

DRAFT

FRIENDS OF HAWKWOOD SCHOOL SOCIETY BYLAWS

ARTICLE 1 – PREAMBLE

1.1 THE SOCIETY

- a) The name of the society is the Friends of Hawkwood School Society.
- b) The objective of the Friends of Hawkwood School Society is to raise funds in support of learning engagement and the success of all students at Hawkwood School.

1.2 BYLAWS

The following articles set forth the Bylaws of the Friends of Hawkwood School Society.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 DEFINITIONS

In these Bylaws, the following words have these meanings.

- 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 “AGM” means the annual general meeting of the Society.
- 2.1.3 “Bylaws” means the bylaws of the Society.
- 2.1.4 “Board” means the board of directors of this Society.
- 2.1.5 “Council” means Hawkwood School Council.
- 2.1.6 “Director” means any person elected or appointed to the Board.
- 2.1.7 “Member” means a member of the Society.
- 2.1.8 “Registered Office” means the registered office for the Society.
- 2.1.9 “Parents” means the parents, guardians and/or legal custodians of children enrolled in the School.
- 2.1.10 “School” means Hawkwood School located at 650 Hawkwood

Boulevard NW, Calgary, AB, T3G 2V7

2.1.11 “Society” means the society known as the Friends of Hawkwood School Society.

2.2 INTERPRETATION

In these Bylaws:

- a) The singular shall include the plural and the plural the singular
- b) Masculine shall include the feminine

ARTICLE 3 - MEMBERSHIP

3.1 MEMBERSHIP

There are two categories of Membership:

- a) Parent/Guardian Membership: All parents/guardians/legal custodians of children currently attending Hawkwood School are Members of the Society
- b) Appointed Membership: From time to time one or more community members may be appointed as determined by the Board

3.2 MEMBERSHIP FEES

There are no membership fees to belong to the Society

3.3 VOTING PRIVILEGES OF MEMBERS

The following Members are entitled to vote at designated meeting of the Society:

- a) AGM – all Members
- b) General Meeting – all Members
- c) Board Meeting – all Board Members
- d) Special Meeting – all Members

3.4 TERMINATING MEMBERSHIP

3.4.1 A Parent/Guardian Membership is terminated at the end of the Society Year or when the Member’s child is no longer a student registered in the School.

3.4.2 A membership may be terminated by a Member submitting a letter of resignation to the Secretary. The date the letter is received will be the date the membership is

terminated.

3.4.3 The Board has the authority to expel a Member by Special Resolution so long as the Member who has been recommended for expulsion shall be given written notice at least one week prior to the meeting of the society called to discuss same and is afforded the opportunity to be heard at the meeting.

3.4.4 Upon resignation or expulsion all Society documents, property, monies, digital records and any other information relating to the Society must be returned.

3.4.5 Outgoing Society member agrees to have exit interview with active Society member.

3.5 REINSTATEMENT AFTER EXPULSION

Any person who has been expelled by the Society may, upon application, be reinstated as a Member if approved by a unanimous decision of the Board

3.6 LIMITATION ON THE LIABILITY OF MEMBERS

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

3.7 CONFLICT OF INTEREST REGARDING MEMBERS

The activities of the Society are not carried out for the purpose of personal financial gain of its Members

ARTICLE 4 – MEETINGS OF THE SOCIETY

4.1 ANNUAL GENERAL MEETING

4.1.1 The Society shall hold an AGM of members ~~on or before June 30th in~~ ~~each year,~~ on the same day, in the same place and directly following the Council annual general meeting, ~~held in the month of September each year or at an appropriate time during the school year as determined by the Council~~

4.1.2 ~~The meeting~~ ~~Written notice~~ shall be ~~advertised given~~ to all Members at least 21 days prior to the AGM

4.1.3 No error or omission in giving notice of any Meeting invalidates the meeting or makes void any proceedings taken

4.1.4 The Agenda for the Annual General Meeting shall include:

- a) The President's report of the year's activities;

- b) The Treasurer's report;
- c) The Society's action plan for the following year; and
- d) The appointment and/or election of a President, ~~Vice-President~~, Secretary, Treasurer, **Fundraising Director** and three Directors **at large** as stipulated in Article 5.2

