



TAAPCS Society Bylaws

1. DEFINITIONS

The following definitions shall be used in these By-laws:

- (a) "Act" means the *Societies Act* (Alberta) RSA 2000, c.S-14 or any successor legislation thereto;
- (b) "Annual General Meeting" means a general meeting of the Members held annually and organized in accordance with Section 4 of these By-laws;
- (c) "Board" means the board of directors of the Society;
- (d) "Charter School" means any public charter school that is authorized by the Minister of Education under the *School Act* (Alberta) RSA 2000, c.-S-3 or any successor legislation thereto;
- (e) "Director" means the person appointed by each Voting Member at each Annual General Meeting to serve on the Board in accordance with sub-Section 4(k) of these By-laws;
- (f) "Executive Director" means of the executive director of the Society;
- (g) "Fiscal Year" means September 1 of any given year to August 31 of the following year;
- (h) "Majority" means more than 50% of those entitled to vote at any meeting of Members, the Board or any committee meeting, as applicable;
- (i) "Member" means either a Non-Voting Member or a Voting Member of the Society;
- (j) "Membership Fee" means the amount that each Member must pay to the Society to become a Voting Member which may be based upon an amount for each of its enrolled students as determined by a Majority vote of the Board or upon such other basis as a Majority of the Board shall otherwise determine;
- (k) "Membership Year" shall mean the one year period commencing November 1 and expiring October 31 of the following year;
- (l) "Non-Voting Member" means a Member who has not paid the Total Membership Fee in accordance with sub-Section 2(e) of these By-laws;

- (m) “Officer” or “Officers” means one or all of the President, Vice President, Secretary or Treasurer of the Society or any other officer position established by the Board upon a Majority vote;
- (n) “Society” means The Association of Alberta Public Charter Schools, a society registered pursuant to the Act;
- (o) “Special General Meeting” means any meeting of the Members that is not an Annual General Meeting organized in accordance with Section 8 of these By-laws;
- (p) “Special Resolution” means:
 - a. a resolution passed
 - i. at the Annual General Meeting or Special General Meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
 - ii. by the vote of not less than 75% of the Voting Members, or
 - b. a resolution proposed and passed as a special resolution at the Annual General Meeting or Special General Meeting of which less than 21 days’ notice has been given, if all the Voting Members so agree;
- (q) “Superintendent Representative” means the person who is a superintendent of a Voting Member and is elected by the Board by a Majority vote at the Board meeting described in sub-Section 5(a) of these By-laws and is not at the time of his or her election, a director or an officer of any Voting Member;
- (r) “Total Membership Fee” means for each Member for each Membership Year, the Membership Fee set by the Board for that Member multiplied by the number of its enrolled students or upon such other basis as a Majority of the Board shall otherwise determine; and
- (s) “Voting Member” - means a Member who has paid the Total Membership Fee in accordance with sub-Section 2(d) of these By-laws.

2. MEMBERSHIP FEE AND MEMBERSHIP

- (a) Any Charter School who is a Member in good standing shall automatically become a Member of the Society for each subsequent Membership Year by informing the

Executive Director or President of their desire to do so and by paying their fees. Any Member may opt out of its status as a Member upon notice to the Society. Any Charter School that has provided notice to opt out of its status as a Member may provide notice to the Society not earlier than the next Membership Year, that it wishes to become a Member again and the Board shall give it consideration.

- (b) Not later than May 30 of each year, the Board shall determine the Membership Fee applicable to all Members for the next Membership Year.
- (c) Not later than October 1 of each year, the Society shall deliver an invoice to each Member which shall indicate the amount of payment to be paid by each Member for the Total Membership Fee.
- (d) Any Member who pays to the Society the invoiced Total Membership Fee on or prior to October 31 shall become a Voting Member for the upcoming Membership Year.
- (e) Any Member who does not pay to the Society the Total Membership Fee on or prior to October 31 shall become a Non-Voting Member for the upcoming Membership Year.
- (f) At any time during a Membership Year, a Non-Voting Member may apply to the Board to become a Voting Member for that Membership Year and upon approval of a Majority of the Board, shall pay to the Society the Total Membership Fee for the current Membership Year and upon receipt of payment, the Non-Voting Member shall become a Voting Member during the applicable Membership Year. Any Non-Voting Member that becomes a Voting Member in accordance with this sub-Section (f) shall not be entitled to appoint a Director for the applicable Membership Year.
- (g) All Members shall be entitled to receive notice for any meeting of the Members and any applicable documentation.
- (h) For each Membership Year, only Voting Members may vote for any resolution or vote of the Members.
- (i) Each Voting Member shall be entitled to one vote.

