Executive Committee**" will consist of the permanent members, being the Board Chairperson, Board Vice-Chairperson, Superintendent of the Charter School and the non-permanent members, being anyone unanimously agreed upon by the permanent members.

16. **"Full (Voting) Member"** means a person who becomes a Member under Article II on the basis that the person is a Parent/Guardian.
17. **"Graduate"** means any person who has successfully completed the highest grade level offered by the Charter School at the time of their completion.
18. **"Indemnified Party"** has the meaning given thereto in Section 3.12(a).
19. **"Member"** means an individual who is enrolled by the Society as a Member of the Society under Article II.
20. **"Motion"** means a proposal, verbal or written, for decision or action which is presented by a Director to the Board at a Public Meeting of the Board or presented by the Board or Member to the Society at an Annual General Meeting of the Society.
21. **"Parent/Guardian"** means an individual who meets the definition of "parent" under section 1(2)(a) or 1(2)(b) of the *Education Act* in relation to a Student.
22. **"Public Board Meeting"** means a business meeting of the Board where the Board may vote to pass Motions or Resolutions.
23. **"Quorum"** means the minimum number of Directors or Full (Voting) Members (as the case may be), as required by Sections 5.5, 6.4, or 7.3, required to be present at a meeting of the Society before it can validly proceed to transact business.
24. **"Resolution"** is a substantive Motion; a proposal, presented in writing, for decision or action which is presented by a Director to the Board at a Public Meeting of the Board or presented by the Board or Member to the Society at an Annual General Meeting of the Society.
25. **"Returning Officer"** has the meaning set out in Section 4.1(e).
26. **"School Council"** means the organization of stakeholders as defined in the *Education Act*. The Charter School uses the term "Campus Council" interchangeably.
27. **"Sibling"** means a Student who is the brother or sister of another Student (whether by blood, marriage or adoption).
28. **"Societies Act"** means the *Societies Act (Alberta)* as amended, and any regulations thereunder or if replaced by legislation of a similar nature shall refer to such replacement legislation.
29. **"Society"** means the FFCA Charter School Society, a Society registered pursuant to the *Societies Act* that has received approval to operate a charter school pursuant to the *Education Act*.
30. **"Special Meeting"** means any meeting of the Society Members, other than the Annual General Meeting, called in accordance with Article VII.
31. **"Special Resolution"** means a Resolution which is proposed at a General or Special Meeting of the Society and passed by the vote of not less than 75% of those members who, if entitled to do so, vote.
32. **"Student"** means any person currently enrolled and attending the Charter School.
33. **"Superintendent"** means the person who is employed by the Society and who is designated by the Board to hold the role of Superintendent of Schools pursuant to the *Education Act*.

**ARTICLE I
NAME, LOCATION AND FISCAL YEAR**

1.1 Name

The name of the Society will be "The FFCA Charter School Society."

1.2 Location

The FFCA Charter School Society will be headquartered in Calgary, Alberta, Canada.

1.3 Fiscal Year

The fiscal year end of the Society will be August 31 of each year.

**ARTICLE II
SOCIETY MEMBERSHIP**

2.1 Types & Conditions of Membership

The Society shall have two types of Members, being Full (Voting) Members and Associate (Non-voting) Members. The conditions of membership are as follows:

- (a) **Full (Voting) Member:** Includes any Parent/Guardian of an enrolled student who has not been expelled under Section 2.4. Full (Voting) Members must provide mailing and email addresses at the time of registration, re-registration, or via the provision of subsequent documentation to the Charter School.
- (b) **Associate (Non-voting) Member:** Includes:
 - (i) any person who is a continuing contract employee of the Charter School, who is not otherwise qualified as a Full (Voting) Member, and who has not been expelled under Section 2.4; or
 - (ii) any person who is a graduate of the Charter School, who applies under Section 2.2, who provides/maintains a current mailing and email address to/with the Society, and who has not been expelled under Section 2.4; or
 - (iii) any adult person who is not otherwise eligible for membership, who applies under Section 2.2, who provides/maintains a current mailing and email address to/with the Society, and who has not been expelled under Section 2.4.
- (c) **All Members:** Must refrain from defaming (slander and libel) the Society and its Members.
- (d) **All Members:** Must refrain from engaging in vexatious litigation against the Society and its Members.
- (e) **All Members:** Must show decorum and behave in a respectful manner when attending meetings of the Society and the Board and when communicating with Directors and employees in their capacity as a Member.

