



NHCS SOCIETY BYLAWS

Approved June 11, 2012
Amended November 29, 2017

☞ *New Horizons Charter School Society* ☞

NEW HORIZONS CHARTER SCHOOL SOCIETY BYLAWS

Chair Initials: _____

Date: _____

Original Approval: Feb 2, 1995

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ARTICLE 1 – PREAMBLE

1.1 The Society

The name of the Society is New Horizons Charter School Society, which may also be known or referred to as NHCSS.

1.2 The Bylaws

The following articles set forth the Bylaws of the New Horizons Charter School Society.

ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 **ANNUAL GENERAL MEETING (AGM)** means the Annual General Meeting of the Society as described in Article 5.
- 2.1.2 **BOARD** means the Society Board acting in its capacity as Board of the School under the provisions of the School Act.
- 2.1.3 **BOARD MEETING** means a meeting of the Board of Directors as described in Article 6.
- 2.1.4 **BYLAWS** mean the Bylaws of the Society as amended.
- 2.1.5 **CHAIR** means the Director elected by the Board as Chair of the Society.
- 2.1.6 **COMMUNITY MEMBER** means an individual who is a Member of the Society but is neither a parent nor legal guardian of a student at the School, nor a teacher, Superintendent, Secretary Treasurer nor other employee hired by the Society.
- 2.1.7 **DECLARATION OF UNDERSTANDING** means the document indicating understanding and support of the object of the Society, to be signed by all Members of the Society.
- 2.1.8 **DIRECTOR** means any individual elected or appointed to the Board.
- 2.1.9 **GENERAL MEETING** means any meeting of the Society as described in Article 5.
- 2.1.10 **GUARDIAN** means an individual as defined in the School Act, Family Law Act, Child Welfare Act, Child, Youth and Family Enhancement Act and any statute that may be substituted.
- 2.1.11 **IN CAMERA** describes any confidential portion or portions of a Board Meeting.
- 2.1.12 **MEMBER** means those individuals designated as Regular or Community Members of the Society.
- 2.1.13 **PARENT** means an individual as defined in the School Act, Family Law Act and any statute that may be substituted therefore.
- 2.1.14 **PRINCIPAL** means the individual duly appointed to be the Principal of any School operated by the Society.

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- 2.1.15 **REGISTER OF MEMBERS** means the register maintained by the Secretary containing the names of the Members of the Society.
- 2.1.16 **REGULAR MEMBER** means an individual who is a Member of the Society by virtue of his status as parent or legal guardian of a student in the School, or as a teacher, Superintendent, Secretary Treasurer, or employee hired by the Society who has signed a Declaration of Understanding as indicated in Section 2.1.7.
- 2.1.17 **SCHOOL** means any school operated by the Society.
- 2.1.18 **SCHOOL ACT** means the School Act, R.S.A. 2000 c. s-3, and any statute that may be substituted.
- 2.1.19 **SECRETARY** means the Director elected by the Board as the Secretary of the Society.
- 2.1.20 **SECRETARY TREASURER** means the individual appointed by the Board to be the Secretary Treasurer of the School.
- 2.1.21 **SOCIETIES ACT** means the Societies Act R.S.A. 2000 Chapter S-14 and any statute that may be substituted.
- 2.1.22 **SOCIETY** means the New Horizons Charter School Society.
- 2.1.23 **SPECIAL GENERAL MEETING (SGM)** means a Special Meeting of the Society as described in Article 5.
- 2.1.24 **SPECIAL RESOLUTION** means a resolution concerning changing the objects of the Society, amending the Bylaws, amending the School Charter, or surrendering the Certificate of Incorporation. A Special Resolution may be passed at a General Meeting of the Society, and requires a majority vote of 75% of those Members in attendance. Reference to debentures removed.
- 2.1.25 **SUPERINTENDENT** means the individual appointed by the Board to be the Superintendent of the School.
- 2.1.26 **TREASURER** means the Director elected by the Board to be the Treasurer of the Society.
- 2.1.27 **VICE CHAIR** means the Director elected by the Board to be the Vice Chair of the Society.