- (j) At any meeting of the Members, only Voting Members may provide written or verbal comments pertaining to any resolution or vote of the Members or any other business arising at such meeting.

3. SUSPENSION OF MEMBERSHIP

- (a) Any Voting Member may be suspended upon the approval by the Voting Members of a suspension request in accordance with the process outlined in this Section 3 of these By-laws.
- (b) Any Voting Member or Director may request that any other Voting Member be suspended by submitting such suspension request to any member of the Executive Committee which shall include their detailed reasons for such request. The party receiving such request shall submit the request to a meeting of the Board who shall consider such request. Upon a vote of two thirds of the Directors in attendance at such meeting of the Board, the suspension request shall be approved.
- (c) Upon the approval by the Board as outlined above, a Voting Member shall be suspended and shall be deemed to be a Non-Voting Member for the duration of the suspension.
- (d) The duration of the suspension shall be not less than the current Membership Year and the following Membership Year. The suspended Member may be reinstated as a Voting Member at the next Annual General Meeting following the expiry of the suspension by meeting the requirement of payment of the Total Membership Fee and approval of a Majority of the Board.
- (e) The Director appointed by the suspended Voting Member shall forthwith resign and shall be immediately removed as a Director. If such Director is also an Officer, that Officer shall also forthwith resign his or her position.

4. ANNUAL GENERAL MEETING

- (a) The Board shall call for an Annual General Meeting upon not less than 21 days written notice to each Member.

- (b) The Annual General Meeting shall be held prior to the expiry of five calendar months following the end of the Fiscal Year on a date set by the Executive Committee.
- (c) The location of the Annual General Meeting shall be held in a location in Alberta as determined by the Executive Committee.
- (d) Quorum for the Annual General Meeting shall be a Majority of Voting Members. In the event that quorum is not achieved at the scheduled start of the Annual General Meeting, the scheduled start of the meeting shall be delayed by a maximum of sixty minutes in order to seek to establish quorum for this meeting. If quorum is not established after the expiry of the sixty minute delay, then the Annual General Meeting shall be adjourned and rescheduled upon 10 days notice to all Members with the same meeting location or such other location as the Executive Committee shall determine, same agenda and meeting materials, and for this rescheduled Annual General Meeting, quorum shall be 25% of the Voting Members.
- (e) Annual General Meetings shall only be conducted in-person.
- (f) Notice for the Annual General Meeting shall include: the date, time and place of the meeting; agenda for such meeting together with any supporting documentation or materials. At the discretion of the Executive Committee, any reports of any Officer or committee may be presented and tabled at the Annual General Meeting.
- (g) The agenda for the Annual General Meeting shall be determined by the Executive Committee and shall include: report of the President; report of the Executive Director; presentation of audited financial statements for the prior Fiscal Year; appointment of auditor for next Fiscal Year; any committee reports determined by the Executive Committee; voting of any Special Resolutions or other resolutions; appointment of Directors in accordance with sub-Section 4(k) of these By-laws; and any other business that the Executive Committee shall determine.
- (h) Items not included on the agenda may not be considered at the Annual General Meeting.
- (i) The President shall be the chair of the Annual General Meeting.
- (j) Each Voting Member may appoint up to two persons to represent such Member and to speak on its behalf but only one person may vote on behalf of such Voting

Member. A Non-Voting Member may appoint one person to represent such Member but may neither speak nor vote.

- (k) At the Annual General Meeting, each Voting Member may appoint one person to be a Director. If a Voting Member does not appoint a person to be a Director, then the school board chair of the Voting Member shall be deemed to be that Voting Member's appointed Director.
- (l) Once appointed as a Director, that person shall serve as a Director until the next Annual General Meeting.

