

**STURGEON HEIGHTS
SCHOOL FUNDRAISING ASSOCIATION
BYLAWS**

1. ARTICLE 1 – PREAMBLE

1.1. The Society

The name of the society is the **Sturgeon Heights School Fundraising Association**, which may also be known or referred to as the **SHSFA**.

1.2. The Bylaws

The following articles set forth the Bylaws of the **Sturgeon Heights School Fundraising Association**.

2. ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1. Definitions

In these bylaws, the following words have meaning:

- 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 General Meeting means the annual general meeting described in article 5.1.
- 2.1.3.** Board means the Board of Directors of SHSFA.
- 2.1.4.** Bylaws means the Bylaws of SHSFA as amended.
- 2.1.5.** Director means any person elected or appointed to the board. This includes the Chairperson
- 2.1.6.** General meeting means the Annual General Meeting and a Special General Meeting.
- 2.1.7.** Member means a Member of the Society.
- 2.1.8.** Officer means any Officer listed in Article 6.2.
- 2.1.9.** Special meeting means the special general meeting described in Article 5.2.
- 2.1.10.** Special Resolution means:
 - a)** Resolution passed at the General Meeting of the membership of SHSFA society. There must be twenty-one (21) day's notice for the meeting. This notice must state the proposed resolution. There must be approved by a vote of 75% of the voting members who vote in-person or online.
 - b)** A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) day's notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or

c) A resolution agreed to in the writing by all Voting Members who are eligible to vote.

2.1.11. Full Members means a member entitled to vote at the meetings of the SHSFA.

2.1.12. Associate Members means a member who sits on the committee but is not eligible to vote.

2.2. Interpretation:

The following rules of interpretation must be applied in interpreting these Bylaws:

2.1.1 Singular and Plural: words indicating the singular number also include the plural; and vice-versa.

2.1.2 Corporation: words indicating persons and include corporations.

2.1.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws

2.1.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

3 ARTICLE 3 – MEMBERSHIP

3.1 Classification of Members

There are two categories of Members:

- a) Full Members
- b) Associate Members

3.1.1 Full Members

To become a Full Member, an individual must:

- a) Must have a vested interest or a child/children registered in Sturgeon Heights School.
- b) Be a full 18 years of age.
- c) Be of good character and reputation.
- d) Willing to be security screened by the RCMP.
- e) Elected or appointed.

3.1.2 Associate Members

- a) Must have a vested interest or a child/children registered in Sturgeon Heights School.
- b) Be a full 18 years of age.
- c) Must be approved by the board.
- d) Volunteers on a committee.

3.2 Membership Fees

3.2.1 Membership Year

The membership year is September 1 to August 31.

3.2.2 Setting Membership Fees

Membership fees, monetary or volunteer hours, in SHSFA shall be determined from time to time by the members at the annual general meeting.

3.3 Rights and Privileges of the Members

3.3.1 Any Full Member in good standing is entitled to:

- a) receive notice of meetings of the SHSFA.
- b) attend any meeting of the SHSFA.
- c) speak at any meeting of the SHSFA.
- d) exercise other rights and privileges given to Members in these bylaws.

3.3.2 Any Associate Member in good standing is entitled to:

- a) receive notice of applicable committee meetings.
- b) attend any meeting of the SHSFA.
- c) speak at any meeting of the SHSFA.

3.3.3 Voting Members

The only members who can vote at a board meeting of the SHSFA are:

- a) Directors in good standing
- b) At the Annual General Meeting, all Full members in good standing.

3.3.4 Associate Members

- a) are not eligible to vote
- b) they act in an advisory capacity as volunteers on board committees.

3.3.5 Number of Votes

A voting Member is entitled to one (1) vote at a meeting of the SHSFA.

3.3.6 Member in Good Standing

A Member is in good standing when:

- a) The Member is not suspended as a member as provided for under Article 4.4.

3.4 Suspension of membership

3.4.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's Membership for not more than three (3) months, for one or more of the following reasons:

- a) If the Member has failed to abide by the Bylaws.
- b) If the Member has been disloyal to the SHSFA.
- c) If the Member has disrupted meetings or functions of the SHSFA.

