



10227 – 118 Street Edmonton, AB T5K 2V4
Phone: 780.482.2116

BYLAWS

ARTICLE 1 - PREAMBLE

The objects of the Society are:

1. To operate early learning programs for children and families in the city of Edmonton area on a not for profit basis.
2. To meet the childcare needs of families in the Oliver community area and the city of Edmonton by providing for the children's physical, developmental, emotional and intellectual needs.
3. To meet partial nutritional requirements of these children by providing a complete meal and morning and afternoon snacks each day.
4. To supervise and care for the children with individualized programming by using the resources, of trained, warm and caring adults.
5. To provide the resources, supports, and prevention interventions to families, thereby enabling the parents to build secure relationships and to enhance parenting skills.
6. To staff the programs with a minimum of an Executive Director and sufficient qualified staff to meet provincial and city regulations.
7. To operate twelve months a year, excluding statutory holidays and weekends.
8. To lease, purchase or acquire facilities to house the Society and its activities.
9. To provide all equipment and furniture necessary to carry out the program's objects.
10. To provide a suitable meeting place for various community groups relevant to the well being of the society, outside of children's program hours.
11. To raise funds to achieve the objects of the Society. This includes charging fees, conducting fundraising activities, and accepting gifts, donations, grants, legacies, bequests and inheritances.
12. To use the funds of the Society only according to and in pursuit of these objects or other charitable objects.

1.1 The Society

The name of the society is the Oliver Centre – Early Learning Programs for Children & Families Society, which may also be known or referred to as the Society.



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1.2 The Bylaws

The following articles set forth the Bylaws of the Oliver Centre – Early Learning Programs for Children & Families Society. These Bylaws regulate the transaction of business and affairs of the 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 **Annual General Meeting** means the Annual General Meeting described in Article 4.1.

2.1.3 **Board** means the Board of Directors of this Society.

2.1.4 **Bylaws** means the Bylaws of this Society, as amended.

2.1.5 **Centre** means all the Society's programs.

2.1.6 **Director(s)** means any person elected or appointed to the Board.

2.1.7 **Executive Director** means the administrative officer hired by the Board, who has - responsibility for day-to-day operations of the Society.

2.1.8 **General Meeting** means the Annual General Meeting or a Special General Meeting.

2.1.9 **Member** means a Member of the Society as described in Article 3.1.

2.1.10 **Officer(s)** means any Officer listed in Article 5.2.

2.1.11 **Registered Office** means the Registered Office of the Society.

2.1.12 **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the society.

2.1.13 **Special Resolution** means:

a) a resolution passed:

i) at a General Meeting of which not less than twenty-one (21) days written notice specifying the intention to propose the resolution has been duly given; and

ii) by the vote of not less than 75% of Members present;

b) a resolution proposed and passed as a special resolution at a General Meeting of which less than twenty-one (21) days written notice has been given, if all the Members entitled to attend and vote at the General Meeting so agree; or

c) a resolution consented to in writing by all the Members who would have been entitled at a General Meeting to vote on the resolution in person, or, where proxies are permitted, by proxy.



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2.2. Interpretation

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

- 2.2.1 **Singular and Plural:** words indicating the singular number also include the plural, and vice versa.
- 2.2.2 **Masculine and Feminine:** words indicating the masculine gender also include the feminine gender and vice-versa.
- 2.2.3 **Headings** are for convenience only: they do not affect the interpretation of these Bylaws.
- 2.2.4 **Liberal Interpretation:** these Bylaws must be interpreted broadly and generously.

ARTICLE 3 - MEMBERSHIP

3.1 Members

To become a Member, an individual must:

- a) have a child attending the Centre; and
- b) pay the monthly childcare costs for service as set from time to time by the Society, or
- c) be an interested community member who wishes to contribute to the goals and objectives of the Society.

3.2 Membership Fees, Child Care Fees

3.2.1 Membership Fees

There are no membership fees.

3.2.2 Setting Child Care Fees

The Board decides per-child monthly fees for child care based on a written and approved budget.

3.2.3 Payment Date for Fees

Child care fees are due on the first day of each month.

3.3 Rights and Privileges of Members

3.3.1 Members are entitled to:

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



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e) vote at any general or special general meetings of the Society.

3.3.2 Number of Votes

A Member is entitled to one (1) vote on each resolution at Society meetings.