4.2 BOARD MEETING

4.2.1 The Society shall hold Board meetings as follows the schedule of Council **Board Executive** meetings set up at the beginning of each school year

4.2.2 Other Board Meetings shall be convened as necessary to ensure the smooth operations of the Society

4.3 SPECIAL MEETING OF THE SOCIETY

4.3.1 A Special Meeting may be called at any time with at least twenty-one (21) days' notice:

By resolution of the Board of Directors to that effect

Or

Upon the written request to the Board of at least five (5) Directors which states the reason for the Special Meeting and the motion(s) intended to be submitted at the Special Meeting

Or

Upon the written request to the Board of at least one-third (1/3) of the Voting Members which must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting

4.3.2 Notice for a Special Meeting

a) Must include an exact agenda with notice of the specific issues(s) to be raised

b) ~~Will be given by written notice by newsletter~~ Notice shall be provided via social media channels, email, and/or posted notice via the School website and/or Council notice board

4.4 GENERAL MEETING

a) Society General Meetings shall be held concurrent with the schedule of Council general meetings

- b) Society Meetings shall be held on the same day, in the same place as Council meetings and following directly after the Council meeting
- c) A yearly calendar of meeting dates shall be established at the beginning of each school year following council determination and posted at least 21 days prior to meetings
- d) Notice shall be provided via social media channels, email, written notice by newsletter, and/or posted notice via the School website and/or Council notice board
- e) The President or designate from the Board of Directors executive shall preside over all Society meetings
- f) Generally accepted parliamentary procedures will be followed at all Society meetings
- g) Standard order of business shall include:
 - i. Reading and Approval of Minutes
 - ii. Financial Report
 - iii. Unfinished Business
 - iv. New Business

4.5 QUORUM

Quorum at meetings shall be as follows:

- a) General Meeting/AGM – attained when the majority of voting members present at any Society meeting are parents and the President or designate is present. In the absence of a quorum no motions may be considered or approved. consisting of at least seven (7) Members, the majority of which must be Parents and including the President or designate
- b) Board Meeting – consisting of at least five (5) Board Members

4.6 VOTING PROCEDURES

- 4.6.1** Any Member present may bring forward a motion
- 4.6.2** Motions will be passed by a simple majority vote of all Members present
- 4.6.3** In the event of a tie vote, the president will cast the deciding vote
- 4.6.4** The president may defer the vote at his discretion to allow the communication of the issue to the total membership

4.7 ADJOURNMENT OF MEETINGS

- 4.7.1** Any meetings of the Society may be adjourned at any time
- 4.7.2** The meeting to conclude business conducts only the unfinished business from the

initial Meeting

4.7.3 No notice is necessary for any Meeting to conclude business

ARTICLE 5 – BOARD OF DIRECTORS

5.1 POWERS OF THE BOARD

5.1.1. The Board is responsible for:

- a) Carrying out the objectives of the Society in consultation with the School Council
- b) Carrying out the day-to-day administration of the Society's activities
- c) Carrying out the requirements of these Bylaws
- d) Carrying out directions given it from the Members by majority vote at any meeting properly called and constituted
- e) The development and review of the job descriptions of the Directors
- f) Appointing short term (Ad Hoc) committees

5.1.2 No Director or Member shall take it upon themselves to commit the time, resources, or finances of the Society, or the Board without prior approval of such commitment by the Board

5.1.3 All Board Members are officers of the Society

5.2 COMPOSITION OF THE BOARD OF DIRECTORS

5.2.1 The Board of Directors shall consist of elected Members including:

- a) President,
- b) Secretary,
- c) Treasurer,
- d) Fundraising Director
- e) At least three (3) Directors at Large

5.2.2 The Board shall, subject to the bylaws or directions given to it by the majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society

5.2.3 Any director wishing to withdraw from his position may do so upon notice in writing

5.2.4 Any director, upon a majority vote of all members obtained at a special meeting convened for that purpose, may be removed from office for any cause, which the Society may deem reasonable

