

## Friends of Ralph McCall Society Operating Bylaws

### 1) MEMBERSHIP

All parents of children attending Ralph McCall School will be members of the Friends of Ralph McCall Society. The Principal and teaching staff of Ralph McCall School, as well as the Trustees responsible for the governance of the school, shall also be members of the Friends of Ralph McCall Society. Members from outside the school community may make up positions on the Executive (including Director positions) if those community members are voted into those positions by the school-based Membership. No paid members of the school community (e.g. school administration, teachers and trustees) shall be allowed to be voting members of the Friends of Ralph McCall Society as this may represent a conflict of interest, therefore they may not make up any executive positions. All members may attend any of the meetings. Only executive members will be allowed to vote on Society motions, including those regarding financial issues, however input from the general Membership should be considered. No fees shall be charged to members.

### 2) MEETINGS

#### Regular Meetings

Regular meetings will be held once per month through the school year on a date to be determined at the first regular meeting after the AGM. Meeting dates and minutes should be posted on the Ralph McCall School website. Meetings will be held at the Ralph McCall School.

#### Annual General Meeting

The society shall hold an annual general meeting in May each year, of which notice in writing will be communicated to the school community through the newsletter. At this meeting there shall be nominated then formally elected a President, Vice-President, Secretary, Treasurer and at least two directors. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed at the next yearly AGM. The business at the AGM shall also include a financial review of the previous year, any formal evaluation of the society and discussion of any major issues. Any alteration of these bylaws shall be voted on at an AGM and registered through Service Alberta.

#### Special Meetings

A special meeting may be called on the instructions of any two members provided they request the President in writing to call such a meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days notice in writing mailed to each member or by three days notice by email. Any four members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be ruled null and void.

#### Quorum

4 members in good standing shall constitute a quorum at any meeting.

### 3) GOVERNANCE

The Friends of Ralph McCall Society shall be governed by a Board of Directors. The Board of Directors shall be made up of a President, Vice-President, Secretary, Treasurer and Directors.

#### 3a) Board of Directors

The Board of Directors shall be made up of executive officers of the Friends of Ralph McCall Society (President, Vice-President, Treasurer, Secretary and Directors) who will be decided at the AGM each May. Any member in good standing shall be eligible to any office in the Society. The Board shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society. Regular meetings of the Society shall be considered meetings of the Board.

#### 3b) PRESIDENT

The President shall be ex-officio a member of all committees. He/she shall, when present, preside at all meetings of the Society and of the Board. In his/her absence, the Vice-President shall preside any such meetings. The President shall set the agenda for all meetings.

#### 3c) VICE-PRESIDENT

The Vice-President shall preside any meetings that the President cannot attend. If neither the President nor the Vice-President can attend then the meeting may be presided over by a person nominated by the President.

**3d) SECRETARY**

It shall be the duty of the secretary to attend all meetings and to keep accurate minutes of the same. In case of the absence of the Secretary, an officer appointed by the President will perform his/her duties. The Secretary shall have charge of all the correspondence of the society and be under direction of the President and the Board. The Secretary shall also keep a record of all the members of the society and their addresses and send all notices of the various meetings as required.

**3e) TREASURER**

The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of the same in whatever bank the Board may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board on a monthly basis, and provide a monthly financial statement to the Secretary for the records of the Society.

**3f) DIRECTORS**

Directors shall be individuals who would like to be members of the board without holding an abovementioned position. A person appointed or elected a Director becomes a Director if they were present at the annual general meeting and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as a Director before the appointment or election, or within ten days after the appointment or election. There is no limit to the number of Directors decided at the AGM, however there should be at least two elected Directors. All of these Directors shall be members of the Board of Directors.

**3g) Withdrawal of Membership/Vacancies**

An officer may withdraw their membership at any time after communicating their wish to do so in writing to the President or Secretary). In the case that the President resigns their position, the Vice-President will immediately take their position. In the case that any other members of the executive withdraws their membership then the position shall be advertised through the school and at the next meeting after the withdrawal occurs, and a nomination and voting round shall occur at the meeting after to fill the position. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause that the society may deem reasonable.

**4) COMMITTEES**

The Board may appoint committees consisting of members to be responsible for different fundraising and planning tasks. These committees will report regularly to members at scheduled meetings of the Society.

**5) VOTING PROCEDURES**

Decisions at Society meetings will be made by a consensus as much as possible. The decisions made by consensus must be clearly motioned and recorded as such in the minutes of the meeting. If a vote is taken, the motion must be moved and all board members present must vote; if a unanimous decision is not made a vote must pass by a 2/3 majority, and for and against votes must be recorded in the minutes. Only executive members shall be allowed to vote on Society motions, however input from the general Membership should be considered.

**6) ANNUAL REPORT**

In accordance with the Societies Act, the President and Treasurer shall be responsible for submitting the Annual Report.

The Society shall, each year on or before the last day of the month immediately following it's anniversary month, make a return to the Registrar containing:

- The address of the registered office of the society (the School address)
- The full name, address and occupation of each member of the Board of Directors
- A financial summary for the last year

**7) FINANCIAL GUIDELINES**

The Friends of Ralph McCall Society shall follow financial guidelines as set out in the Societies Act of the Province of Alberta, as well as these stipulated guidelines. These include:

- The Society shall not have borrowing powers, but shall instead only spend money already in its possession.
- The Treasurer and President shall perform the Audit of Accounts on a yearly basis and shall be presented at the AGM. If the President and Treasurer cannot perform this task then the audit should be done by a qualified accountant and paid for by the Society.
- If the Society gains a Seal of the Society, this seal shall be in the custody of the Treasurer at all times.
- Signing authority on all Friends of Ralph McCall Society bank accounts shall be limited to the Treasurer, President and Vice-President of the Society. Two of these individuals will be required to sign each cheque.
- No officer, director or member of the society shall receive any remuneration for any of his or her services to the Society.
- The books and records of the Society may be inspected by any member of the society at the AGM or at anytime upon giving reasonable notice and arranging a time satisfactory to the director or directors having charge of the same. Each member of the Board shall at all times have access to such books and records.
- The fiscal year of the society shall be April 30<sup>th</sup>.

**8) COMMUNICATION**

The address of the Ralph McCall School shall be the registered address of the Society. Communication to the membership shall generally take place through the school newsletter.

**9) CONFLICT RESOLUTION PROCEDURES**

The Society shall be prepared to handle its own internal disputes. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause that the society may deem reasonable. In the event that a serious dispute cannot be resolved, and in accordance with the Societies Act, any unresolvable conflict will be decided by arbitration, as outlined by the Arbitration Act of Alberta.

**10) DISSOLUTION**

In the instance that the Friends of Ralph McCall Society is dissolved, all debts and liabilities will be paid. All remaining gaming proceeds (from casinos, raffles and any other Alberta Gaming and Liquor Commission monitored activities) will be donated to another charitable organization with similar objectives. All money in the Friends of Ralph McCall Society general account (not gaming proceeds) will be donated directly to Ralph McCall School.

**11) BY-LAWS**

These by-laws may be rescinded, altered or added to by a "Special Resolution". Changes shall only come into effect after they are registered at a Corporate Registry.

<i>Signature:</i>	<i>Address</i>
<i>Print name:</i>	<i>City/Town</i> <i>Province</i> <i>Postal Code</i>

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**WITNESS**

<i>Signature:</i>	<i>Address</i>
<i>Print name:</i>	<i>City/Town</i> <i>Province</i> <i>Postal Code</i>