3.4 Suspension of Membership

3.4.1 Decision to Suspend

At a Board meeting, the Board may suspend a Member's membership for one or more of the following reasons:

- a) the Member has failed to abide by the Bylaws;
- b) the Member has been disloyal to the Society;
- c) the Member has disrupted meetings or functions of the Society;
- d) the Member has done or failed to do anything judged to be harmful to the Society;
- or e) any other reason whatsoever which the Society may deem reasonable.

3.4.2 Notice to the Member

3.4.2.1 The affected Member will receive written notice of the Board's intention to determine whether that Member should be suspended or not. The Member will receive at least fourteen (14) days written notice before the Board meeting.

3.4.2.2 The written notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The written notice may also be delivered by an Officer of the Board.

3.4.2.3 The written notice will state the reasons 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 is determined by simple majority.



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3.4.3.5 The decision of the Board is effective immediately after the decision is made, and is final.

3.5 Termination of Membership by the Member

3.5.1 Resignation

3.5.1.1 Parents withdrawing their child from the Centre cease to be Members of the Society on the last day their child attends the Centre unless the parent continues to be an interested community member as under Article 3.1(c).

3.5.1.2 Parents withdrawing their child from the Centre must give thirty (30) days written notice to the Executive Director.

3.5.1.3 Interested community members may withdraw their membership from the Society by giving thirty (30) days written notice.

3.5.1.4 Once the written 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.

3.5.2 Death

The membership of a Member is ended upon his death.

3.5.3 Deemed Withdrawal

3.5.3.1 If a Member has not paid the monthly program fees within three (3) months following the date the fees are due, the Member is considered to have submitted his resignation.

3.5.3.2 In this case, 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 of Members**.

3.5.4 Expulsion

3.5.4.1 At a Board Meeting, the Board may expel a Member's membership for one or more of the following reasons:

- a) the Member has failed to abide by the Bylaws;
 - b) the Member has been disloyal to the Society;
 - c) the Member has disrupted meetings or functions of the Society;
 - d) the Member has done or failed to do anything judged to be harmful to the Society;
- or



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(e) any other reason whatsoever which the Society may deem reasonable.

3.5.4.2 The affected Member will receive written notice of the Board's intention to deal with whether that Member should be expelled or not. The Member will receive at least fourteen

(14) days written notice before the Board meeting.

3.5.4.3 The written notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The written notice may also be delivered by an Officer of the Board.

3.5.4.4 The written notice will state the reasons why expulsion is being considered. 3.5.4.5 The decision to expel a Member is determined by simple majority.

3.5.4.6 This decision to expel is immediate and final.

3.5.4.7 On passage of the final decision, 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 of 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 Society.

3.7 Continued Liability for Debts Due

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

ARTICLE 4 - MEETINGS OF THE SOCIETY

4.1 The Annual General Meeting

4.1.1 The Society holds its Annual General Meeting no later than November 30 of each calendar year in Edmonton, Alberta. The Board sets the place, day and time of the meeting..

4.1.2 The Secretary of the Executive Committee mails or delivers written notice to each Member at least twenty-one (21) days before the Annual General Meeting. This written notice states the place, date and time of the Annual General Meeting.



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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) considering the report of the Executive Director
- e) reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- f) electing the Chairperson;
- g) electing the Directors of the Board;
- h) considering other matters specified in the meeting notice;
- i) additional agenda items submitted by Members in writing **may** be accepted by the Chairperson up to seven (7) days prior to the date of the meeting. Agenda items will not be accepted from the floor on the day of the meeting.

4.2 Special General Meeting of the Society

4.2.1 Calling of Special General Meeting

A Special General Meeting maybe called at anytime:

- a) by a resolution of the Board of Directors to that effect; or
- b) on the written request of at least half of the Board or at least twenty (20) percent of the Members and the motion(s) intended to be submitted at this Special General Meeting;

4.2.2 Notice

The Secretary of the Executive Committee mails or delivers written notice to each Member at least twenty-one (21) days before the Special General Meeting. This written notice states the place, date, time and purpose of the Special General Meeting.

4.2.3 Agenda for Special General Meeting

Only the matters set out in the written notice for 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.



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4.3 Proceedings at the Annual or a Special General Meeting

4.3.1 Attendance by the Public

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

4.3.2 Quorum

Attendance by twenty percent (20%) of the Members at the Annual General Meeting is a quorum.

4.3.3 Failure to Reach Quorum

The Chairperson cancels the General Meeting if a quorum is not present within one half hour after the set time. If canceled, the meeting is rescheduled for no more than one (1) week later at the same time and place. If a quorum is not present within one half hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.3.4 Presiding Officer

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

4.3.4.2 If neither the Chairperson nor the Vice-Chairperson is present within one-half (1/2) hour after the set time for the General Meeting, the meeting will be rescheduled for no more than one (1) week later at the same time and place.