2.2 Admission of Associate (Non-voting) Members

Any individual may become an Associate (Non-voting) Member by meeting the requirements set out in Section 2.1 and by submitting a request to the Board Secretary. The individual will forthwith be entered into the Society Registry as administered by the Board Secretary.

2.3 Termination of Membership

An Associate (Non-voting) Member may withdraw from membership in the Society by delivering to the Board Secretary a written request for that purpose.

2.4 Expulsion of a Member

Any Member may be expelled from the Society by way of a Special Resolution if the Member is no longer meeting the conditions of membership under Section 2.1 or, in the case of a Full (Voting) Member, if the Member is no longer meeting the responsibilities of a parent as identified in the *Education Act*. The conditions of revocation will be specified in the Special Resolution.

2.5 Voting Privileges

Only Full (Voting) Members in good standing may vote on Motions or Resolutions or in elections of the Society.

A Full (Voting) Member is entitled to one vote subject to a maximum of two votes per family as follows:

- (a) Where Siblings have (or a single Student has) more than two Parents/Guardians who are Full (Voting) Members then only two of those Full (Voting) Members shall be entitled to exercise the Voting Privilege on any given Motion, Resolution or election of the Society;
- (b) The Parents/Guardians described in Section 2.5(a) shall determine which two of the Full (Voting) Members are entitled to exercise the Voting Privilege at a given meeting of the Society, and only those two Full (Voting) Members are entitled to vote;
- (c) If the Parents/Guardians described in Section 2.5(a) fail to determine which two Full (Voting) Members are entitled to exercise the Voting Privilege as required in Section 2.5(b), then none of those Full (Voting) Members shall be entitled to exercise Voting Privileges at that meeting.

An Associate (Non-voting) Member shall have no voting privileges but carry all other rights and obligations as set out in these Bylaws.

2.6 Rights and Privileges of Members

Any Member in good standing is entitled to:

- (a) Receive notice of meetings of the Society;
- (b) Attend any public meeting of the Society;
- (c) Speak at any public meeting of the Society;
- (d) Have and exercise voting privileges as set out in Section 2.5; and
- (e) Exercise other rights and privileges given to Members in these Bylaws.

2.7 Member in Good Standing

A Member is in good standing when they abide by and upholds the expectations of a Member as set out in these Bylaws.

ARTICLE III BOARD

3.1 General Powers and Duties of the Board

- (a) The Board will comply with the *Education Act*, these Bylaws and any Resolutions validly passed. The Board may assign or delegate any of its responsibilities and duties at its discretion, subject to legislative restrictions.
- (b) The Board is responsible for finalizing Board Policies and ensuring that the Charter School complies with Board Policies, the terms of the Charter, and provincial legislation and regulations.
- (c) The Board may enter into any lawful contract on behalf of the Society. The Board will be guided by the philosophy, objectives, and vision of the Charter School and the objects of the Society.
- (d) The Board will hire a Superintendent to supervise the operation of the Charter School and the provision of education programs subject to the *Education Act*. The Board will be responsible for the governance of the Charter School and is accountable to the membership of the Society and the Minister of Education for the performance of the Charter School.
- (e) As authorized by, and subject to, the *Education Act (Part 6, Division 8 except section 191)* and the *Societies Act*, the Board is empowered to acquire real and personal property for its administrative and educational purposes by any lawful means. The Board is likewise entitled to sell, lease, rent or otherwise dispose of any of its real and personal property subject to the applicable provisions of the *Education Act* and the *Disposition of Property Regulation, AR 86/2019*.

3.2 Composition of the Board (Directorship)

The Society will have a volunteer Board of Directors, which will consist of a minimum of six (6) and a maximum of nine (9) Directors, up to six (6) who are elected by the Society Members and up to three (3) who are appointed by the existing Board.

- (a) All Directors must be Full (Voting) Members or Associate (Non-voting) Members of the Society who are not prohibited by any grounds in Section 3.4(b).
- (b) A maximum of three (3) Directors may be Associate (Non-voting) Members.
- (c) A Director who is an Associate (Non-voting) Member of the Society will have full voting privileges on the Board of Directors.
- (d) Only one Parent/Guardian from any family (i.e. only one Parent/Guardian per group of Siblings or individual Student) may serve as a Director at any given time.

- (e) All Elected Directors will be elected in accordance with Sections 3.3 thru 3.6 and Article IV.
- (f) All Appointed Directors will be appointed in accordance with Sections 3.3 thru 3.6.

