

Friends of Orange Association

Society #5015900110

Bylaws

1.0 PREAMBLE

- 1.1. The name of the society is Friends of Orange Association (FOA).
- 1.2. This document is the general bylaws of FOA. These bylaws regulate the transaction of business and affairs of FOA.

2.0 DEFINITIONS

In these bylaws, unless the context otherwise specifies or requires,

- 2.1. "Act" means the [Alberta Societies Act](#);
- 2.2. "Annual General Meeting" (AGM) means the meeting of the Members required to be held in accordance with section 25 of the Alberta Societies Act;
- 2.3. "Board" means the Board of Directors of FOA;
- 2.4. "Directors" means the members of the Board elected in accordance with section 4 below;
- 2.5. "Members" means the persons described in section 3 below;
- 2.6. "Officers" means the executive officers of FOA, being the President, the Vice-President, the Secretary, and the Treasurer, subject to section 4 below. An Executive Officer is a Director;
- 2.7. "School" means William Aberhart High School (WAHS);
- 2.8. "School Community" means all parents, teachers, staff and the Principal of the School;
- 2.9. "Parent" means the parents, guardians or legal custodians of students enrolled in the School;
- 2.10. "Principal" means the principal of the School;
- 2.11. "Council" means the William Aberhart High School School Council;
- 2.12. "Staff" means persons other than teachers who are employed at the School;
- 2.13. "Students" means all students enrolled in the School;
- 2.14. "Teachers" means those persons who are employed to teach Students at the School; and
- 2.15. "CBE" means Calgary Board of Education.

3.0 OBJECTS

- 3.1 The objects of Friends of Orange Association are included in the Articles of Incorporation.

4.0 MEMBERSHIP

4.1 Voting Members:

- a) Membership in FOA shall be granted to all Parents of any student enrolled in William Aberhart High School, residing in Alberta being of the full age of 18 years, in good standing with FOA.
- b) Any Member, upon a majority vote of all Members of the FOA in good standing and present at a Special General Meeting of the Membership called for that purpose, may be suspended or expelled from membership for any cause that the FOA may deem reasonable.
- c) Any member wishing to resign may do so upon writing to the Board through the Secretary, or in the absence of a Secretary, upon writing to an Officer."

4.2 Associate Membership:

- a) The Principal, teachers and staff members of William Aberhart High School can have an Associate Membership only.

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- b) As Associate Members, the Principal, teachers and staff members shall serve as resource people in an advisory capacity only and shall not have voting rights at any General Meeting of the Membership or Meeting of the Board. If someone qualifies as both a Member (i.e. a parent) and an Associate Member (i.e. staff at the school), will be eligible to vote as a Member.
- c) Neither the Principal, teachers nor staff shall have signing authority for the Friends of Orange Association.
- d) The Principal, by virtue of the Education Act, shall have the power of veto relating to actions directly affecting the School building, teachers, staff or students, but not relating to financial expenditures, revenues or investments of the FOA.

4.3 Community Membership:

- a) People who have a vested interest in the school are able to apply to become Community Members. Their application (ie. Membership Form) must be approved by the Board by a majority vote.
- b) Community Members shall serve in an advisory capacity only and they will not have voting rights at any General Meeting of the Membership or Meeting of the Board.
- c) Community Members shall not have signing authority for the FOA.

5.0 BOARD OF DIRECTORS

5.1. Composition of the Board:

- a) The Board will be composed of the following Officers and Directors at minimum: President, Secretary, Treasurer
 - I. The positions of President and Treasurer are mandatory. The Office of the President and Vice President may be filled by one person if the membership at any General Meeting of the Membership for the election of Officers shall so decide.
 - II. Only Parents are eligible to be members of the Board.
 - III. If a Secretary cannot be elected, a recording Secretary will be appointed at each meeting.
 - IV. Directors: A maximum of 6 additional Directors (at Large). These positions are optional. The Board will determine the number of Directors at Large needed on an annual basis (up to the maximum).
 - V. Officers and Directors may not be remunerated, positions are volunteer only.
- b) Unless otherwise determined by the Directors or the Members, the Officers shall have the following duties;
 - I. President
 - i. The President shall have general knowledge of all activities of the FOA and will carry out duties assigned by the FOA.
 - ii. The President shall call all Meetings of the Board and shall preside at all General Meetings of the Membership and Meetings of the Board.
 - iii. The President will be the chief spokesperson for the FOA, unless otherwise delegated.
 - iv. The President shall be copied on all FOA communications and will review any communications to the membership, parent body, School community or public prior to distribution and shall include the Vice-President in same.
 - v. The President shall have a vote at any meeting.
 - vi. The President will be an ex-officio member of all Committees.
 - II. Vice-President
 - i. The Vice-President shall assist the President in all FOA activities and will carry out other duties assigned by the President.