4.3.5 Adjournment

4.3.5.1 The Chairperson may adjourn any **General Meeting** with the consent of the Members present at the meeting. The adjourned **General Meeting** conducts only the unfinished business from the initial Meeting.

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

4.3.5.3 The Society must give written notice when a **General Meeting** is adjourned for thirty (30) days or more. Notice must be the same as for any **General Meeting**.

4.3.6 Voting

4.3.6.1 Each Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least two (2) Members request it

4.3.6.2 The Chairperson has a second or casting vote in the case of a tie.



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4.3.6.3 A Member may not vote by proxy.

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

4.3.6.5 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.

4.3.6.6 The Chairperson decides any dispute on any vote. The Chairperson decides in good faith, and this decision is final.

4.3.7 Failure to Give Notice of Meeting

No action taken at a General Meeting is invalid due to:

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

4.3.8 Written Resolution of All the Members

All Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

ARTICLE 5-THE GOVERNMENT OF THE SOCIETY

5.1 The Board of Directors

5.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board will hire a paid Executive Director to carry out management functions under the direction and supervision of the Board. The Board has the final authority in any given matter.

5.1.2 Powers and Duties of the Board

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

- a) Promoting the objects of the Society;
- b) Promoting membership in the Society;
- c) Hiring the Executive Director to operate the Society;
- d) Regulating the Executive Director's duties and setting their salaries;
- e) Maintaining and protecting the Society's assets and property;
- f) Approving an annual budget for the Society;
- g) Paying all expenses for operating and managing the Society;
- h) Paying persons for services and protecting persons from debts of the Society;



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- i) Investing any extra incomes;
- j) Financing the operations of the society, and borrowing or raising monies;
- k) Making policies for managing and operating the Society;
- l) Approving all contracts for the Society;
- m) Maintaining all accounts and financial records of the Society,
- n) Appointing legal counsel as necessary,
- o) Making policies, rules and regulations for operating the Society and using its facilities and assets;
- p) Selling, disposing of, or mortgaging any or all of the property of the Society; and q) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

5.1.3 Composition of the Board

The Board consists of:

- a) the Chairperson;
- b) a minimum of seven (7) Directors-at-large elected at the Annual General Meeting from among the Members and a maximum of twelve (12);
- c) the immediate past Chairperson, subject to article 5.1.3.1; and
- d) up to a maximum of three (3) Members who have a child attending the Centre.

5.1.3.1 The position of past Chairperson is a voluntary position. A Chairperson who has completed his or her term is not obligated to serve as Past-Chairperson, but is encouraged to do so.

5.1.3.2 A past Chairperson who remains as a Director of the Board of Directors shall have full voting privileges on Board resolutions. A past Chairperson who is not a Director of the Board does not have voting privileges on Board resolutions.

5.1.4 Election of the Directors

5.1.4.1 At each Annual General Meeting, the Members elect Directors for one-year terms in accordance with Article 4.3.6.

5.1.4.2 In the event that the number of Directors falls below the minimum of seven (7) during the year for any reason, the Executive Committee shall appoint Members to serve as Directors until the next Annual General Meeting.

5.1.4.3 Members may re-elect any Director of the Board in succeeding years; there is no limit on the number of terms Directors may serve.

5.1.5 Resignation, Death or Removal of a Director and/or Officer



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5.1.5.1 A Director and/or Officer may resign from office by giving one (1) months written notice in writing to the Chairperson. The resignation takes effect either at the end of the months written notice, or on the date the Board accepts the resignation, whichever comes first.

5.1.5.2 Members may remove any Director and/or Officer 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 and a Member agrees to serve, the Executive Committee may appoint that Member to serve as a Director until the next Annual General Meeting.

5.1.5.4 A Director and/or Officer may be removed from the Board if three (3) consecutive meetings of the Board are missed. Such removal requires a simple majority vote of the Board.

5.1.6 Meetings of the Board

5.1.6.1 The Board holds **at least six (6)** meetings each 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 for the meeting.

5.1.6.3 Seven (7) days written notice for Board meetings is delivered to each Director. There may be five (5) days notice by telephone, email or fax. Directors may waive notice.

5.1.6.4 A majority of the Directors present at any meeting is a quorum.

5.1.6.5 If there is no quorum, the Chairperson adjourns the meeting to the same time, place and date the following week. At least five (5) Directors present at this later meeting is a quorum.

