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Fundraising Association of New Horizons School (FANHHS)

Bylaws

September 2015

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ARTICLE ONE – PREAMBLE

1.1 Association

The name of the Association is the Fundraising Association of New Horizons School (FANHS). The Association's Corporate Access Number is 509763249. The Association's Alberta Gaming and Liquor Commission (AGLC) Number is 112073.

1.2 Objects

The objects are detailed in the Articles of Incorporation and describe the fundamental goals and objectives of FANHS.

1.3 Bylaws

The following articles set forth the bylaws of FANHS.

ARTICLE TWO – DEFINITIONS

Annual General Meeting (AGM) means a mandatory General Meeting of the Association held once a year. This is an important meeting and all Members are encouraged to attend. The meeting is for a specific purpose, outside the ordinary, which typically cannot be accomplished at a Regular Meeting. Details of the specific requirements for giving notice and conducting business at an AGM are outlined in Article 5.3.

Associate Member means an individual who is affiliated with the Association based on their position as Principal or staff at the School.

Association means the Fundraising Association of New Horizons School (FANHS).

Community Member means any individual from the community at large, who is not a Parent and has fulfilled the Association's membership requirements.

Director means any individual elected, acclaimed, or appointed as an Executive Member of the Association as outlined in Article 4.1.

Executive means all the Officers and Directors of the Association.

Executive Member means either an Officer or Director of the Association.

General Meeting refers to either an Annual General Meeting (AGM) or Special General Meeting (SGM).

Member means any individual who has fulfilled the membership requirements as outlined in Article 3.1.

Member in Good Standing means any Member whose membership has not been suspended.

Motion means a proposal put forward for consideration by a vote.

Officer means any individual elected, acclaimed, or appointed as an Executive Member of the Association as outlined in Article 4.1.

Parent means parents or legal guardians of students attending the School.

Register of Members means a record of names and addresses of all Members of the Association as required by the Societies Act.

Registered Office of the Association is located within New Horizons Charter School.

Regular Meeting means a meeting held to conduct the ordinary business of the Association.

School means New Horizons Charter School.

Societies Act means the Societies Act S-14 RSA 2000, or any statute substituted for it.

Special General Meeting (SGM) means a General Meeting of the Association held as necessary for business that cannot wait until the Annual General Meeting (AGM). Any business that can be conducted at an AGM can be conducted at a SGM. This meeting is for a specific purpose, outside the ordinary, which typically cannot be accomplished at a Regular Meeting. This is an important meeting and all Members are encouraged to attend. Details of the specific requirements for giving notice and conducting business at a SGM are outlined in Article 5.4.

Special Resolution means an important matter or proposal for consideration by vote of the membership, such as a major or fundamental change to the Association. Special Resolutions are presented at a SGM or AGM. Specific notice, meeting, and voting requirements are outlined in Articles 5.3, 5.4 and 5.6.

ARTICLE THREE – MEMBERSHIP

3.1 Membership

- a) Any individual is eligible to become a Member of the Association provided they:
 - have a vested interest in the well-being of the School;
 - reside in Alberta;
 - are of legal age;
 - have completed the membership form; and
 - are in good standing with the Association.
- b) Parents, once Members, will have membership in the Association until they no longer have children attending the School or until membership is withdrawn.
- c) Community Members will have membership in the Association for a period of one (1) year and must reapply annually.
- d) Members have voting rights.
- e) The majority of the Members of the Association will be Parents.
- f) Community Members cannot exceed five (5) percent of the membership and approval of membership will be considered at any meeting of the Association.
- g) There will be no fee to be a Member of the Association.
- h) To withdraw a membership, notice in writing must be provided to the Executive.

3.2 Associate Membership

- a) The Principal and staff of the School are considered to have an Associate Membership and shall serve as resource people in an advisory capacity to the Association.
- b) Associate Members do not have voting rights.
- c) Associate Members shall not have signing authority for the Association.

- d) The Principal, per current legislation, shall have the power of veto relating to actions directly affecting the School building, staff, or students, but not relating to financial expenditures, revenues, or investments of the Association.

3.3 Rights of Members

- a) Any Member or Associate Member is entitled to:
- receive notice of any meeting of the Association;
 - attend any meeting of the Association;
 - speak at any meeting of the Association; and
 - request items be added to the agenda for Regular Meetings of the Association.
- b) Any Member in Good Standing is also entitled to:
- vote on motions of the Association;
 - put forth Motions at meetings of the Association;
 - hold office for the Association; and
 - serve on committees or chair fundraisers of the Association.

3.4 Suspension of Membership

- a) A Member may have their membership suspended, with cause, for not more than three (3) consecutive months.
- b) Should the breach of conduct continue, the individual's membership will be revoked for the remainder of the School year.
- c) The Member may choose an option to address the matter as outlined in the Association's Policies and Procedures Manual.