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- ii. In the event of absence, resignation, incapacity or extended leave of absence of the President, the Vice-President shall fulfill the responsibilities of the President until the next elections at the AGM.
 - iii. In the absence of both the President and the Vice-President from meetings, a Chair may be elected or appointed at the meeting to preside.
 - iv. The Vice-President will be copied on all FOA communications and will review any communications to the membership, parent body, School Community or public prior to distribution.
- III. Secretary
 - i. It shall be the duty of the Secretary to attend all General Meetings of the Membership and Meetings of the Board, to keep accurate minutes of the same, and to prepare these for distribution.
 - ii. In the absence of the Secretary, his/her duties shall be discharged by such Officer, Director or Member as may be appointed by the Board and reviewed thereafter by the Board.
 - iii. The Secretary shall have charge of all FOA membership forms, correspondence and/or documentation and be under the direction of the President and the Board. All documentation, literature, correspondence, forms, online drives/ shared folders, thumb drives, etc. are the property of the FOA. The outgoing Secretary shall transition this property to the incoming Secretary at the end of his/her term.
 - iv. The School maintains contact information for all Parents and School staff, all of whom are Members of the FOA. At the request of the FOA, the school shall communicate FOA notices and other information to Members by way of an email.
- IV. Treasurer
 - i. The Treasurer shall receive all monies paid to the FOA and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.
 - ii. The Treasurer shall properly account for the funds of the FOA, keep such books as may be directed and disburse funds as required. All records, receipts, documentation, forms, online drives/ shared folders, thumb drives, etc. are the property of the FOA. The outgoing Treasurer shall transition this property to the incoming Treasurer at the end of his/her term.
 - iii. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting of the Membership a duly audited statement of the financial position of the FOA and shall submit a copy of same to the Secretary for the records of the FOA.
 - iv. The Treasurer will prepare, and submit with Board approval, any financial reports required by organizations and agencies in a timely manner.
 - v. The signing authorities of the financial accounts will be a minimum of two elected Officers of the FOA.
- V. Officers and Directors (at Large) - All Members of the Board will:
 - i. Attend Annual, Regular and Special General Meetings of the Membership.
 - ii. Be prepared for, attend and actively participate in all Meetings of the Board.
 - iii. Actively support the initiatives and actions of the FOA.
 - iv. Approve, where appropriate, policy and other recommendations received from the Board and its standing committees.

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- v. Review the Bylaws and recommend Board-approved Bylaw changes to the membership.
- vi. Review the Board's structure, approve changes, and prepare necessary Bylaw amendments.
- vii. Participate in the development of the FOA's plan and annual review.
- viii. Review the annual budget for the FOA and submit to the membership for approval.
- ix. Assist in developing and maintaining positive working relations among the Board, committees, School and School Council to support and enhance education in the School community.
- x. Allow for opinions and positions of all Members to be voiced and heard in a safe, respectful environment.
- xi. Act as a leader and an ambassador of the FOA.
- xii. Strive to reach consensus in all areas. If a consensus cannot be reached, Board Members will accept, and adhere to, the majority decision of the Board.
- xiii. Address operational concerns openly and with input from Board Members.
- xiv. Address personal concerns relating to Board Members' roles privately, constructively, respectfully, and in a timely manner.

5.2. The Board shall, subject to the Bylaws or directions given by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the FOA. The Board shall, insofar as is reasonably practicable, ensure that the FOA's activities are conducted with the involvement of concerned participants from the School Community.

5.3. Any Director or Officer may resign his/her position by providing written notice to the Board.

5.4. Any Director or Officer may be removed from the Board at any time with cause by a majority vote of the Board whenever, in its judgment, the best interest of the FOA will be served.

5.5. The Members may, by Special Resolution, remove any Director, provided that the Director has been notified 21 days in advance of the meeting to remove him/her, and is afforded the opportunity to be heard at the meeting.

6.0 AUDITING

6.1. The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two voting Members of the FOA who are not Board members, have no signing authority, and who are not related. Auditors will be elected or appointed for that purpose at the Annual General Meeting of the Membership.

6.2. A complete and proper statement of the standing of the books for the previous year shall be submitted by such Auditors for presentation at the Annual General Meeting of the Membership.

6.3. The fiscal year of the FOA in each year shall be January 1 to December 31.

6.4. The books and records of the FOA may be inspected by any member of the FOA at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board shall at all times have access to such books and records.