2.2 Terminology

In the Bylaws, words importing the singular shall include the plural, and the converse shall also apply. Words importing gender shall include the masculine, feminine and neuter. Words importing persons shall include individuals, partnerships, associations, bodies corporate, trustees, executors, administrators, associations, and legal representatives.

2.3 Interpretation of the Bylaws

Any question regarding the proper application and interpretation of these Bylaws shall be determined by the Chair. The Chair's decision may be appealed by a Member and can be overturned by two thirds (2/3) majority vote at any Special or Annual General Meeting called in accordance with these Bylaws.

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ARTICLE 3 - OBJECTS OF THE SOCIETY

3.1 The Object of the Society

The object of the Society is to operate a school for gifted children.

ARTICLE 4 - MEMBERSHIP

4.1 Classification of Members

There are two categories of Members:

- a) Regular Members
- b) Community Members

4.1.1 Regular Members

Regular Members may include:

- i) any parent or legal guardian of a student registered in the school operated by the Society; and
- ii) any teacher, Superintendent, Secretary Treasurer or other person either hired by the Society as an employee or contracted by the Society as an independent contractor.

Regular Members must:

- iii) be at least eighteen years of age; and
- iv) sign a Declaration of Understanding.

4.1.1 Community Members

Community Members may include:

- i) any individuals who are not in any of the categories described in Article 4.1.1.

Community Members must:

- ii) pay dues to be set and collected annually;
- iii) be at least eighteen years of age;
- iv) sign a Declaration of Understanding; and
- v) be approved by the Board of Directors. The application shall be considered by the Board at the next board meeting following receipt of the application for membership.

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4.2 Membership

4.2.1 Membership Year

The membership year runs from the date of the Annual General Meeting of the Society of one year until the day prior to the Annual General Meeting of the Society of the following year. To exercise membership AGM/SGM as per Article 5.2.2 and 5.3.2 respectively.

4.2.2 Setting Community Membership Fees

The Board sets the Community Membership fees. Regular Members are not required to pay membership fees.

4.2.3 Payment Date for Fees

Declarations of Understanding and Annual Community Membership fees are due on the date of the Annual General Meeting of the Society. Declarations of Understanding expire at midnight on the day prior to the upcoming Annual General Meeting of the Society. Rights and Privileges of Members are in accordance with Article 4.3 reserved for those Members whose membership fees have been paid in full (if applicable) and who have signed a current Declaration of Understanding.

4.2.4 Expiration of Membership

Membership expires at midnight on the day prior to the upcoming Annual General Meeting of the Society. Rights and Privileges of Members are in accordance with Article 4.3 reserved for those Members whose membership fees have been paid in full (if applicable) and who have signed a current Declaration of Understanding.

4.3 Rights and Privileges of Members

4.3.1 Entitlements of Membership

Any Member in good standing is entitled to:

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

4.3.2 Number of Votes

A Member is entitled to one (1) vote at a meeting of the Society. If a member is a person either hired by the Society as an employee or contracted by the Society as an independent contractor, the member shall not be entitled to vote on any matter that directly affects him or her.

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4.3.3 Member in Good Standing

A Member is in good standing when:

- a) the Member fulfils the criteria outlined in Article 4.1;
- b) the Member is not suspended as a Member as provided for under Article 4.3; and
- c) the Member has not been expelled as provided for under Article 4.4.3.

4.3.4 Suspension of Membership

The Board may suspend the membership of a Member, with cause, for not more than three months, whenever in the Board's judgment the best interest of the Society will be served.

4.4 Termination of Membership

4.4.1 Resignation

Any Member may resign from the Society by sending or delivering a written notice to the Board Secretary or Chair of the Society.

Once the notice is received, the Member's name 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 of Members.

4.4.2 Deemed Withdrawal

4.4.2.1 If a Community Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted his resignation.

4.4.2.2 If a Member, who has membership status by virtue of his position as a teacher, Superintendent, Secretary Treasurer, or other employee hired by the Society, terminates or has his contract terminated with the Society, the Member is considered to have submitted his resignation from the Society on the date the contract termination takes effect.

4.4.2.3 If a Member, who has membership status by virtue of his position as a parent or legal guardian of a student in the School, withdraws his child from the School and no longer has any children attending the School, the Member is considered to have submitted his resignation from the Society on the date the child is withdrawn.