5. DIRECTORS

- (a) Immediately following the conclusion of the Annual General Meeting, the first Board meeting shall be held to elect by a Majority vote of the Directors, the Officers and the Superintendent Representative. No other business will be conducted at this Board meeting. Officers may be but shall not be required to be Directors at the time of such vote. The process to elect the Officers and the Superintendent Representative shall be as follows:
 - a. The Directors shall elect each position in the following order: President, Vice President, Secretary, Treasurer and Superintendent Representative;
 - b. At the time of the election of each Officer position and Superintendent Representative, any person who wishes to hold such position shall submit in-person his or her name for election to such position;
 - c. If there is only one person who submits his or her name for such elected position, then that person shall be deemed to have been elected to such position;
 - d. If there is more than one person who submits his or her name for such elected position, then each candidate shall be entitled to present himself or herself to the Board and provide a short speech not longer than 2 minutes outlining his or her qualifications, experience and desire to hold such elected position; and once all candidates have concluded their speeches, then the Directors shall vote for one candidate and the candidate with the highest number of votes shall be elected to that position; and
 - e. In the event of a tie in voting of the candidates with the highest number of votes, then a second vote shall be held with just these two tied candidates and the candidate with the highest number of votes shall be elected to that position; and in the event of a tie in voting on the second vote, then:

- i. for the first election of the President under these by-laws, the President during the prior Fiscal Year shall cast the deciding vote;
 - ii. for any subsequent election of the President, a Majority of the Executive Committee members who are not elected at this Board meeting shall cast the deciding vote; or
 - iii. for any other position, the President shall cast a second and deciding vote.
- (b) A Director shall have full authority and responsibility to represent a Voting Member at all Board meetings.
- (c) Each Director shall have one vote at any Board meeting. In the event of a tie in voting, the chair of the Board shall have a second or casting vote.
- (d) Each Director shall act honestly and in good faith with a view to the best interests of the Society, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Prior to assuming his or her position as a Director, the nominated person shall execute and deliver to the Society a statement in form satisfactory to the Society: confirming his or her consent to act as a Director; declaring any other director or officer appointments; describing any apparent conflicts of interest; confirming that such person has capacity to act as a Director and is not bankrupt or insolvent; and such other requirements as the Society shall require, acting reasonably. A conflict of interest shall not be automatically deemed to exist in the event that a nominated Director is also a director of a Voting Member.
- (e) Notwithstanding the above sub-Section (d) and in the event of any conflict of interest concerning any Director relating to any matter considered by the Board, the conflicted Director shall not be in attendance for nor participate in any manner in any Board discussion concerning such conflicted matter and shall abstain from any related vote.
- (f) The Board shall manage or supervise the management of the business and affairs of the Society. The Board shall be a governance oriented board and shall be responsible and make decisions related to the Society's strategy, direction, priorities and goals.
- (g) Except for first meeting of Directors held immediately after the Annual General Meeting in accordance with sub-Section 5(a) of these By-laws, the Board shall meet not less than twice per Membership Year either in-person in a location as

determined by the Executive Committee or virtually (by telephone or video means) also as determined by the Executive Committee.

- (h) Except for first meeting of Directors held immediately after the Annual General Meeting in accordance with sub-Section 5(a) of these By-laws, meetings of the Board may be organized upon 10 days prior notice provided to each Director.
- (i) Quorum for meetings of the Board shall be a Majority of Directors.
- (j) In circumstances where a Director is unable to attend an in-person Board meeting, at the discretion of the President, that Director may be permitted to attend by telephone or video means. Any Director participating by such means shall be deemed to be present at such meeting.
- (k) Any Director may be removed: for failing to attend two consecutive meetings of the Board; or upon a vote of a Majority of Directors.
- (l) If any Director resigns or is removed and provided that the Voting Member has not been suspended, then any vacancy shall be filled by the School Board chair of that Voting Member until the next Annual General Meeting. If the Director that was removed or resigned was the School Board chair of a Voting Member, then that Voting Member shall not appoint a new Director until the next Annual General Meeting.
- (m) The Executive Director shall automatically be an ex officio non voting member of the Board.
- (n) Provided that the actions of a Director (whether or not acting in the capacity of an Officer or committee member) or the Superintendent Representative are undertaken in honesty and in good faith, the Society shall indemnify and save harmless such Director or the Superintendent Representative from all liabilities, causes of action, damages or costs arising out of the performance of such person of the duties undertaken or not undertaken on behalf of the Society.