3.3 Qualifications of Directors

- (a) Directors must:
 - (i) be 18 years of age or older;
 - (ii) be either Full (Voting) Members or Associate (Non-voting) Members; and
 - (iii) provide a Criminal Record Check satisfactory to the Board prior to being elected or appointed.
 - (iv) File with the Charter School Secretary-Treasurer the information required by the *Education Act*
- (b) Directors must not:
 - (i) meet any of the applicable grounds for 'Trustee' disqualification in the *Education Act*,
 - (ii) be a current employee,
 - (iii) be a spouse, adult interdependent partner, parent, or child of any current employees,
 - (iv) be a current Campus Council member.
- (c) Directors must comply with any Director Code of Conduct established by the Board that governs the conduct of Directors and shall cease to be a Director where the penalty/consequence for the infraction of the Director Code of Conduct is disqualification.

3.4 Nominations for the Position of Director

- (a) For Appointed Director positions, Candidates must be nominated by a current Director. The nomination form, resume, and cover letter indicating their interest in serving on the Board must be received by the Secretary of the Board a minimum of twenty-one (21) days prior to the public board meeting at which their appointment will be considered/confirmed.
- (b) For Elected Director positions, Candidates must be nominated by a Full (Voting) Member. The nomination form and a statement by the Candidate indicating their willingness to let their name stand for election to the Board must be received by the Secretary of the Board a minimum of twenty-one (21) days prior to the election date.

3.5 Term

(a) Appointed Directors

- (i) will be appointed for a term of one (1) to three (3) years.
- (ii) may serve a maximum of twelve (12) years and never for more than six (6) consecutive years.

(b) Elected Directors

- (i) will be elected for three-year terms unless they are filling a vacancy in accordance with Section 3.6, in which case they will serve on the Board only for the remaining portion of the previous Director's term. A Director's term will expire upon the swearing-in of the new Director.
- (ii) may serve a maximum of twelve (12) years and never for more than two (2) consecutive three (3) year terms.

3.6 Vacancies

(a) In the event that the death, removal or resignation of one or more directors reduces the number of serving directors below six (6), the Board MUST, subject to sections 3.2 through 3.5, bring the Board membership in line with the composition requirements within 60 days by:

- (i) the appointment of one or more qualified candidates to serve the remainder of the term on the Board in order to fill such vacant position(s); and/or
- (ii) directing one or more by-elections be held to fill such vacant position(s) for the remainder of the term.

(b) In the event of the death, removal or resignation of one or more directors which does NOT reduce the number of serving directors below six (6), the Board MAY, subject to sections 3.2 through 3.5, by Resolution:

- (i) appoint of one or more qualified candidates to serve the remainder of the term on the Board in order to fill such vacant position(s); and/or
- (ii) direct one or more by-elections be held to fill such vacant position(s) for the remainder of the term; and/or
- (iii) leave any vacant elected positions unfilled until the next Annual General Meeting.

(c) Election candidates must declare that they are running for the remaining term of a vacant position as part of the Annual General Meeting election if applicable.

(d) Elected positions remaining unfilled following an Annual General Meeting will not be considered vacancies and will not be filled until the next Annual General Meeting.

3.7 Compensation

No salary will be paid to Directors. The Board may, by Motion or by Policy, grant Directors an honorarium in recognition of their time and effort. The Board may, at its discretion, reimburse Directors for any reasonable expenses they incur in the course of performing their duties as Directors.

3.8 Resignations

A Director may resign their office by delivering a written resignation to the Chairperson. Such resignation will take effect at the time specified therein, and unless otherwise stated therein, the acceptance of such resignation will not be necessary to make it effective.

3.9 Removal of a Director

- (a) The office of a Director will be automatically vacated:
 - (i) if the Director is found by a court of law to be of unsound mind;
 - (ii) by passage of a Special Resolution;
 - (iii) on death of the Director;
 - (iv) if the Director fails to meet any of the qualification requirements set out in Section 3.3;
or
 - (v) if the Director fails to meet the attendance requirements set out in Section 3.10; or
 - (vi) if the other Directors of the Board pass a Resolution with a minimum two-thirds majority to terminate such Director's office.

- (b) A Director removed from office by means of Section 3.9(e) or (f) above may appeal the decision as per the *Charter Schools Regulation*.

3.10 Attendance

Attendance by the Directors at Public Board Meetings and Board Working Committee meetings is mandatory. A Director missing three (3) consecutive regularly scheduled Public Board Meetings and/or Board Working Committee meetings except in the case of illness (as outlined in the *Education Act*) without approval of the Board Chairperson, will be deemed to have resigned and their position will be deemed vacant.