ARTICLE FOUR – EXECUTIVE

4.1 Executive

- a) The Executive will be composed of the following Officers and Directors:
- Officers:
 - President;
 - Vice President;
 - Secretary;
 - Treasurer;

*The Office of the Secretary and Treasurer may be filled by one (1) person if the membership so decides by Motion. The position will then be called 'Secretary-Treasurer'.
 - Directors:
 - Between zero (0) and three (3) Directors-at-large
- b) Officers and Directors are elected by the Members at the Annual General Meeting (AGM). In the event there is a vacancy on the Executive, the position may be filled for the duration of the term by election, acclamation, or appointment at any subsequent meeting of the Association.
- c) Candidates must be Members in Good Standing with the Association.

- d) Officers and Directors will serve a one (1) year term from September 1 to August 31. Where the School year begins prior to September 1, the term will begin on the first instructional day.
- e) Any Officer or Director may resign his/her position by providing written notice to any two (2) Officers.
- f) Any Officer or Director, upon a majority vote of the membership at a General Meeting called for that purpose, may be removed from office with cause. This may include, but is not limited to, failure to perform duties or responsibilities, abide by bylaws, policies, Special Resolutions or directions from the membership.

4.2 Duties of the Executive

- a) The Executive, subject to the bylaws, policies, Special Resolutions, and directions given by the membership, have the responsibility to manage the operating affairs of the Association.
- b) President:
 - is an ex-officio member of all committees;
 - presides at all meetings of the Association.
- c) Vice-President
 - assists the President in all Association activities;
 - presides at meetings in the President's absence.
- d) Secretary
 - keeps accurate minutes of meetings of the Association;
 - keeps the original minute book up-to-date;
 - ensures a Register of Members is kept up-to-date.
- e) Treasurer
 - ensures all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Association;
 - provides a detailed account of the Association's revenues and expenditures to the membership at Regular Meetings and as requested;
 - ensures an audited statement of the annual financial position of the Association is prepared and presented at a Special General Meeting (SGM) no later than February 28th of each year.
- f) Directors-at-large
 - Specific duties are determined as needed on an annual basis.

4.3 Standing and Ad Hoc Committees

- a) Standing and ad hoc committees will be formed as necessary. Any Member in Good Standing is eligible to serve on a committee, except the standing committee of the Executive.

ARTICLE FIVE – MEETINGS

5.1 Regular Meetings

- a) There shall be a minimum of three (3) regularly scheduled meetings of the Association during the School year.
- b) The first regularly scheduled meeting shall be held no later than thirty (30) calendar days after the first instructional day of the School year.
- c) The date, time, and location of regularly scheduled meetings shall be set by the Executive, with a minimum seven (7) days notice to Members by email and either posted at the School or on the Association webpage/website.
- d) The meeting agenda shall be provided with a minimum of seven (7) days notice to Members by email and either posted at the School or on the Association webpage/website. If the cumulative sum of proposed expenditures exceeds five hundred (500) dollars, the agenda must clearly state the proposed amount(s) and the purpose of each request.
- e) For time-sensitive matters, a meeting may be called with three (3) days notice to Members by email and either posted at the School or on the Association webpage/website. Only the business stated in the notice will be discussed at that meeting. At such a meeting, the cumulative sum of proposed expenditures shall not exceed five hundred (500) dollars.
- f) In the absence of both the President and Vice President, a chairperson may be elected at the meeting to preside.

5.2 Email Decisions

- a) In the event a decision is necessary and it is not feasible, nor possible to wait until a meeting can be held, an email vote shall occur.
- b) All Members in Good Standing shall receive notice by email specifying the details and must be given a minimum of twenty-four (24) hours to vote.
- c) The decision will be ratified at the next meeting of the Association and all email responses included with the minutes.
- d) Proposed expenditures shall not exceed five hundred (500) dollars and response from a minimum of ten (10) percent of the membership is required.

5.3 Annual General Meeting (AGM)

- a) The Association shall hold an Annual General Meeting (AGM) on or before June 30th of each year.
- b) Notice must be provided to Members by email and either posted at the School or on the Association webpage/website at least twenty-one (21) days before the Annual General Meeting. The notice must contain the place, date, and time of the Annual General Meeting and the draft wording of any Special Resolutions. If the Special Resolution is to adopt a document, a copy of the proposed document must be included with the notice.
- c) Only the matter(s) set out in the notice for the Annual General Meeting may be considered at the Annual General Meeting.

- d) In the absence of both the President and Vice President, a chairperson may be elected at the meeting to preside.

5.4 Special General Meeting (SGM)

- a) A Special General Meeting (SGM) may be called by the Executive at any time or on the written request of at least ten (10) Members in Good Standing.
- b) Notice must be provided to Members by email and either posted at the School or on the Association webpage/website at least twenty-one (21) days before the Special General Meeting. The notice must contain the place, date, and time of the Special General Meeting and the draft wording of any Special Resolutions. If the Special Resolution is to adopt a document, a copy of the proposed document must be included with the notice.
- c) Only the matter(s) set out in the notice for the Special General Meeting may be considered at the Special General Meeting.
- d) In the absence of both the President and Vice President, a chairperson may be elected at the meeting to preside.