6. OFFICERS AND SUPERINTENDENT REPRESENTATIVE

- (a) The elected Officers of the Society shall consist of a:

- a. President who shall: organize, call and be the chair at all Board meetings and Member meetings; be a signing authority of the Society authorized to sign letters, contracts, agreements and other correspondence; and be the primary spokesperson for the Society;
 - b. Vice President who shall: assist the President to organize, call and in the absence of the President, be the chair at all Board meetings and Member meetings; be a signing authority of the Society authorized to sign letters, contracts, agreements and other correspondence; and be a spokesperson for the Society and perform such other duties as specified by the Executive Committee;
 - c. Secretary who shall: prepare, keep and distribute all notices, material and minutes for each Board meeting and Member meeting; ensure a record is kept of attendance and voting at such meetings; file annual returns and any other filing as required by the Act; maintain the records of the Society; and be a signing authority for the Society authorized to sign letters, contracts, agreements and other correspondence; and
 - d. Treasurer who shall: supervise the business and financial operations and accounting of the Society; and be a signing authority for the Society authorized to sign letters, contracts, agreements and other correspondence.
- (b) The Superintendent Representative shall: organize, call and be the chair of the Superintendent Committee; be a signing authority of the Society authorized to sign letters, contracts, agreements and other correspondence; be a spokesperson for the Society; and perform such duties as specified by the Executive Committee.
- (c) For the first term only arising after the approval and registration of these By-Laws, the term for the Vice President, Secretary and Superintendent Representative shall be one year and the term for the President and Treasurer shall be two years. Thereafter, the term for all Officers and the Superintendent Representative shall be two years the intention being that at each vote to elect Officers and the Superintendent Representative, not all such positions are elected at the same time.
- (d) Any Officer may be removed upon a vote of a Majority of Directors.
- (e) Any vacancy for any Officer position shall be filled by a Majority Vote of the Board.

7. COMMITTEES

- (a) Except for the Executive Committee as otherwise specified in these By-laws or by a Majority of the Board, committees shall not make any final decisions that bind or affect the Society but instead, shall provide recommendations or draft reports to the Executive Committee who shall consider such recommendation or draft reporting and either make a required decision within its authority or submit to the Board for approval with any such amendment, alteration or change that the Majority of the Executive Committee decides.
- (b) At the discretion of the chair, any committee meeting may be conducted by telephone or video means. In circumstances where a committee member is unable to attend an in-person meeting, at the discretion of the chair, that committee member may be permitted to attend by telephone or video means. Any committee member participating by such means shall deemed to be present at such meeting.
- (c) Provided that the actions of a committee member are undertaken in honestly and in good faith, the Society shall indemnify and save harmless such committee member from all liabilities, causes of action, damages or costs arising out of the performance of such person of the duties undertaken or not undertaken on behalf of the Society.
- (d) The term for any committee member shall be two years expiring following the conclusion of the Annual General Meeting. For the first term only arising after the approval and registration of these By-Laws, the term for one half of the committee members for each committee shall be one year and the term of the other half shall be two years. The Executive Committee shall decide which committee members will be appointed for either one year or two year terms the intention being that the terms of only half of the committee members expire at the same time.
- (e) Any committee member may be removed upon a vote of a Majority of Directors.
- (f) Executive Committee
 - a. The Executive Committee shall consist of the President, Vice President Secretary, Treasurer, the Superintendent Representative, the Executive Director and each chair of any other committee (the “**Committee Chairs**”).