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7.0 STANDING AND AD HOC COMMITTEES

- 7.1. Standing and ad hoc committees will be formed as necessary by the Board and will operate on an ongoing basis with specified lengths of terms for Members.
- 7.2. Committees will meet outside of Meetings of the Board or General Meetings of the Membership to complete their assigned tasks as per the direction of the Board and present a report of their activities at meetings as requested.

8.0 MEETINGS

8.1 General Meeting of the Membership

- a) Irregularities or errors done in good faith do not invalidate acts done by any General Meeting of the Membership or Meeting of the Board. No action taken at a meeting is invalid due to accidental omission to give notice to any Member, any Member not receiving any notice, or any error in any notice that does not affect the meeting.
- b) Meetings of the Membership and/or the Board may be held in-person or using a virtual or online platform suitable for conducting FOA business, or a combination of the two. The Board will determine the meeting format and notify members.
- c) The Agenda for any Meeting shall be made available to all attendees prior to the Meeting being called to order.
- d) The Agenda for any General Meeting shall be attached or included in the notice of such Meeting, including a resolution substantially in the form of any resolution that is to be presented as a Special Resolution at that General Meeting.

8.2 Annual General Meeting of the Membership (AGM)

- a) An Annual General Meeting of the Membership (AGM) will take place on or before November 30th in each year, by providing no less than 14 days' notice in writing using a newsletter, website, email, text and/or social media. If a Special Resolution will be proposed, no less than 21 days' notice will be required.
- b) Only the matters set out in the notice for the AGM may be considered at the AGM.
- c) At this meeting, there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and optionally up to 6 Directors. The Officers and Directors so elected shall form a Board, and shall serve until the end of the meeting at which their successors are elected.
- d) Quorum at an Annual General Meeting of the Membership shall be 4 Members, 3 of whom must be voting Members.
- e) If quorum cannot be attained at the meeting, a General Meeting (GM) of the Membership will be scheduled for the same day, time and location the following week. The voting Members in attendance at that General Meeting will constitute quorum for the purposes of conducting Annual General Meeting business such as election of Officers, determining signing authority, and approval of financial statements.
- f) The business of the Annual General Meeting shall include:
 - i. The President's report of the year's activities, including a review of the significant initiatives pursued by FOA and performance relative to the budget for the preceding Fiscal Year;

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- ii. The Treasurer's budget report of FOA for the preceding Fiscal Year, of which sufficient copies are to be available for examination and viewing of the Members present;
- iii. The audited financial statements of FOA for the preceding Fiscal Year, submitted for approval upon providing sufficient time for the examination and viewing of the Members present;
- iv. Appoint two parent volunteers to audit the current fiscal year financial statements;
- v. any other business of FOA, except that no vote shall be taken on any matter requiring notice of a Special Resolution unless such notice has been given in the manner required in these Bylaws; and
- vi. The election of the Directors, as applicable.
- vii. The order of business shall be at the discretion of the President, provided that, in general, the business and reports relating to the preceding Fiscal Year shall take place before the election of the incoming Directors.

8.3 Special General Meeting of the Membership (SGM)

- a) Special General Meeting of the Membership (SGM) may be called at any time by the Secretary upon the instructions of the President or Board by providing no less than 14 days' notice in writing using a newsletter, website, email, text and/or social media. If a Special Resolution will be proposed, no less than 21 days' notice will be required, specifying the intention of the Special Resolution.
 - i. Only the matters set out in the notice for the SGM may be considered at the SGM.
 - ii. Quorum at a Special General Meeting of the Membership shall be 7 Members, 5 of whom must be voting Members and 2 of whom must be elected Officers of the FOA.

8.4. Regular Meeting of the Members

- a) Regular Meetings shall be held as often as may be required to conduct the affairs of FOA, but at least every 3 months, at a regular scheduled date and time determined by the Executive Officers.
- b) Additional Meetings of FOA may be called at any time upon the instructions of the President or a Director, subject to the Directors' Majority Approval.
- c) A quorum for any Regular Meeting of the Members shall be four Members, including at least two Executive Officers.
- d) Meeting notification should be given as broadly as possible with at least 3 days in advance.

8.5 Committee Meetings

- a) The members of all duly appointed and standing committees of FOA shall meet from time to time, or any time at: the discretion of the Chairperson of each such committee; or upon seven day Proper Notice from a Director, subject to the Directors' majority approval.