5.1.6.6 Each Director, except for the Chairperson, has one (1) vote.

5.1.6.7 The Chairperson votes only in the case of a tie vote.

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

5.1.6.9 All Directors may agree to and sign 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.



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5.1.6.11 Irregularities or errors made in good faith do not invalidate acts undertaken or carried out at any meeting of the Board.

5.1.6.12 A Director may waive formal notice of a meeting.

5.1.6.13 The Chairperson will call for a nomination from the floor for adjournment.

5.2 Executive Officers

5.2.1 The Executive Officers of the Society are the Chairperson, Vice-Chairperson, Secretary and Treasurer.

5.2.2 The Directors elect the Executive Officers at the first Board meeting following the Annual General Meeting.

5.2.3 The Executive Officers hold office for one year terms, to a maximum of three years in the same position.

5.2.4 If an Executive Officer resigns within their one year term, the remaining Directors may appoint a Director to fill the vacancy until the Annual General Meeting.

5.3 Duties of the Executive Officers

5.3.1 The Chairperson:

- supervises the affairs of the Board;
 - when present, chairs all meetings of the Society, the Board and the Executive Committee;
- keeps the seal of the society, if one is acquired;
- is an ex officio member of all committees;
- acts as the spokesperson for the Society;
- chairs the Executive Committee; and
- carries out other duties assigned by the Board.

5.3.2 The Vice-Chairperson:

- presides at meetings in the Chairperson's absence. If the Vice-Chairperson is absent, the Directors may elect a Chairperson for the meeting.
- replaces the Chairperson at various functions when asked to do so by the Chairperson or the Board;
- chairs the Personnel Committee;
- is a member of the Executive Committee; and
- carries out other duties assigned by the Board.

5.3.3 The Secretary:

- attends all meetings of the Society, the Board and the Executive Committee;
- keeps accurate minutes of these meetings;
- keeps and preserves the correspondence, minutes and other relevant documents of the Society;
- makes sure a record of names, telephone numbers (work and home) and addresses of all Members of the Board is kept in addition to the dates on which the person is admitted and ceases to become a Member and classification (prior to September 7, 2000). This record shall be available for inspection by Members during not less than 2 hours each business day. The use of the register is subject to restrictions under section 36 of the *Societies Act*;
- prepares and sends notices of meetings of the Society and of the governing bodies of the Society;
- files the annual return, changes in the Board of Directors of the Society, amendments in the Bylaws and other incorporating documents with the Corporate Registry; and
- carries out other duties as assigned by the Board.

5.3.4 The Treasurer:

- makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- makes sure audited of the Society are prepared and presented at the Annual General Meeting;
- make sure audited financial statements of the Society are prepared and presented at the Annual General Meeting and are included in annual report of the Society;
- chairs the Finance Committee of the Board;
- is a member of the Executive Committee; and
- carries out other duties assigned by the Board.

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

5.4.2.1A Director chairs each committee appointed by the Board.

5.4.2.2The Committee Chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the Chairpersons of all other committees; and
- provides reports to each Board meeting at the Board's request

5.4.2.3 Two (2) days written notice is mailed or delivered to each member of the committee. The written notice states the date, place and time of the committee meeting. Committee members may waive notice.

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

5.4.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie vote.

5.5 Standing Committees

The Board establishes these standing committees:

- a) Executive Committee;
- b) Personnel Committee;
- c) Finance Committee; and
- d) Nominating Committee

5.5.1 The Executive Committee:

- a) consists of the Chairperson, Vice-Chairperson, Secretary and Treasurer.
- b) is responsible for:
 - planning agendas for Board meetings;
 - carrying out emergency and unusual business between Board meetings;
 - reporting to the Board on actions taken between Board meetings; and
 - carrying out other duties as assigned by the Board.
- c) meets at least ten (10) times each year. The meetings are called by the President or on the request of any two (2) other Officers. They must request the Chairperson in writing to call a meeting and state the business of the meeting.
- d) All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or call a meeting of the Executive Committee. The date on the resolution is the date it passed.
- e) A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.
- f) Irregularities or errors made in good faith do not invalidate acts undertaken or carried out at any meeting of the Executive Committee.



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g) An Officer may waive formal notice of a meeting.

5.5.2 The Personnel Committee:

- a) consists of the Chairperson, Vice-Chairperson who is the Chairperson of the Personnel Committee, and two (2) other Directors
- b) is responsible for:
 - recommending a job description, qualifications, and performance appraisal system for the Executive Director of the Society;
 - interviewing applicants for the position of Executive Director of the Society and recommending an appointment to the Board;
 - recommending policies on Personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits;
 - acting as a mediator for personnel problems;
 - recommending personnel policies for volunteers;
 - reporting on the year's activities at the Annual General Meeting; and
 - carrying out other duties assigned by the Board.