4.4.2.4 In any of the aforementioned cases, the name of the Member is removed from the Register of Members.

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4.4.3 Expulsion

The Board may expel a Member whenever in the Board's judgment the best interest of the Society will be served.

4.4.4 Transfer 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 Society.

4.4.5 Continued Liability for Debts Due

When an individual ceases to be a Member he is liable for any debts owed to the Society at the date of ceasing to be a Member.

4.4.6 Limitation to the Liability of Members

No Member is liable for any debt or liability of the Society.

ARTICLE 5 - MEETINGS OF THE SOCIETY

5.1 Quorum

Quorum is five percent (5%) of all Community and Regular Members.

5.2 Annual General Meeting (AGM)

5.2.1 Date of AGM

The Society shall hold an AGM on or before the November 30th each year.

5.2.2 Notice of AGM

The Secretary delivers a notice to each Member at least 21 days before the AGM. The place, date and time of the AGM are stated in this notice as well as any business requiring a Special Resolution. For the purposes of the AGM, Members are considered to be those Members who are in the Register of Members at the date of Notice of the AGM.

5.2.3 Agenda for the AGM

The AGM agenda shall deal with following matters:

- a) approving minutes of the last General Meeting;
- b) presenting the audited financial statements;
- c) approving the appointment of an auditor; and
- d) considering matters specified in the meeting notice.

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5.3 Special General Meeting (SGM)

5.3.1 Calling of a SGM

A Special General Meeting may be called at any time with appropriate notice to Members:

- a) by a resolution of the Board of Directors to that effect; or
- b) on the written request of at least one third (1/3) of the Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

5.3.2 Notice of a SGM

The Secretary sends a notice to each Member at least twenty-one (21) days before the Special General Meeting. The notice states the place, date, time, and purpose of the Special General Meeting as well as any business requiring a Special Resolution. For the purposes of the Special General Meeting, Members are considered to be those Members who are in the Register of Members at the date of Notice of the Special General Meeting.

5.3.3 Agenda for a SGM

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

5.3.4 Procedure at a SGM

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

5.4 Proceedings at the Annual or Special General Meeting

5.4.1 Attendance by the Public

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.4.2 Failure to Reach Quorum

The Chair 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 location. If 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.

5.4.3 Presiding Officer

- a) The Chair chairs every General Meeting of the Society.
- b) The Vice Chair chairs in the absence of the Chair.
- c) If neither the Chair nor the Vice Chair is present, the Directors present choose one of the Directors to chair the meeting.

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5.4.4 Adjournment

The Chair may adjourn to a specific date and time any General Meeting, with the majority consent of the Members at the Meeting. The adjourned General Meeting conducts only the unfinished business from the initial meeting.

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

5.4.5 Voting on Special Resolutions or Motions

5.4.5.1 Each Member has one (1) vote. A show of hands decides every vote at a Meeting.

5.4.5.2 Five (5) Members may request a ballot vote.

5.4.5.3 The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.4.5.4 A Member may not vote by proxy.

5.4.5.5 A majority of the votes of the Members present decides a motion.

5.4.5.6 A Special Resolution requires a majority vote of 75% of those Members in attendance.

5.4.5.7 The Chair declares a Special Resolution or motion carried or lost. This statement is final.

5.4.5.8 Failure to give notice of Meeting:

No Special Resolution or motion at a Meeting is invalid due to:

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

ARTICLE 6 - GOVERNANCE

6.1 The Board of Directors

6.1.1 Governance and Management

The Board shall, subject to the Bylaws have full control and management of the affairs of the Society.

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6.1.2 Powers and Duties

The powers and duties of the Board are defined in s.36 of the School Act, as attached.

6.1.3 Composition

6.1.3.1 The Board consists of a maximum seven Directors. No more than two Directors may be Community Members.

6.1.3.2 No Director of the Board may be an employee of the Board or School.

6.1.4 Term

The Directors will serve a two-year term beginning on the day of the election and ending with the election of their successors.

6.1.5 Election of Directors

6.1.5.1 Nomination Process

Directors are elected by the Members at a SGM held annually on or before October 10th. Candidates must be Members in good standing. Notification of the nomination procedure will be included with the notice of the election.