8.6 Regular Meeting of the Board

- a) Regular Meeting of the Board shall be called at the frequency determined by the Board that will permit their duties to be accomplished. All Members of the FOA are allowed to attend and observe Regular Meetings of the Board. At the discretion of the President, Members may participate in discussions and ask questions, but shall not be permitted to make, second or vote on a motion.
- b) Regular Meetings of the Board will be announced to all Board Members by providing no less than 10 days' notice in writing using a newsletter, website, email, text and/or social media or 3 days' notice verbally, by telephone or in person.

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- c) Quorum at any Regular Meeting of the Board shall be 3 Board Members, 2 of whom must be elected Officers.
- d) Regular Meetings of the Board may be held without notice if a quorum of the Board is present, provided that any business transactions shall be ratified at the next Regular Meeting of the Board; otherwise they shall be null and void.
- e) A topic to be discussed at a Regular Meeting of the Board may be deemed to be “in camera” or closed to anyone the Board chooses should the Board determine, by a majority vote of those present, that the topic is of a personal, sensitive or confidential nature.

8.7 Special Meeting of the Board

- a) A Special Meeting of the Board shall be called by the Secretary upon the instructions of any 2 Board Members, by providing no less than 10 days’ notice in writing using a newsletter, website, email, text and/or social media or 3 days’ notice verbally by telephone or in person, to all Board Members setting forth the reasons for calling such meeting.
- b) Quorum at a Special Meeting of the Board shall be any 3 Board Members.
- c) All or any portion of a Special Meeting of the Board may be deemed to be “in camera” or closed to anyone the Board chooses should the Board determine, by a majority vote of those present, that the content of the meeting or agenda item is of a personal, sensitive or confidential nature.

9.0 SPECIAL RESOLUTION

- 9.1. Special Resolution will mean a resolution passed at a General Meeting of the Membership of which not less than 21 days’ notice in writing using a newsletter, website, email, text and/or social media, or provided verbally by telephone or in person, specifying the intention to propose the resolution has been duly given, and by the approval of not less than 75% of those Members entitled to vote in attendance.

10.0 ELECTION PROCESS

- 10.1. Board Members are elected by the voting Members at an AGM held annually on or before November 30th each year.
- 10.2. Candidates must be voting Members in good standing.
- 10.3. Notification of the nomination procedure will be included with the notice of the AGM.
- 10.4. The term of office shall be complete at the end of the meeting at which successors are elected unless written notice of resignation is submitted to the Board.
- 10.5. The maximum number of consecutive terms, in the same Officer or Director position on the Board, shall be 3 consecutive terms. The Officer/Director still must stand for election annually.
- 10.6. Any vacancy occurring during the year may be filled at the next meeting, provided it is so stated in the notice calling such meeting, with the exception of the position of President
- 10.7. A person appointed or elected a Director becomes a Director if they were present at the meeting when being appointed or elected, 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 Director before the appointment or election.

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11.0 VOTING

- 11.1. The Board may hold in-person or virtual meetings, or a combination of the two. The Board will determine the voting process for meetings, including what type of electronic voting will be used for virtual meetings (ie. Raise Hand feature, Chat Window, private message, mic). In-person and electronic voting will not include voting by proxy.
- 11.2. General Meetings of the Membership: Any voting Member, including each Member of the Board, who has not withdrawn from membership and who has been neither suspended nor expelled shall have the right to vote at any Annual, Regular or Special General
- 11.3. Meeting of the Membership:
 - a) Such votes must be made in person and not by proxy or otherwise.
 - b) Members will vote by show of hands or by secret ballot where 50% + 1 will be considered the majority, except in the case of a Special Resolution which requires a 75% majority of votes as per Alberta Societies Act.
- 11.4. Meetings of the Board
 - a) Only each Member of the Board will have 1 vote, including the President at all meetings of the Board.
 - b) Such votes must be made in person and not by proxy or otherwise.
 - c) Members will vote by show of hands where 50% + 1 will be considered the majority.
 - d) The President may authorize an electronic vote by email if a situation needs to be acted upon by the Board between physical meetings. In the case of an electronic vote, a quorum shall be constituted when at least 60% of the Members of the Board cast a vote by email. Any motion taken electronically will be formally recorded into the minutes of the next Board meeting.
 - e) In the case of a tie, the motion is defeated.
 - f) Any Member having a personal pecuniary gain or conflict of interest in any matter being discussed by the membership or the Board is required to declare such and absent himself/herself from any discussion or vote on such matter.