5.5.3 The Finance Committee:

- a) consists of the Treasurer, who is the Chairperson of the Finance Committee, and two (2) other Members appointed by the Board.
- b) is responsible for:
 - recommending budget policies to the Board;
 - investigating and making recommendations to the Board for acquiring funds and property;
 - recommending policies in disbursing and investing funds to the Board;
 - establishing policies for Board and Committee expenditures.
 - arranging the annual audits of individual funders of the books; with the appropriate financial staff; and arranging the financial review of the total agency;
 - reporting on the year's activities at the Annual General Meeting; and
 - carrying out other duties as assigned by the Board.

5.5.4 The Nominating Committee:

- a) consists of at least three (3) Members appointed by the Directors of the Board.
- b) is responsible for:
 - preparing a slate of candidates for each Board position; and
 - orienting new Directors; and
 - presenting its recommendations to the Annual General Meeting.



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5.6 The Executive Director

5.6.1 The Board may hire an Executive Director as required to carry out assigned duties.

5.6.2 The Executive Director reports to and is responsible to the Directors of the Society, and acts as an advisor to all Director's Committees. The Executive Director does not vote at any meeting.

5.6.3 The Executive Director acts as the administrative officer of the Board in:

- hiring, supervising, evaluating and releasing all other paid staff;
- interpreting and applying the Society's policies;
- maintaining the Society's books;
- preparing budgets for Board approval;
- planning programs and services based on the Society's priorities;
- keeping the Board informed about the affairs of the Society, and
- carrying out other duties as assigned by the Board;

ARTICLE 6 - FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The Registered Office

The Registered Office of the Society is located at the Oliver Elementary School, 10227 - 118 Street in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

6.2 Finance and Auditing

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

There must be an audit of the books, accounts and records of the society at least once each year. A qualified accountant appointed by the Board of Directors must do this audit. At each Annual General Meeting of the Society, the auditor's report for the prior fiscal year is submitted.

6.3 Seal of the Society

6.3.1 The Directors may adopt a seal as the Seal of the Society.

6.3.2 The Chairperson has control of the Seal of the Society, which is located at the Registered Office, unless the Board decides otherwise.

6.3.3 The Seal of the Society can be used only by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.



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6.4 Cheques and Contracts of the Society

- 6.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances. The Executive Director may not sign his or her own cheque.
- 6.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

6.5 The Keeping and Inspection of the Books and Records of the Society

- 6.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 6.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.
- 6.5.3 The Treasurer keeps all financial records of the Society at the Registered Office of the Society, as required by the Bylaws, the *Societies Act*, or any other statutes or laws.
- 6.5.4 The Board keeps and files all other necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.
- 6.5.5 A Member wishing to inspect the books or records of the Society must give 30 days written notice to the Chairperson or Treasurer of the Society of his intention to do so. This notice period may be waived by the Chairperson or Treasurer.
- 6.5.6 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- 6.5.7 All financial records of the Society are open for such inspection by the Members.
- 6.5.8 Other records of the Society are also open for inspection, except for records that the Board designates as confidential or those subject to privacy legislation.

6.6 Borrowing and Fund Raising Powers

- 6.6.1 The Society may not borrow funds to meet its objects and operations. It can, however, conduct fundraising activities for this purpose, within the provisions of provincial statutes governing fundraising for non-profit societies.
- 6.6.2 The Board decides the amounts and ways to raise money.



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6.7 Payments

- 6.7.1 No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.
- 6.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

6.8 Protection and Indemnity of Directors and Officers

- 6.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 6.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer 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 or Officer 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 fraud, dishonesty or bad faith.
- 6.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor subject to any qualifications of that report. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.
- 6.8.4 The Society will ensure the purchase of Officers and Directors liability insurance on an annual basis.

ARTICLE 7 - AMENDING THE BYLAWS

- 7.1 These Bylaws may be canceled, altered or added to by a **Special Resolution** at any Annual General Meeting or Special General Meeting of the Society, and passed by the members.
- 7.2 The twenty-one (21) days written notice of the Annual General or Special General Meeting of the Society 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 a Special General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 8 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY 8.1 The Society

does not pay any dividends or distribute its property or assets among its Members.

- 8.2 If the Society 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



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no event do any Members receive assets of the Society.

8.3 The Society can only be dissolved by Special Resolution.