- d) If the Member has done or failed to do anything judged to be harmful to the SHSFA or by act of omission caused harm to be done to SHSFA.

3.4.2 Notice to the Member

3.4.2.1 The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least ten (10) days notice before the Special Meeting.

3.4.2.2 The notice will be sent by email to the last known address of the Member shown in the records of the SHSFA or a written copy will be given to School to deliver. An officer of the board may also deliver the notice.

3.4.2.3 The notice will state the reason why suspension is being considered.

3.4.3 Decision of the Board

3.4.3.1 The member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

3.4.3.2 The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board.

3.4.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

3.4.3.4 The decision of the Board is Final.

3.5 Termination of Membership

3.5.1 Resignation

3.5.1.1 Any Member may resign for the Society by notifying the SHSFA by sending or delivering a written notice to the Secretary or Chairperson of the Board via mail or email.

3.5.1.2 Once the notice is received, the Member's name is removed from the Register of the Member's. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Member's.

3.5.2 Death

The membership of a Member is ended upon his death.

3.5.3 Expulsion

3.5.3.1 The Board may, by Special Resolution at a Special General Meeting called for such a purpose, expel any Member for any case listed in Article 4.4.1.

3.5.3.2 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a member on the date his name is removed from the Register or Members.

3.6 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the member resigns, dies, or is expelled from the SHSFA

3.7 Continued Liability for Debts Due

Although a Member ceased to be a Member, by death, resignation or otherwise, he is liable for any debts owing the SHSFA at the date of ceased to be a Member.

3.8 Limitation on the Liability of Member

No Member is, in his individual capacity, liable for any debt or liability of the SHSFA.

4 Article 5 – MEETINGS OF THE SOCIETY

4.1 The Annual General Meeting

4.1.1 The SHSFA holds its Annual General Meeting no later than October 31 of each calendar year, in Sturgeon County, Alberta. The Board sets the place, day, and time of the meeting.

4.1.2 The Secretary mails/emails, delivers, or advertises a notice to each Member at least ten (10) days before the Annual General Meeting. The notice states the place, date and time of the Annual General Meeting, and any business regarding a Special Resolution.

4.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a) adopting the agenda
- b) adopting the minutes of the last Annual General Meeting
- c) considering the Chairperson's report
- d) reviewing the financial statement setting out the SHSFA income, disbursements, assets and liabilities and the auditor's report.
- e) appointing the auditors (If applicable)

- f) electing the Chairperson
- g) electing the Vice Chairperson
- h) electing the Secretary
- i) electing the Treasurer
- j) electing the Members of the Board
- k) Considering matters specified in the meeting notice.

4.1.4 Quorum

Attendance by 50% of the Members at the Annual General Meeting is a quorum.

4.2 Special General Meeting of the Society

4.2.1 Calling a Special General Meeting

A Special General Meeting may be called at any time:

- a) by a resolution of the Board of Directors to that effect, or
- b) on the written request of at least 50% plus one (1) Director. The request must state the reason for the Special General Meeting and the motions(s) intended to be submitted at this Special General Meeting; or
- c) on written of at least one-third (1/3) OF THE Voting Members. The request must state the reason for the Special General Meeting and the motions(s) intended to be submitted at such Special General Meeting.

4.2.2 Notice

The Secretary mails/emails or publishes a notice at least ten (10) days before the Special General Meeting or five (5) days notice by phone. This notice states the place, date, time and purpose or in camera, which will be stated in the notice of the Special General Meeting. Meeting may be open to the public.

4.2.3 Agenda of Special General Meeting

Only the Member(s) set out in the notice of the Special General Meeting are considered at the Special General Meeting.

4.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

4.3 Proceedings at the Annual or a Special General Meeting

4.3.1 Attendance by the public

Annual General Meetings of the SHSFA are open to the public. A majority of the Members present may ask any person who are not Members to leave. Attendance of the general public at the Special General Meetings is at the discretion of the Board.

4.3.2 Failure to Reach Quorum

The Chairperson cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.3.3 Presiding Officer

4.3.3.1 The Committee Chairperson chairs every General Meeting of the Society. The Vice-Chairperson chairs in the absence of the Chairperson.