5.5 Quorum

- a) Each Executive position counts as one (1) towards quorum, regardless if the position is filled by more than one (1) individual. If combined, the Secretary-Treasurer position is only one (1) position.
- b) The Association defines quorum at Regular Meetings as fifty (50) percent of the Executive.
- c) The Association defines quorum at the Annual General Meeting (AGM) and Special General Meetings (SGM) as five (5) percent of the membership, of which fifty (50) percent of the Executive must be in attendance.
- d) If there is no quorum, the Chair adjourns the meeting and reschedules it to a date not more than eight (8) days later. Executive/Members present at this later meeting will constitute quorum.

5.6 Voting

- a) Each Member in Good Standing has one (1) vote per Motion. In general, a show of hands is used to vote. A ballot must be used if requested by any Member.
- b) No Member may vote by proxy.
- c) Any Member having a personal pecuniary interest or possible conflict of interest in any matter being discussed by the Association is required to declare such interest and absent himself/herself from any discussion or vote on such matter.
- d) A majority vote of the votes cast decides each Motion, unless the issue needs to be decided by a Special Resolution.
- e) Special Resolutions require a seventy-five (75) percent majority vote of the votes cast.
- f) In the event of a tie vote, the presiding chair does not have a second or casting vote. If there is a tie vote, the Motion is defeated.
- g) The presiding chair declares a Motion or Special Resolution as carried or defeated.

ARTICLE SIX – FINANCE AND OTHER MANAGEMENT MATTERS

6.1 General Management

- a) The mailing address for all communication or correspondence shall be the registered office of the Association.
- b) All contracts of the Association must be signed by an Officer or person authorized to do so by the Association.
- c) The signing authorities of the financial account(s) will be any three (3) Officers of the Association as determined by Motion. Any two (2) of the signing authorities must sign all cheques, but no signing authority may sign a cheque payable to him/her self.
- d) Original minute books and financial records may be inspected by any Member in Good Standing upon request to the Executive.
- e) Members may request copies of the Associations bylaws, objectives, minutes, audited financials, and current financial summary. The Association will provide the requested document(s) within two (2) weeks of receiving the request.
- f) All records and electronic files created to carry out the duties and activities of the Association must be relinquished to the Association upon the end of the position term or assignment.
- g) The Association may not borrow or issue debentures to fulfill its objectives.
- h) No Member, Officer or Director receives remuneration for his/her service to the Association.
- i) Although a Member may cease to be a Member, s/he is liable for any debts owing to the Association at the date of ceasing to be a Member.
- j) The fiscal year of the Association is September 1 to August 31.
- k) There must be an audit of the books, accounts, and records of the Association at least once each year by either one (1) person with an accounting designation, or by two (2) Members appointed by the Association at a General Meeting; but not by an Officer, Director, or Chair. In the event the auditor position(s) are not filled at the General Meeting the position(s) will be filled at any subsequent meeting of the Association.

ARTICLE SEVEN – ASSOCIATION SEAL

7.1 Use and Custody

- a) The Association has adopted a seal.
- b) The seal shall be the common seal of the Association.
- c) The Association seal shall be under the control of the Officers and the responsibility for its custody and use shall be determined by the Officers.

ARTICLE EIGHT – POLICIES AND PROCEDURES

8.1 Policies and Procedures Manual

- a) The Association's Policies and Procedure Manual provides detailed information on duties, management, and affairs of the Association.

8.2 Amending the Policies and Procedures

- a) The Policies may be rescinded, altered or added to by Special Resolution at any General Meeting of the Association. Specific notice and voting requirements are outlined in Articles 5.3, 5.4 and 5.6.
- b) The Procedures may be rescinded, altered or added to by Motion at any meeting of the Association.

ARTICLE NINE – BYLAWS

9.1 Amending the Bylaws

- a) These bylaws may be rescinded, altered or added to by a Special Resolution at any General Meeting of the Association. Specific notice and voting requirements are outlined in Articles 5.3, 5.4 and 5.6.
- b) The amended bylaws take effect after approval of the Special Resolution at a General Meeting and acceptance by the Corporate Registry of Alberta.

ARTICLE TEN – CONFLICT RESOLUTION

10.1 Conflict within the Association

- a) In the event that there is conflict within the Association, refer to the Association's Policies and Procedures Manual.

ARTICLE ELEVEN – DISSOLVING THE ASSOCIATION

11.1 Dissolving the Association and Distributing the Assets

- a) In the event of the dissolution of the Association, which shall require a Special Resolution of the membership, the assets remaining after payment of all debts and liabilities shall be transferred to the School with the exception of gaming proceeds. All remaining gaming proceeds, after payment of all debts and liabilities, shall be disbursed to eligible charitable groups or purposes as per Alberta Gaming and Liquor Commission regulations.

DATED at Strathcona County, in the Province of Alberta, this 30 day of September, 2015.