Nominations for directors shall be:

- a) made in writing;
- b) signed by three (3) Members in good standing;
- c) consented to in writing by the person who is nominated; and
- d) filed at the school office at least 5 days prior to the date of the SGM.

Except as provided for in the following paragraph, no nominations shall be accepted from the floor at the general meeting.

If there is insufficient candidates for the number of positions available, nominations may be accepted from the floor and must comply with Article 6.1.5.1 (a), (b) and (c).

6.1.5.2 Voting Process

Voting will be by ballot.

The Board shall appoint two Returning Officers to count the ballots. The Returning Officers shall be Members, and one may be a Director who is not a candidate in the election.

Each Member shall indicate the name(s) of the candidate(s) of his choice up to the number of available positions.

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Candidate(s) who receive the greatest number of votes will be elected. In the event of a tie, a new vote will occur for those candidates who have received an equal number of votes.

6.1.5.3 Appointment of Officers

Within one week following the election, the Board of Directors shall elect a Chair, a Vice Chair, a Secretary, and a Treasurer from amongst themselves. The results of this election shall be communicated to the Members by written notice within seven (7) days.

6.1.6 Resignation or Removal of a Director

6.1.6.1 A Director, including the Chair, may resign from the Board by giving one (1) month's notice in writing to the Chair (or the Vice Chair, in the case of the Chair). The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

6.1.6.2 A Director may be removed from the Board, by a majority vote of the Board whenever in its judgment; the best interest of the Society will be served. A Director so removed may not stand for re-election to the Board for one full school year following the year of their removal from the Board.

6.1.6.3 A Director may be removed from the Board by majority vote if that Director absents himself, without being authorized to do so, from three meetings or more during the year. The Chair may authorize an absence.

6.1.6.4 If there is a resignation, death, or removal of a Director, the Board may appoint a Member to fill a vacancy for the remainder of the term. Any appointment shall be made at the next meeting of the Board. Appointment shall be by majority vote.

6.1.7 Meetings of the Board

6.1.7.1 There shall be a minimum of nine (9) meetings each year.

6.1.7.2 The Chair calls the meetings.

6.1.7.3 A meeting may be called at the written request of three (3) Directors.

6.1.7.4 A minimum of twenty-four (24) hours notice must be provided for meetings.

6.1.7.5 Quorum is a majority of the Directors.

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6.1.7.6 If there is no quorum, the Chair adjourns the meeting and reschedules it to a date not more than eight (8) days later. Directors present at this meeting will constitute quorum.

6.1.7.7 Each Director present has one (1) vote. Votes are by a show of hands. A Director may request a ballot vote.

6.1.7.8 The Chair does not have a second or casting vote in the case of a tie. A tied motion is defeated.

6.1.7.9 Directors must vote on all motions unless previously declared a conflict of interest as outlined in Article 6.1.7.10.

6.1.7.10 A Director having a pecuniary interest in a matter being discussed is required to declare such interest and absent himself from discussion or vote on the matter.

6.1.7.11 Board Meetings are open to Members and the public. Only Directors may cast a vote.

6.1.7.12 The Chair may cause to be excluded from a meeting a person who, in the opinion of the chair, is guilty of improper conduct.

6.1.7.13 Members may speak at Board meetings when recognized by the Chair.

6.1.7.14 Members may add an item to the agenda in accordance with Board policy.

6.1.7.15 Directors, by majority vote, may move a meeting, or a portion of a meeting, "In Camera" to discuss any matter which in the Directors' opinion is best discussed in private. When a meeting is held "In Camera" the Board does not have the power to pass a motion in that meeting apart from the motion to revert to an "Open Meeting".

6.1.7.16 In the absence of both the Chair and Vice Chair, the Directors present shall elect an Acting Chair for the duration of that meeting.

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6.2 Officers

6.2.1 The Officers of the Society are the Chair, Vice Chair, Secretary, and Treasurer.

6.2.2 An Officer may hold office for the duration of a single year or the term for which he has been elected to the Board. An officer may also hold the same office for consecutive terms on the Board, but is neither required to do so, nor guaranteed of being appointed to do so. It is permissible for a Director to vacate his office during his term and transfer it to another Director, provided such change is approved by a majority vote of the Board. The Director vacating his office remains a Director of the Board.