- b. The President shall be the chair of the Executive Committee or in his or her absence, the Vice President shall be the chair.
- c. The Executive Director and the Committee Chairs shall be ex officio members of the Executive Committee and shall not have a vote.
- d. The Executive Committee shall meet as often as the chair deems advisable upon not less than 5 business days prior notice unless waived by all of the voting members of the Executive Committee.
- e. All decisions of the Executive Committee within its authority shall be decided by a Majority of votes of its committee members. Unless specified otherwise, each committee member shall have one vote. In the event of a tie in voting, the chair of the Executive Committee shall have a second or casting vote.
- f. The Executive Committee shall: directly report to the Board; be operationally focused and oriented; make decisions and implement the Society's strategy, direction, priorities and goals (as set by the Board); and may make decisions and be responsible for the day-to-day affairs of the Society all of which shall be subject to these By-laws and any resolution passed by the Voting Members.

(g) Development Committee

- a. The Development Committee shall consist of: not less than one Director; and any person appointed by a Majority of the Executive Committee.
- b. A Director selected by a Majority of the Executive Committee shall be the chair of the Development Committee.
- c. The Executive Director and President shall be ex officio members of the Development Committee. The Executive Director shall not have a vote.
- d. The Development Committee shall meet as often as the chair deems advisable upon not less than 5 business days prior notice unless waived by all of the voting members of the Development Committee.

- e. The Development Committee shall directly report to the Executive Committee and shall be responsible for: governance, by-laws, priorities, and any other matter that the Executive Committee shall determine.

(h) Finance Committee

- a. The Finance Committee shall consist of: the Treasurer and any person appointed by a Majority of the Executive Committee subject to any committee representation requirement specified in this sub-Section (h).
- b. The Finance Committee shall include:
 - i. one person who is a secretary/treasurer of a Voting Member;
 - ii. one person who shall represent the interests of larger Members (as determined by a Majority of the Board);
 - iii. one person who shall represent the interests of smaller Members (as determined by a Majority of the Board); and
 - iv. one person who shall represent the interests of rural Members (as determined by a Majority of the Board).
- c. The Treasurer shall be the chair of the Finance Committee.
- d. The Executive Director and President shall be ex officio members of the Finance Committee. The Executive Director shall not have a vote.
- e. The Finance Committee shall meet as often as the chair deems advisable upon not less than 5 business days prior notice unless waived by all of the voting members of the Finance Committee.
- f. The Finance Committee shall directly report to the Executive Committee and shall be responsible for: recommending the Membership Fee and Total Membership Fee; preparing an annual budget for the Society; financial reporting; financial audit of the Society and any other matter determined by the Executive Committee.

(i) Superintendent & Secretary-Treasurer Committee

- a. The Superintendent & Secretary-Treasurer Committee shall consist of: the Superintendent Representative, the superintendent of each Voting Member; and the secretary/treasurer of each Voting Member.

- b. The Superintendent Representative shall be the chair of the Superintendent & Secretary-Treasurer Committee.
- c. The Executive Director and President shall be ex officio members of the Superintendent & Secretary-Treasurer Committee. The Executive Director shall not have a vote.
- d. The Superintendent & Secretary-Treasurer Committee shall meet as often as the chair deems advisable upon not less than 5 business days prior notice unless waived by all of the voting members of the Superintendent & Secretary-Treasurer Committee.
- e. The Superintendent & Secretary-Treasurer Committee shall directly report to the Executive Committee and shall be responsible for such duties as specified by the Executive Committee.

(j) Ad-Hoc Committees

- a. the Executive Committee may at any time by Majority vote, establish any committee to address any issue. The Executive Committee shall establish terms of reference, specific responsibilities, membership and reporting of such ad-hoc committee.

8. SPECIAL GENERAL MEETING

- (a) A Special General Meeting shall be called (by providing written notice to the Member as specified by this Section 8) by the President within 30 days following:
 - a. receipt of a written request by a Majority of the Executive Committee setting forth the reasons for requesting such meeting;
 - b. receipt of a written request by a Majority of the Board setting forth the reasons for requesting such meeting; or
 - c. receipt of a written request from at least one third of the Voting Member setting forth the reasons for requesting such meeting.
- (b) The location, date and time of the Special General Meeting shall be as determined by a Majority of the Executive Committee.