4.3.3.2 If either the Chairperson nor the Vice-Chairperson is present within one-half (1/2) hour after the meeting for the General Meeting, the Members present choose one (1) of the Members to Chairperson.

4.3.4 Adjournment

4.3.4.1 The Chairperson may adjourn any General Meetings with the consent of the majority of Members at the meeting. If any General Meeting is adjourned before conclusion of tabled business, the subsequent meeting will deal only with the unfinished business from the adjourned meeting.

4.3.4.2 No Notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

4.3.4.3 The SHSFA must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for and General Meeting.

4.3.5 Voting

4.3.5.1 Each Voting Member has one (1) vote. A show of hands or a ballot decides every vote at every General Meeting. A ballot is only used if at least one-third (1/3) of the voting Members request it.

4.3.5.2 The Chairperson does not vote on the initial motions. In case of a tie vote, the Chairperson will cast the deciding vote. The Chairperson decides in good faith and this decision is final.

4.3.5.3 Voting Member may not vote by proxy.

4.3.5.4 Voting members may vote via email on time sensitive issues that need a motion and subsequent voting. Motions and e-votes will be entered into the minutes at the next general meeting.

4.3.5.5 A majority of the votes of the Voting Members present decides each issue and resolution unless the issue needs to be decided by a Special Resolution.

4.3.5.6 The Chairperson declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

4.3.5.7 One-third (1/3) of the voting Members may request a ballot vote. In such case, the Chairperson or the presiding officer may set the time, place and method for a ballot vote.

4.3.5.8 Members may withdraw their request for a ballot.

4.3.5.9 The Chairperson decides in good faith, and this decision is final.

4.3.6 Failure to Give Notice of Meeting

Any action taken at a General Meeting does not become invalid due to:

- a) accidental omission to give any notice to any member; or
- b) any member not receiving any notice; or
- c) any error in any notice that does not affect the meeting of the notice.

5 ARTICLE 6 – THE GOVERNMENT OF THE SOCIETY

5.1 The Board of Directors

5.1.1 Governance and Management of the SHSFA.

The Board governs and manages the affairs of the SHSFA.

5.1.2 Powers and Duties of the Board

The Board has the power of the Society, except as stated in the Societies Act. The powers and duties of the Board include:

- a) promoting the objectives of the SHSFA
- b) promoting membership of the SHSFA
- c) maintaining and protecting the SHSFA assets and property
- d) approving an annual budget for the SHSFA
- e) paying all expense for operating and managing the SHSFA
- f) paying persons for services and protecting persons from debt of the SHSFA
- g) investing any extra monies
- h) financing the operations of SHSFA, including borrowing or raising monies
- i) making policies for managing and operating SHSFA
- j) approving all contracts for the SHSFA
- k) maintaining all accounts and financial records of the SHSFA
- l) appointing legal counsel as necessary

- m) making policies, rules and regulations for operating and using its facilities and assets of the SHSFA
- n) selling, disposing of, or mortgaging any or all of the property of the SHSFA
- o) without limiting general responsibility of the Board, delegating its powers and duties to the Executive Committee.

5.1.3 Composition of the Board

The Board consist of:

- a) The Chairperson
- b) Maximum nine (9) Directors-at-large elected from among the voting Members
- c) Minimum three (3) Directors – Chairperson, Vice Chairperson, Secretary/Treasurer

5.1.4 Election of the Executive

5.1.4.1 At the Annual General Meeting of the Board, Voting Members elect Executives

5.1.4.2 Voting Members may re-elect any Executive of the Board for a maximum of three (3) consecutive terms.

5.1.5 Resignation, Death or Removal of a Director

5.1.5.1 A Director including the Chairperson and immediate Past Chairperson may resign from office by giving one (1) week notice in writing or via email. The resignation takes effect either at the end of the week's notice, or on the date the Board accepts the resignation.

5.1.5.2 Voting Board Members may remove any director including the Chairperson and the immediate Past Chairperson before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.

5.1.5.3 If there is a vacancy on the Board Executive, the remaining Directors may appoint a Director in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past Chairperson. This position remains vacant until the next AGM.