3.11 Directors' Conflicts of Interest

The provisions of the *Education Act* and any applicable Policy of the Society shall apply in respect of any conflict of interest applicable to Directors. This includes the obligation of Directors to comply with section 88 of the *Education Act* (pecuniary interest requirements) in the same manner as 'trustees' under that legislation.

3.12 Indemnities to Directors

- (a) Except as otherwise hereinafter provided, the Society hereby indemnifies and saves each and every present and former Director (an "Indemnified Party") and each of their respective heirs and legal representatives, harmless from and against all reasonable amounts, losses, costs, charges, damages, expenses and misfortunes of whatsoever nature or kind that become payable, including an amount payable to settle an action or satisfy a judgment, and including legal costs (on a solicitor and their own client basis) (collectively, "Costs") that are reasonably incurred by an Indemnified Party in respect of any civil, criminal or administrative action, suit or proceeding to which the Indemnified Party is made a party by reason of or arising out of or in any way incidental to the Indemnified Party holding or having held a Director position with the Society, EXCEPT IN relation to matters as to which it is adjudged in such action, suit or proceeding that the Indemnified Party is liable for gross negligence or misconduct in the performance of their duties and PROVIDED THAT the Indemnified Party:
 - (i) acted honestly and in good faith with a view to the best interests of the Society;
 - (ii) acted with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - (iii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnified Party had reasonable grounds for believing their conduct was lawful.
- (b) Such right of indemnification shall not be deemed exclusive of any other rights to which the Indemnified Party may be entitled at law.
- (c) The indemnity granted herein shall apply notwithstanding any fees or other remuneration paid to the Indemnified Party while serving in any capacity with the Society.
- (d) Nothing herein shall relieve an Indemnified Party from the duty to act in accordance with these Bylaws or the provisions of the *Societies Act* and all other applicable common law and federal, provincial, municipal, local statutes, codes, ordinances, decrees, rules, regulations, bylaws, policies, requirements, standards and guidelines in force and effect, or from liability for any breach thereof.
- (e) None of the provisions of this Section 3.12 shall be construed as a limitation upon the right of the Society to exercise its general power to enter into a contract or undertaking of indemnity with or for the benefit of any Director of the Board in any proper case not provided for herein.

ARTICLE IV ELECTIONS

4.1 Elections

- (a) Elections of two (2) Directors for three (3) year terms will be held in conjunction with the Annual General Meeting as described below. By-elections may occur in accordance with Section 3.6 at an earlier date unless Section 3.6(d) applies.
- (b) The Secretary will provide notice of elections to Members as described by Board Policy. In the event Board does not have a Policy, The Secretary will provide notice of elections by posting on

the Society's website as follows:

- (i) in the case of elections held in conjunction with the Annual General Meeting, then no less than two (2) months before the Annual General Meeting.
 - (ii) in the case of a by-election under Section 3.6(b)ii, then no less than one (1) month prior to the election date
- (c) The Secretary is at liberty, but not required, to notify Members of elections by way of email to the email address the Member provided under Section 2.1 unless Board Policy requires otherwise. However, where the Society's website is not functioning, in which case, notification must be provided by email or by regular mail to the address provided by each Member under Section 2.1.
- (d) Nominations for Candidates must be received by the Secretary a minimum of twenty-one (21) days prior to the election date.
- (i) Directors filling a vacancy may serve the remainder of that term in accordance with Section 3.5(b)i.
- (e) Returning Officers consist of a Chief Returning Officer and one (1) Assistant Returning Officer, each of whom shall be selected by the Board and neither of whom are Directors nor Candidates for a Director position.
- (f) If the number of Candidates is equal to or less than the maximum number of available Director positions, no election is required, and the Candidates are acclaimed. Unfilled positions may be filled in accordance with Section 3.6.
- (g) When an election is required, the Board will be responsible for the design and implementation of an election process that meets the following requirements:
- (i) The election will be conducted by electronic ballot, with balloting open for submission for a minimum 24-hour period over the 48 hours leading up to the Annual General Meeting or other period at the discretion of the Board upon the provision of notice to the Society.
 - (ii) The Returning Officers will count all valid ballots and will declare Candidates elected whose names appear on the greatest number of ballots. As described in Section 2.5, Full (Voting) Members described in Section 2.5(a) who fail to notify the Returning Officers of the information required in Section 2.5(b) shall not be entitled to vote or have their ballots counted.
 - (iii) In the event of a tie for the last position, a runoff vote, also by electronic ballot, will be taken for only those Candidates who have received an equal number of votes.
- (h) The Chief Returning Officer will inform the Society Members of the election results within 24 hours of any election. Votes counts will be provided to candidates by the Chief Returning Officer upon request.