5.2.5 Vacancies on the Board shall be filled within a reasonable timeframe by a majority

vote of the Board

5.3 DUTIES OF THE BOARD OF DIRECTORS

5.3.1 President

The President will have the following responsibilities:

- a) Oversee all Society activities
- b) Chair all meetings of the Society or appoint a designate
- c) Assist on committees as required
- d) Act as the spokesperson for the Society
- e) Carry out other duties assigned by the Board
- f) Maintain signing authority on all Society bank accounts as per Article 9.2

5.3.2. Secretary

The Secretary will have the following responsibilities:

- a) Attend the meetings and keep accurate minutes of the Society and the board
- b) Have charge of the Board's correspondence
- c) Cause notices of Society meetings to be posted in accordance with these by-laws
- d) Compile and submit all required reports
- e) Carry out other duties assigned by the Board
- f) Maintain signing authority on all Society bank accounts as per Article 9.2

5.3.3. Treasurer

The Treasurer will have the following responsibilities:

- a) Establish and maintain bank accounts and books as directed by the Society including signing authority on all said bank accounts as per Article 9.2
- b) Monitor, control and present all financial transactions of the Society
- c) Receive and deposit all monies of the Society prior to the next Society meeting and before the end of the Society Year
- d) Ensure that all debts of the Society are paid in a timely manner
- e) Prepare and report at each Society meeting a statement of financial position (receipts and disbursements to the Society), which includes a statement of revenue and expenditures for each fundraising event
- f) Ensure an audited statement of the financial position of the Society is prepared and presented at the Annual Meeting submitted as per Article 7.2
- g) Carry out other duties assigned by the Board

5.3.4. Fundraising Director

The Fundraising Director will have the following responsibilities:

- a) Oversee all fundraising activities of the Society
- b) Assist in the coordination of fundraising activities and special projects; may include but not limited to the following;
 - i. Fun Lunch
 - ii. Muffin Breakfast
 - iii. School Dance
 - iv. ~~School Clothing~~ Movie Nights
- c) Chair or assist on committees as required
- d) Work with Council in the setting of realistic and proper fundraising projects and coordinating all School fundraising
- e) Assist the Treasurer in tabulating money received from fundraising events throughout the year and to keep a record of those funds to assist in the preparation of the Annual Auditor's Report **as per Article 7.2**
- f) Provide the Treasurer with documentation to support the amount of money remitted
- g) Carry out other duties as assigned by the Board

5.3.5. Directors At Large

Directors at large will perform duties as agreed to by the Board; **may include but not limited to the following Society initiatives:**

- i. **Fundraising Events (Social Coordinator)**
- ii. **Casino Chair**
- iii. **Budget Committee**

ARTICLE 6 – COMMITTEES

6.1.1 Committees may be formed at the discretion of the Board

6.1.2 Committees shall be appointed from members and shall act in an advisory capacity to the Board and Society

6.1.3 The Society may delegate to any committee any of the Society's powers as deemed necessary to conclude their assigned business

6.1.4 It is the responsibility of each active committee to:

- a) Select a chairperson
- b) Have representation at all Council Meetings as needed

- c) Communicate with school administration with respect to proposed initiatives
- d) Communicate timely information to the school community
- e) Work towards consensus

6.2 COMMITTEES SHALL EXIST FOR THE FOLLOWING:

6.2.1 Budget Committee

- a) Function: To prepare and present the Society annual operating budget for a fiscal year of September 1 to August 31.
- b) Responsibilities:
 - i. Prepare operating budget in spring for the following school year
 - ii. Establish fundraising goals and objectives for the following year
 - iii. Ensure the budget includes \$2500 as carryover funds for the startup of Society activities in the following school year
 - iv. Make recommendations on school fees for following school year
 - v. Present proposed budget at the June meeting of the Society for approval
- c) Membership:
 - i. Treasurer (Chair)
 - ii. President
 - iii. Fundraising Coordinator
 - iv. Two members at large (optional)