5.1.6 Meetings of the Board

5.1.6.1 The board holds at least six (6) meetings a year.

5.1.6.2 The Chairperson calls the meetings. The Chairperson also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

5.1.6.3 Ten (10) days notice for Board meetings is Emailed to each Board Member. There may be five (5) days notice by telephone. Board Members may waive notice

5.1.6.4 Quorum of a Board Meeting is 50% plus 1.

5.1.6.5 If there is not quorum, the Chairperson adjourns the meeting to an agreed upon future time, place, and day.

5.1.6.6 Each Director, including the Chairperson has one (1) vote. The Chairperson has only the tie-breaking vote per Article 5.3.5.2.

5.1.6.7 All Board meetings including conference calls must be documented and must be made available to the people upon request.

5.1.6.8 Meetings of the Board are open to Members of the SHSFA, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.

5.1.6.9 All Directors may agree to and sign in a resolution. This resolution is as valid as one passed at any Board Meeting. It is not necessary to give notice or to call a board meeting. The date on the resolution is the date it is passed.

5.1.6.10 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.

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

5.2 Officers

5.2.1 The Executive of the SHSFA is the Chairperson, Vice-Chairperson, Secretary and Treasurer.

5.2.2 The Executive holds office for their appointed term to a maximum of three (3) consecutive term, until re-elected or until a successor is elected. An Executive Member ceases to hold office upon death, resignation, or removal from the Board.

5.3 Duties of the Officers of the SHSFA

5.3.1 The Chairperson

- a) supervises the affairs of the Board
- b) when present, chairs all meetings of the Board and the Executive Committee
- c) Is an ex officio member of all Committees, except the Nominating committee, whereas he or she is the Chairperson.

- d) Acts as a spokesperson for the SHSFA or can delegate this position.
- e) Chairs the Executive Committee
- f) Carries out other duties assigned by the Board.

5.3.2 The Vice-Chairperson

- a) Presides at meetings in the Chairperson's absence. If the Vice-Chairperson is absent, the Directors elect a chairperson for the meeting.
- b) Replaces the Chairperson at various functions when asked to do so by the Chairperson or the Board, in the absence of the Chairperson.
- c) Chairs the Personnel committee.
- d) Carries out other duties assigned by the Board.

5.3.3 The Secretary

- a) Attends all meetings of the Board, Executive Committee, membership, and society meetings, or delegates a replacement.
- b) Keeps accurate minutes of these meetings.
- c) Has charge of the Board's correspondence.
- d) Makes sure a record of names and addresses of all Members of the Board is kept.
- e) Makes sure all notices of various meetings are sent.
- f) Assists with the annual return, changes in the directors of the organization, amendments in the Bylaws and other incorporating documents with the Corporate Registry.
- g) Carries out other duties assigned by the Board.

5.3.4 The Treasurer

- a) Makes sure all monies paid to the SHSFA are deposited in a chartered bank, treasury branch or trust company by the Board.
- b) Makes sure a detailed account of revenues and expenditures is presented to the Board at all regular Board Meetings.
- c) Makes sure an audited statement of the financial position of the SHSFA is prepared and presented at all regular Board Meetings.
- d) Chairpersons the Finance Committee of the Board is a member of the Executive Committee.
- e) Carries out other duties assigned by the Board.
- f) Makes sure annual fees are collected and deposited if applicable.
- g) Prepare annual tax and GST returns (where applicable)

5.4 Board Committees

5.4.1 Establishing Committees

The Board may appoint committees to advise the Board.

5.4.2 General Procedures for Committees

5.4.2.1 A Board member chairs each committee created by the Board.

5.4.2.2 The Chairperson calls committee meetings. Each committee.

- a) records minutes of its meeting.
- b) Provides reports to each Board meeting at the Board request.
- c) Makes recommendations to the Board regarding committee meetings.

5.4.2.3 A majority of the committee members present at a meeting is a quorum.

5.5 Standing Committees

The Board may establish standing committees, including but not limited to the following:

- a) Executive Committee
- b) Fundraising Committee
- c) Finance Committee
- d) Ad Hoc committee

6 ARTICLE 7 – FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The Registered Office

The Registered Office of the SHSFA is located:

Sturgeon Heights School

50 Hogan Rd

St. Alberta, AB

T8N 3X7

6.2 Finance and Auditing

6.2.1 The fiscal year of the SHSFA ends August 31 of each year.

6.2.2 The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified professional or by two members of the society elected for that purpose at the Annual Meeting. Such auditor, at the Annual Meeting of the SHSFA, shall complete and sign an “Auditor’s Confirmation” statement of the standing of the books for the previous year.