6.3 Duties of the Officers of the Society

6.3.1 The Chair

- a) shall be a parent of a child attending the School;
- b) supervises the affairs of the Board;
- c) when present, chairs all meetings of the Society and the Board;
- d) is an ex-officio member of all committees; and
- e) acts as the spokesperson for the Society.

6.3.2 The Vice Chair

- a) shall be a parent of a child attending the School;
- b) presides at meetings in the Chair's absence; and
- c) replaces the Chair at various functions when asked to do so by the Chair of the Board.

6.3.3 The Secretary

- a) maintains minutes of the meetings;
- b) provides draft copies of minutes to all directors for approval;
- c) posts approved minutes in the School;
- d) maintains an up-to-date record of all Board Policies;
- e) maintains the Register of Members;
- f) distributes meeting notices; and
- g) files the annual return, changes in the Directors of the Society, amendments in the Bylaws and other incorporating documents with the Corporate Registry.

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6.3.4 The Treasurer

- a) ensures all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- b) ensures a detailed account of Society revenues and expenditures is presented to the Board as requested;
- c) ensures that an audited financial statement of the Society is prepared and presented at the AGM; and
- d) ensures that statutory obligations are filed appropriately.

6.4 Board Committees

6.4.1 Committees

The Board may appoint committees to advise the Board. A Member in good standing is eligible to serve on a Board committee, except committees that deal with confidential information.

6.4.2 Procedures for Committees

Procedures for Committees are set out in Board Policy.

6.5 Superintendent

6.5.1 The Board will contract a Superintendent to carry out assigned duties in accordance with Board Policy.

6.5.2 The Superintendent reports to and is responsible to the Board, and acts as an advisor to the Board and all Board committees.

ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office of the Society

The Registered Office of the Society is located at 1000 Strathcona Drive, Sherwood Park, AB T8A 3R6

7.2 Finance and Auditing

7.2.1 The fiscal year of the Society ends on August 31 of each year.

7.2.2 The fiscal records of the Society are to be audited annually by a certified chartered accountant by an Auditor as defined in section 145 (a) and (b) of the School Act and who is appointed for that purpose by the Board.

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7.3 Seal of the Society

The Society may have a seal of such form and device as may be adopted by the Board, and the Board may make provisions as it sees fit with respect to the affixing of the seal and the appointment of a director or directors or other persons to attest by their signatures that such a seal was duly affixed and to have charge of the seal.

7.4 Cheques and Contracts of the Society

7.4.1 A Director of the Board must sign any cheque drawn on the monies of the Society.

7.4.2 Two signatures are required on all cheques.

7.4.3 Signatories are determined by Board motion.

7.4.4 All contracts of the Society must be signed by one (1) Director or other persons authorized to do so by motion of the Board.

7.5 Books and Records of the Society

7.5.1 The Secretary maintains minute books and audited financial statements at the Registered Office of the Society.

7.5.2 Minutes books and the audited financial statements may be reviewed by any Member at the Registered Office.

7.6 Borrowing Powers

7.6.1 The Society may borrow funds to fulfill its object.

7.6.2 The Board may borrow money on the approval of two thirds of the Directors.

7.7 Payments

7.7.1 No Member, Director, or Officer of the Society receives any payment in their capacity as a Member, Director, or Officer.

7.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed according to Board Policy.

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7.8 Protection and Indemnity of Directors

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

7.8.2 No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraudulent, dishonest or in bad faith.

ARTICLE 8 - AMENDING THE BYLAWS

8.1 Amending Bylaws

These by-laws may be amended or repealed, in whole or in part by a Special Resolution at a General Meeting of the Society. Such amendment(s) shall not be enforced or acted upon until approved by the Minister of Education and accepted by the Corporate Registry of Alberta.

ARTICLE 9 - DISSOLUTION OF THE SOCIETY

9.1 Dissolution of the Society

9.1.1 The Society does not pay dividends nor distribute its property among its members.

9.1.2 The Society shall be dissolved in accordance with the provisions of s.33 of the Societies Act after completing the Charter dissolution process as set out in the Charter.