12.0 GENERAL MANAGEMENT

- 12.1. The registered office of the FOA is located within the School.
- 12.2. The mailing address for all communication or correspondence shall be the registered office of the FOA.
- 12.3. To maintain integrity, minute books and financial records will be securely stored and may be inspected by any Member in good standing of the FOA upon reasonable request, including the reason for inspection.
- 12.4. Such inspection may only take place at the registered office of the FOA, in the presence of a Board Member, and dual control (2 people present, 1 of whom is a Board Member) will be maintained at all times.

13.0 REMUNERATION

Unless authorized at any meeting and after notice for same shall have been given, no Officer, Director or Member of the Association shall receive any remuneration for his/her services.

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14.0 BORROWING POWERS

For the purpose of carrying out its objectives, the FOA may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the FOA, and in no case shall debentures be issued without the sanction of a Special Resolution of the FOA.

15.0 ASSOCIATION SEAL

The FOA has not adopted an Association Seal.

16.0 INSURANCE AND INDEMNITY

- 16.1. Insurance: For the purpose of carrying out its objectives, the FOA will annually review and carry liability insurance as deemed necessary by the Board, or if required by the policies of the School or School Board.
- 16.2. Indemnity: Provided appropriate insurance is in place, each Officer and Director holds office with protection from the FOA.
- a) The FOA indemnifies each Officer and Director against all costs or charges that result from any act done in her/his role for the FOA.
 - b) The FOA does not protect any Officer or Director for acts of fraud, dishonesty or bad faith.
 - c) No Officer or Director is liable for the acts of any other Officer, Director or Member.
 - d) No Officer or 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 FOA.
 - e) No Officer or Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the FOA, unless the act is fraud, dishonesty or bad faith.

17.0 PRIVACY

- 17.1. The FOA shall not collect, use, share or store personal information for purposes other than those of FOA business, and shall destroy it appropriately once it is no longer needed.
- 17.2. The FOA will adhere to *Personal Information Protection Act* (PIPA) guidelines as required by Alberta legislation, and voluntarily where appropriate.

18.0 CONFLICT RESOLUTION

- 18.1. If at any time 10 Members, or 5 Members and greater than 50% of the Board Members, of the FOA are of the opinion that the FOA is in a state of conflict such that its operation is significantly impaired, they may deliver a written "Special General Meeting of the Membership" request, signed by them, to the Board.
- 18.2. Upon receipt of such, the President will call a Special General Meeting of the Membership, providing due notice as stated, and Members in attendance will have an opportunity to hear and discuss the issues causing conflict.

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- 18.3. On motion, a vote shall be held respecting a proposed resolution to the conflict, and if a majority of voting Members present vote in favour of the resolution proposed, the FOA will immediately act upon the resolution, as directed by the assembly.

19.0 BYLAWS

- 19.1. All Members are responsible for behaving in accordance with the Bylaws and objectives of the FOA.
- 19.2. The FOA Bylaws and operations will be in accordance with the laws of Alberta, the *Societies Act* and any other governmental legislation relating to the FOA's operation and objectives.
- 19.3. The Bylaws may be rescinded, altered or added to by a "Special Resolution." Changes to the Bylaws do not come into effect until the Special Resolution(s) is registered at Corporate Registry. Special Resolution(s) sent to the Corporate Registry shall be dated and verified by a person authorized by the FOA.
- 19.4. Any question regarding the proper application and interpretation of these Bylaws shall be determined by the President at any FOA Meeting of the Membership or Board meeting. The President's decision may be appealed by a voting Member and can be overturned by a simple majority vote at a Special General Meeting of the Membership, or a Special Meeting of the Board, called in accordance with these Bylaws.

20.0 POLICIES AND PROCEDURES

A Policy and Procedure Manual may be created, maintained and reviewed annually by the Board. Members in good standing may put forward policies to the Board for consideration and/or implementation.

21.0 DISSOLUTION OF THE FOA

- 21.1. In the event of the dissolution (closing) of the FOA, which shall require a Special Resolution of the Membership, the assets remaining after payment of all debts and liabilities shall be transferred to William Aberhart High School with the exception of any Alberta Gaming, Liquor and Cannabis Commission (AGLC) gaming proceeds.
- 21.2. All remaining gaming proceeds, after payment of all debts and liabilities, shall be disbursed to eligible charitable groups or purposes as per AGLC regulations.

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These FOA Bylaws were reviewed and approved at the November 29, 2021 FOA AGM:

Date: January 8, 2022

Ali McMillan

President Name



President's Signature

Gina Ko

Vice-President Name



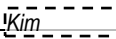
Vice-President's Signature

Nicole Slot

Secretary Name



Secretary's Signature



Treasurer Name

Kim No dbye

Treasurer's Signature