**ARTICLE V
MEETINGS OF THE BOARD**

5.1 Meetings

- (a) Public Board Meetings will be held as often as may be required and will be called by the Chairperson pursuant to the directions set out in these Bylaws. The Board will meet as required to discuss Charter School matters.
- (b) The Board may hold Closed Sessions, which will include Directors and may include other participants at the invitation of the Board. Closed Sessions are initiated by a Motion at any time after the Public Board Meeting call to order, and require a Motion to revert to the Public Board Meeting. No Motion may be made during a Closed Session save a Motion to end the Closed Session and revert to the Public Board Meeting. Any decision reached in a Closed Session is of force unless adopted by a Motion in a Public Board Meeting.
- (c) Emergency Board Meetings are Public Board Meetings that do not meet the notice requirements in Section 5.2. An Emergency Board Meeting may be held by notifying all Directors by phone, text or email. Provided a Quorum is present at such a meeting, a majority of the attending Directors may waive notice of the meeting and constitute the meeting as a Public Board Meeting and may vote on Resolutions that may be acted upon. Any business transactions and Resolutions passed and the minutes of any such Emergency Board Meeting will be disclosed at the next Public Board Meeting that is not an Emergency Board Meeting.

5.2 Notice

- (a) Notice of Public Board Meetings will be posted on the Society's website a minimum of 48 hours prior to the meeting or as otherwise required by Board Policy. Notice of Emergency Meetings may be waived in accordance with Section 5.1.
- (b) Unless Board Policy dictates otherwise, the Secretary is at liberty, but not required, to notify Members of meetings by way of email. However, if the Society's website is not functioning, notification must be provided by email to the address provided by each Full (Voting) Member or by each Associate (Non-voting) Member under Section 2.3.
- (c) No error or omission in giving notice of any meeting of the Board to the Members will invalidate such meeting or make invalid any proceedings taken at the meeting.
- (d) For the purpose of sending notice to any Member or Director for any meeting or otherwise, the email address of the Member or Director will be their last email address recorded on the books of the Society.

5.3 Attendance

Any person may attend a Public Board Meeting as an observer. Presentations to the Board may be allowed in accordance with Section 5.9. Directors participating in a meeting of the Board by phone or video conference will be considered to be in attendance at the meeting.

The Chairperson may, under the authority provided in the *Charter Schools Regulation*, exclude from any meeting anyone who, in their opinion, is guilty of improper conduct. The Board may also, by Resolution, require the removal from the meeting of any person whose behaviour is deemed to be belligerent or disruptive.

5.4 Agenda

Agendas for all regularly scheduled Public Board Meetings will be made available on the Society's website a minimum of 48 hours prior to the meeting.

5.5 Quorum

For Public Board Meetings, a Quorum of Directors will consist of a majority of the currently serving Directors

5.6 Voting

- (a) Subject to Section 5.6(b), all Directors are required to vote.
- (b) A Director who is party to, or who has a material interest in any person who is a party to, a material contract or material transaction or proposed material contract or proposed material transaction with the Society or who reasonably believes that a conflict of interest exists, or might reasonably be perceived to exist, with respect to any matter to be voted upon or discussed (whether at a Committee Meeting or Public Board Meeting) by the Directors shall disclose to the Society or request to have entered in the minutes of meetings of Directors the nature and extent of their interest. The disclosure shall be made at a meeting in which the proposed contract or transaction is first considered or at the first meeting in which they become so interested.
- (c) A Director referred to in Section 5.6(b) shall not discuss nor vote on any Resolution to approve the contract, transaction or matter in respect of which a conflict of interest exists. The Director shall leave the room in which the meeting is being held until the discussion and voting on that matter are concluded.
 - (i) In the event that a Director is temporarily absent from a meeting when a matter in which an interest described in Section 5.6(b) is introduced, the Director shall comply with Section 5.6(b) and (c) as soon as the Director becomes aware that the matter is, or has been, considered.
- (d) Directors' votes will have equal weight. A simple majority vote will decide all issues. All votes to pass Resolutions must be made or ratified at Public Board Meetings. A tie vote will be considered to be lost.

5.7 Minutes of Meetings

The minutes of all Public Board Meetings will include the names of those in attendance, a summary of discussions and actions, committee reports and recommendations, and Resolutions. Approved minutes will be made available within two weeks of approval. Minutes of Public Board Meetings will be approved at the next Public Meeting and will be approved by the Board Chairperson.