ARTICLE 7 – FINANCE AND OTHER MANAGEMENT MATTERS

7.1 THE REGISTERED OFFICE

The Registered Office of the Society is located in the Hawkwood School, 650 Hawkwood Boulevard, NW, Calgary, Alberta, T3G 2V7

7.2 FINANCE AND AUDITING

7.2.1 The fiscal year of the Society shall run from September 1 to August 31 of the following year

7.2.2 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society

7.2.3 The auditor(s) shall be elected at the beginning of the fiscal year

7.2.4 A complete and proper statement of the standing of the books for the previous year shall be submitted within 60 days from the end of the fiscal year

7.3 PAYMENTS

7.3.1 No Member, Director or Officer of the Society shall receive any payment for his services as a Member or Director

7.3.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval

7.4 PROTECTION AND INDEMNITY OF DIRECTORS

7.4.1 Each Director holds office with protection from the Society

7.4.2 The Society indemnifies each Director against all costs or charges that result from any act done in his role for the Society

7.4.3 The Society does not protect any Director for acts of fraud, dishonesty, or bad faith **7.4.4** No Director is liable for the acts of any other Director

7.4.5 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

7.4.6 No Director is liable for any loss due to an oversight or error in judgement, or by an act in his role of the Society unless the act is fraudulent, dishonest or in bad faith

7.4.7 Directors can rely on the accuracy of any statement or report prepared by the Society's auditor or other advisors and Directors are not held liable for any loss or damage as a result of acting on that statement or report

ARTICLE 8 – AMENDING THE BYLAWS

8.1.1 These Bylaws may be rescinded, altered or added to by a Special Resolution at any meeting provided notice of the meeting includes details of the proposed resolution to change the Bylaws

8.1.2 The amended Bylaws take effect upon approval by the Corporate Registry in Alberta

ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

9.1 ASSETS

9.1.1 The Society does not pay any dividends or distribute its property among its members

9.1.2 If the Society is dissolved, any funds or assets remaining after paying all debts are to be paid to a charity designated by the Society and in no event do any Members receive any assets of the Society

9.2 SIGNING AUTHORITY

9.2.1 The President, Secretary and Treasurer may sign all cheques drawn on the General Funds of the Society

9.2.2 Two signatures are required on all cheques

9.2.3 Any payable to a signing Director shall not be signed by that person

9.2.4 Expenditures over \$500 must be pre-approved by the Board

9.3 SEAL OF THE SOCIETY

The Society shall not adopt a Society seal

9.4 THE KEEPING AND INSPECTION OF THE BOOKS AND RECORDS

9.4.1 The Secretary will keep a copy of the Minute Book and is responsible for recording minutes of all meetings of the Members and the Board

9.4.2 The Board is ultimately responsible for keeping all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws including, but not limited to, the following:

- a) Certificate of Incorporation
- b) The Society's Object, and any Special Resolution amending the Object;
- c) The Bylaws and any Special Resolution amending the Bylaws;
- d) Audited financial statements;
- e) Policies and Procedures Manual
- f) Job descriptions

9.4.3 The Books and Records of the Society shall at all times be accessible to members of the Board and

- a) May be inspected by any Member of the Society at the Annual Meeting
- b) May be inspected at any time at the registered office of the Society upon

giving reasonable notice and arranging a time satisfactory to the Directors or Directors having charge of same
 c) May be inspected by a person who is not a Member of the Society if conferred by law and authorized by the Board

9.5 BORROWING POWERS

The Board does not have the power to borrow money unless as a result of a resolution at a Special Meeting

ARTICLE 10 – THE SOCIETIES ACT

The Society and its Members shall at all times comply with the provision of the Act.

NAME/SIGNATURE	ADDRESS
_____ Janelle Pagnucco (President)	57 Hawktree Circle NW Calgary, AB T3G 3M1
_____ Kim Dickau (Secretary)	130 Sage Valley Close NW Calgary, AB T3R 0F3
_____ Tim Power (Treasurer)	84 Hawkhill Way NW Calgary, AB T3G 2V2
_____ Courtney Ainsworth (Fundraising Director)	87 Sage Valley Green NW Calgary, AB T3R 0H7
_____ Director at Large	Address

WITNESS

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