6.2.3 The books and records of the SHSFA may be inspected by any member of the SHSFA or public at the Annual General Meeting provided for herein or at anytime upon giving reasonable notice arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

6.3 Cheques and contracts of the Society

- 6.3.1** The designated Officers of the Board sign all cheques drawn on the monies of the SHSFA. Two signatures are required on all cheques.
- 6.3.2** All contracts of the SHSFA must be signed by the Officers or other persons authorized to do so by resolution of the Board.

6.4 The Keeping and Inspection of the Books and Records of the SHSFA

- 6.4.1** The Secretary keeps a copy of the Minute Books and records minutes of all Board meetings including conference calls. Approved copies will be available on a secure Cloud service (Ex. Google Drive) as well as posted on the Association's website.
- 6.4.2** The Secretary keeps the original Minutes Books at the Registered Office of the SHSFA. The records contain minutes from all meetings of the SHSFA, the Board and the Executive Committee.
- 6.4.3** The Board keeps and files all necessary books and records of the SHSFA as required by the Bylaws, the Societies Act, or any other statute or laws.
- 6.4.4** A member wishing to inspect the books or records of the SHSFA must give reasonable notice to the Chairperson or the Secretary of the SHSFA of his intention to do so.
- 6.4.5** Unless permitted by the Board, such inspection will take place only at the Registered Office, or other regular business operated by the SHSFA during normal business hours.
- 6.4.6** All financial records of the SHSFA are open for such inspection by the Members and the public.
- 6.4.7** Other records of the SHSFA are also open for inspection, except for records that the Board designates as confidential.

6.5 Borrowing Powers

- 6.5.1** The SHSFA may borrow or raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 6.5.2** The SHSFA may issue debentures to borrow only by resolution of the Board confirming by a Special Resolution of the SHSFA.

6.6 Remuneration

- 6.6.1 No Member, Director, or Officer of the SHSFA receives any payment for his services as a Member, Director, or Officer.
- 6.6.2 Reasonable expenses incurred while carrying out duties of the SHSFA may be reimbursed upon Board approvals per policy.

6.7 Protection and Indemnity of Directors and Officers

- 6.7.1 Each Director or Executive Officer holds office with protection from the SHSFA. The SHSFA indemnifies each Director or Executive Officer against all costs or changes that result from any act done in good faith his role for the SHSFA. The SHSFA does NOT protect Directors or Executive Officer for acts of fraud, dishonesty, or bad faith.
- 6.7.2 No Director or Executive Officer is liable for the acts of any other Directors, Officer, or employee. No Director or Executive Officer is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the SHSFA. No Directors or Executive Officer is liable for any loss due to an oversight or error in judgment, or by any act in his role of the SHSFA, unless the act is fraud, dishonesty, or bad faith.
- 6.7.3 Directors or Executive Officer can rely on the accuracy of any statement or report prepared by the SHSFA's auditor. Directors and Officers are not held liable for any loss or damage as a result of acting on that statement or report.

7 ARTICLE 8 – AMENDING THE BYLAWS

- 7.1 These Bylaws may be cancelled, altered, or added to by a Special Resolution at any Annual General or Special General Meeting of the SHSFA. Special Resolution is defined in Section 1(d) of the Societies Act. The definition cannot be changed.
- 7.2 The ten (10) days notice of the Annual General or Special General Meeting the SHSFA must include details of the proposed resolution to change the Bylaws.
- 7.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General meeting and accepted by the Corporate Registry of Alberta.

8 ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE SHSFA

- 8.1 The SHSFA does not pay any dividends or distribute its property among its Members.

8.2 If the SHSFA is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special resolution. In no event do any Members receive any assets of the SHSFA.

DATED _____ day of _____, 2022
(date) (month)

In the City of St. Albert, in the Province of Alberta