5.8 Meeting Procedures

"Parliamentary Procedure at a Glance" by O. Garfield Jones will be followed as deemed necessary by the Board.

5.9 Addressing the Board

A Member may request an item to be placed on the agenda, provided that the subject matter reasonably pertains to the business ordinarily transacted by the Board. Any such item will be added to the agenda at the discretion of the Board Executive in accordance with any Policies relating to such presentations.

ARTICLE VI ANNUAL GENERAL MEETING

6.1 Timing

An Annual General Meeting will be held within fifteen (15) months of the previous Annual General Meeting.

6.2 Notice

- (a) Fourteen (14) days prior written notice of the Annual General Meeting will be given to the Members at the email address provided according to Section 2.1 or Section 2.2. Notice of the meeting must include the date, time, location and agenda, as well as information pertinent to the pending decision(s). The notice will also provide the Members with an electronic ballot option.
- (b) No error or omission in giving notice of any Annual General Meeting to any Member or Members will invalidate such meeting or make invalid any proceedings taken at that meeting.

6.3 Agenda

The agenda for the Annual General Meeting will be determined and approved by the Board.

6.4 Quorum

A Quorum of Full (Voting) Members will be 10% of all Full (Voting) Members or one hundred Full (Voting) Members participating in the meeting or represented by electronic ballot, whichever is the lesser. In the event that a Quorum of Full (Voting) Members is not reached at the Annual General Meeting, the meeting may proceed, but the business transactions may not be acted upon until such time as ratified by Full (Voting) Members either at a meeting called for such purpose, or by a Resolution in writing which will be signed by a Quorum of Full (Voting) Members entitled to vote on that Resolution.

6.5 Voting

- (a) At an Annual General Meeting, a vote will be decided by a show of hands and electronic balloting conducted over a period of not less than 24 hours and not greater than 14 days prior to the meeting. If requested, an alternate voting format may be considered.
- (b) The Secretary will keep all electronic ballots confidential until the meeting. Electronic ballots will be counted prior to the start of the Annual General Meeting and added to the votes taken at the meeting.
- (c) Resolutions at an Annual General Meeting will be decided by a simple majority.

6.6 Minutes of Meetings

The minutes of the Annual General Meeting will include the names of those participating in the meeting, a summary of discussions and actions, committee reports and recommendations if applicable, and Resolutions. Unofficial minutes will be made available within two weeks of the meeting. The minutes of the Annual General Meeting will be approved at the next Annual General Meeting and will be approved by the Board Chairperson.

6.7 Meeting Procedures

"Parliamentary Procedure at a Glance" by O. Garfield Jones will be followed as deemed necessary by the Board in connection with an Annual General Meeting.

ARTICLE VII SPECIAL MEETINGS OF THE MEMBERS

7.1 Calling of a Special Meeting

- (a) A Special Meeting is a meeting called for the purpose of:
 - (i) dealing with issues related, but not limited, to the Charter, Bylaws and Members,
 - (ii) dealing with important concerns from a Member, or
 - (iii) dealing with other important issues where the Board may require Member input.
- (b) A Special Meeting may be called at any time:
 - (i) by a Resolution of the Board to that effect, or
 - (ii) on the written request to the Board of not less than fifteen percent (15%) of eligible Members. The request must state the reason for the Special Meeting, and the Motion(s) intended to be submitted at the Special Meeting.

7.2 Notice of Special Meeting

- (a) Twenty-one (21) days prior written notice of the Special Meeting will be given to the Members at the email address provided according to Section 2.1 or Section 2.2. Notice of the meeting must include the date, time, location, and business to be transacted, including any information to assist the Member in making a decision. Only the item(s) stated in the notice for the Special Meeting will be discussed at the Special Meeting.
- (b) No error or omission in giving notice of any Special Meeting to any Member or Members will invalidate such meeting or make invalid any proceedings taken thereat.

7.3 Quorum

The Quorum of Full (Voting) Members for a Special Meeting will be 10% of all Full (Voting) Members or one hundred Full (Voting) Members casting electronic ballots and participating in the meeting, whichever is the lesser. In the event that Quorum is not reached at the Special Meeting, the meeting may proceed, but the business transactions may not be acted upon until such time as ratified by Full (Voting) Members either at a meeting called for such purpose, or by a Resolution, in writing, signed by a Quorum of Full (Voting) Members entitled to vote on that Resolution.