- (c) The Secretary shall provide written notice of a Special General Meeting to the Members, which shall include the meeting time, date and location, the purpose of the meeting, the agenda for such meeting together with any supporting documentation or materials and if applicable, the proposed text of any Special Resolution. Such written notice shall be sent to all Members at least 10 days prior to any such meeting, unless a Special Resolution is proposed, in which case, no less than 21 days' notice is required unless all Voting Members agree to less than 21 days' notice.
- (d) Items not included on the agenda may not be considered at the Special General Meeting.
- (e) Quorum for the Special General Meeting shall be a Majority of Voting Members. In the event that quorum is not achieved at the scheduled start of the Special General Meeting, the scheduled start of the meeting shall be delayed by a maximum of sixty minutes in order to seek to establish quorum for this meeting. If quorum is not established after the expiry of the sixty minute delay, then the Special General Meeting shall be adjourned and rescheduled upon 10 days notice to all Members with the same meeting location or such other location as the Executive Committee shall determine, same agenda and meeting materials, and for this rescheduled Special General Meeting, quorum shall be 25% of the Voting Members.
- (f) Special General Meetings shall be conducted in-person or virtually at the discretion of the Executive Committee. In circumstances where a Voting Member is unable to attend an in-person Special General Meeting, at the discretion of the President, that Voting Member may be permitted to attend by telephone or video means. Any Voting Member participating by such means shall be deemed to be present at such meeting.
- (g) The President shall be the chair of the Special General Meeting.
- (h) Each Voting Member may appoint up to two persons to represent such Member and to speak on its behalf but only one person may vote on behalf of such Voting Member. A Non-Voting Member may appoint one person to represent such Member but may neither speak nor vote.

9. MISCELLANEOUS

(a) In the event of any conflict between these By-laws and the Act, the Act shall prevail.

(b) Unless approved by a Majority of the Board, the Society is not authorized to borrow money.

(c) DECISION MAKING

a. At any Board meeting, committee meeting or meeting of Members, votes shall be cast through a show of hands, unless a Majority of those in attendance and entitled to vote request a secret ballot.

b. The Voting Members, committee members or Directors shall strive for consensus, but decisions shall be made by Majority vote unless otherwise indicated in these By-laws.

c. Any action that may be taken at a meeting may be taken without a meeting if consent, in writing, is obtained from all participants entitled to vote. Any resulting action shall be recorded into the minutes of the next meeting.

d. At the discretion of the chair, an electronic vote of the Board or Members by email may be held if a situation requiring a voted decision on a stated motion must be acted upon by the Members or Directors between meetings. In such a case, all Voting Members or Directors (as applicable) shall be required to waive notice and to vote by email. Any such motion shall be recorded into the minutes of the next Board meeting.

e. No proxy voting of the Board, any meeting of Members or committee members shall be allowed.

(d) AUDITING

a. All records including but not limited to the record of motions, financial statements, accounts of the Secretary and the Treasurer shall be audited once per Fiscal Year by an independent firm of accountants qualified to undertake such duties and appointed by the Voting Members at the Annual General Meeting for the next Fiscal Year.

b. A complete and proper statement of the standing of the books for the previous Fiscal Year shall be submitted by such auditor at the Annual General Meeting.

c. The books and records of the Society shall be available upon request for inspection by any Member at the location specified by the Executive Director.

(e) Unless authorized by a Majority of the Board, no Director, Officer or member of any Committee shall receive remuneration for services rendered, except where the services rendered exceed the normal expectations of the role.

(f) The By-laws of the Society may be altered or rescinded at any time by Special Resolution. Changes to the By-laws do not come into effect until any such Special Resolution is filed in accordance with the Act.

(g) DISSOLUTION

- a. Dissolution of the Society shall require a Special Resolution of the Voting Members.
 - b. On dissolution, any assets remaining after payment of all debts and liabilities shall be transferred in equal amounts to the Voting Members at the time of dissolution, or if no Voting Members exist at the time of dissolution, the remaining assets shall be transferred to an educational organization as decided by the Board.
- (h) The Society shall not be required to use a seal unless required by the Act or at law.