7.4 Voting

- (a) A Special Meeting vote will be decided by electronic ballot and a show of hands by those participating in the meeting. If requested, an alternate voting format may be considered.
- (b) The Secretary will keep all electronic ballots confidential until the meeting. Electronic ballots will be counted prior to the start of the Special Meeting and added to the votes taken at the meeting. Electronic ballots will be counted towards Quorum for a Special Meeting.
- (c) A seventy-five (75%) percent majority vote of eligible Full (Voting) Members submitting electronic ballots and participating in the meeting will decide the issue(s) as outlined in the Special Meeting notice.

7.5 Minutes of Meetings

Special Meeting minutes will include the names of those in attendance, a summary of discussions and actions, committee reports and recommendations if applicable, and Resolutions. Approved minutes will be made available within two weeks of approval. Special Meeting minutes will be approved at the next Public Meeting and will be approved by the Board Chairperson.

7.6 Meeting Procedures

"Parliamentary Procedure at a Glance" by O. Garfield Jones will be followed as deemed necessary by the Board in connection with any Special Meeting.

ARTICLE VIII OFFICERS OF THE BOARD

8.1 Officers

The Officers will be Directors and will consist of a Chairperson, Vice-Chairperson, Treasurer and Secretary, and will be determined by the Board at the first Public Board Meeting ("Organizational Meeting") following the election. Officers of the Board will retain the responsibilities of their previous positions in the period between the election and the Organizational Meeting. If an Officer resigns or is removed from office, a new Officer will be elected by the Board. Any two offices, with the exception of Chairperson, may be held by the same person.

8.2 Chairperson

The Chairperson will be the Executive Officer of the Society and an ex-officio member of all Board committees. They will, in general, supervise all of the business and affairs of the Society as directed by the Board at Public Board Meetings and will see that all orders and Resolutions of the Board are carried into effect. They will be the Chairperson at all meetings of the Board. In their absence, the Vice-Chairperson will preside at any such meetings, and in the absence of both, a temporary Chairperson shall be elected by the Directors from among those Directors present to preside over that meeting. The Chairperson will be the official spokesperson for the Board to the media and the public. The Chairperson will have signing authority for the Society and the Board. In general, the Chairperson will perform all duties and may exercise all rights incidental to the Office of Chairperson of the Board and such other duties as may be prescribed by the Board or these Bylaws.

8.3 Vice-Chairperson

The Vice-Chairperson will have all the powers and perform all the duties of the Chairperson in the absence of the Chairperson. The Vice-Chairperson will perform such other duties as from time to time may be assigned to them by the Chairperson or by the Board.

8.4 Secretary

- (a) The Secretary will attend all meetings of the Board and cause minutes to be kept, recording all the acts and votes undertaken at all meetings of the Board. Approved minutes will be available not more than fourteen (14) days after the minutes have been approved by the Board at their next scheduled Public Board Meeting and will be posted on the website. The Secretary will see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and will perform such other duties as may be assigned by the Chairperson or by the Board. In case of the absence of the Secretary, their duties will be discharged by such Officer as may be appointed by the Board. The Secretary will have charge of all the correspondence of the Society and be under the direction of the Chairperson and the Board.
- (b) As per the *Societies Act*, the Secretary will keep a record of all Full (Voting) Members and Associate (Non-voting) Members and their email addresses. The Secretary will send all notices of the various meetings as required by these Bylaws. The Board may vote to delegate the duties of the Secretary through the Superintendent to an employee.

8.5 Treasurer

- (a) The Treasurer oversees the financial affairs of the Society and will have custody of the funds and securities of the Society. The Treasurer will receive all monies paid to the Society and will be responsible for the deposit of same in the name and to the credit of the Society in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. The Treasurer will properly account for the funds of the Society and keep such books as may be directed. The Treasurer will present a full detailed account of receipts and disbursements to the Society whenever requested and will 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 Treasurer will be under the direction of the Chairperson and the Board.
- (b) The Board may delegate these duties through the Superintendent to an employee.

8.6 Removal of an Officer

- (a) An Officer may be removed from office:
- (i) if the Officer is found by a court of law to be of unsound mind;
 - (ii) by passage of a Special Resolution;
 - (iii) on death of the Officer;
 - (iv) if the Officer fails to meet any of the qualification requirements set out in Section 3.3; or
 - (v) if the Officer fails to meet the attendance requirements of Section 3.10;
- (b) An Officer removed from office by means of Section 8.6(a) may appeal the decision as per the *Charter Schools Regulation*.

8.7 Compensation

No salary will be paid to Officers. The Board may, by Motion or by Policy, grant Officers an honorarium in recognition of their time and effort. The Board may, at its discretion, reimburse Officers for any reasonable expenses they incur in the course of performing their duties as Officers.

ARTICLE IX COMMITTEES ESTABLISHED BY THE BOARD

9.1 Committees

The Board may establish committees in accordance with the *Education Act* and Board Policy. Board Committees may make recommendations to the Board, but as the Board possesses certain legal powers and prerogatives which cannot be delegated or surrendered to others, committees may not make decisions on behalf of the Board.

ARTICLE X FUND ACQUISITION

10.1 Donations and Partnerships

The Board may accept or allow to be accepted on behalf of the Society any contribution, gift, grant, bequest or device, or enter into any partnerships deemed beneficial to the Society.

10.2 Fund Development

The Board may raise funds in a manner acceptable to the Board.

10.3 Borrowing

For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such a manner as it deems appropriate, provided it first obtains the prior approval of the Minister of Education as and where required by the *Education Act*. A request to the Minister shall be exercised only under the authority of the Society through Special Resolution.

**ARTICLE XI
EXECUTION OF DOCUMENTS**

11.1 Execution

Contracts, documents or any instruments in writing requiring the approval of the Board and the signature of the Society may be signed by the Board Chairperson together with any Director of the Board or by such Officer or Officers or person or persons, whether or not Officers of the Society, and in such manner as the Board may from time to time designate by Resolution; and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality. The Board may give the Society's power of attorney to any registered dealer in securities for the purposes of the transferring of and managing any stocks, bonds and other securities of the Society.

11.2 Corporate Seal

The Society does not have a corporate seal.

**ARTICLE XII
BOOKS AND RECORDS**

12.1 Books and Records

The Directors of the Board will cause all necessary books and records of the Society required by the Bylaws of the Society or by any applicable statute or law to be regularly and properly kept.

12.2 Inspection of Books and Records

Requests by Members and the general public to inspect the books and records of the Society must be made to the Chairperson and the Superintendent. Such inspection will take place at a mutually agreeable time within the offices of the Society and in the presence of an employee acceptable to the Superintendent. Any person requesting copies of documents will be charged the prescribed fee as set by *Freedom of Information and Protection of Privacy* legislation.

12.3 Auditing

The books, accounts and records of the Society will be audited at least once each year by an Auditor appointed for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year will be submitted by such Auditor at the Annual General Meeting of the Society. The fiscal year of the Society will be September 1 - August 31.

The remuneration of the Auditor will be fixed by the Board of Directors. The Auditor may not be a member of the Board of Directors, a Member of the Society, or an employee.

12.4 Budgets and Financial Statements

The Board will:

- (a) on or before November 30 (or such other time specified by the Minister of Education), prepare or cause to be prepared financial statements for the Charter School for the fiscal year ending on the previous August 31, and
- (b) on or before May 31 (or such other time specified by the Minister of Education), prepare and submit to the Minister a budget for the Charter School for the fiscal year beginning on the following September 1.

ARTICLE XIII BEING HEARD

13.1 Addressing Concerns

The Board, working in conjunction with the Superintendent, will establish processes to ensure members of the Society will have the opportunity to have their concerns addressed.

ARTICLE XIV PROCEDURE TO AMEND THE BYLAWS

14.1 Review Period

The Bylaws of the Society will be reviewed by the Board at least once every five years, and may not be rescinded, added to or altered in the future except by Special Resolution of the members.



Date: January 16, 2023

SPECIAL RESOLUTION

I hereby certify that the following resolution was passed at a meeting of the members of
THE FFCA CHARTER SCHOOL SOCIETY (506880368) on December 14, 2022.

FFCA Bylaw Revision

2022-12-14-4RA 2022 FFCA Bylaws MOTION

MOVED by Director Qureshi and seconded by Vice-chair Hill that the Society repeals the existing (2020) FFCA Bylaws and replaces them with the revised (2022) FFCA Bylaws as presented (Society ballot results - 137:4). CARRIED.

Signature of authorized officer:

Printed name: Phoebe Greentree

Title: Board Secretary / Executive Assistant to the Superintendent

Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2023/06/12

The Bylaws are filed as of 2023/06/12

Service Request Number: 39940582
Corporate Access Number: 506880368
Business Number: 891372369
Legal Entity Name: THE FFCA CHARTER SCHOOL SOCIETY
Legal Entity Status: Active
Fiscal Year End: 08/31
