

## **STEM INNOVATION ACADEMY PARENT FUNDRAISING SOCIETY**

### **Bylaws**

#### **1. MEMBERSHIP**

There will be two types of memberships for the STEM Innovation Academy Parent Fundraising Society: Parent Membership and Community Membership.

- 1.1 **Parent Membership:** Each parent, guardian, or legal custodian, being 18 years and older, of a child registered at STEM Innovation Academy is a general member of the **STEM Innovation Academy** Parent Fundraising Society. Parent membership is automatically terminated when the member's child is no longer registered at the school.
- 1.2 **Community Membership:** Any community member, being the full age of 18 years, interested in furthering the Object of the **STEM Innovation Academy** Parent Fundraising Society may become a Member upon approval of the board and members.
- 1.3 **Membership fees:** There are no membership fees for anyone who is eligible to be a member of the **STEM Innovation Academy** Parent Fundraising Society
- 1.4 **Membership year:** The Membership year will coincide with the school year.
- 1.5 **Membership responsibility:** Members of the **STEM Innovation Academy** Parent Fundraising Society are expected to behave in accordance to section 2.2 and display a high level of character and integrity.
- 1.6 **Voting privileges:** Every member of the **STEM Innovation Academy** Parent Fundraising Society, including each member of the Board of Directors, is entitled to vote on all motions and resolutions of all meetings. In the event of a tie, the President, in consultation with the Board of Directors, shall break the tie.
- 1.7 **Membership Termination:** A membership by a Board Director may be terminated by submitting a letter of resignation

to the **STEM Innovation Academy** Parent Fundraising Society Secretary. The membership will be officially terminated on the day the Secretary acknowledges receipt of the request for membership termination.

Any member may be expelled from membership for any demonstrable cause that jeopardizes the ethics or integrity of the **STEM Innovation Academy** Parent Fundraising Society or the ability of the society to meet the society objective through the following procedure;

- (a) Recommendation to terminate a membership will be made to the Board;
- (b) The member whose membership has been recommended for termination must be informed in writing of the elements that jeopardize the **STEM Innovation Academy** Parent Fundraising Society with the opportunity to respond in writing and/or at a special meeting;
- (c) The Member shall be given written notice at least one (1) week prior to the Special Meeting called to discuss same;
- (d) Upon a majority vote of all members of the Society in good standing present at a special meeting called for the purpose of discussing said expulsion.

**1.8 Membership Reinstatement:** Any person, whose membership has been terminated by the **STEM Innovation Academy** Parent Fundraising Society, may apply for reinstatement by demonstrating that the elements that jeopardized the membership have been resolved. The resolutions will be presented to the **STEM Innovation Academy** Parent Fundraising Society and thoroughly documented in the minutes. The person will be reinstated if approved by a majority vote of all members of the **STEM Innovation Academy** Parent Fundraising Society in good standing, present at a Special Meeting called for the purpose of discussing said reinstatement.

## **2. LIMITATION ON THE LIABILITY OF MEMBERS**

No Member, including a Board Director, in his individual capacity, is liable for any debt or liability of the **STEM Innovation Academy** Parent Fundraising Society.

## **3. MEDIATION OR ARBITRATION**

Arbitration and/or mediation may be used by STEM Innovation Academy Parent Fundraising Society Members to resolve disputes arising out of the affairs of the Society. If the dispute is not resolved by mediation, the decision of the Arbitrator shall be binding on all parties.

## 6. MEETING LOCATIONS

6.1 Meetings for the STEM Innovation Academy Parent Fundraising Society can take place in person, preferably inside the STEM Innovation Academy school building.

6.2 If special circumstances are involved, e.g., a public health concern or an outbreak, the meeting shall take place online via platforms such as ZOOM, Microsoft Teams etc. Online meetings will be recorded, but will be deleted after the Secretary has completed the minutes for the recorded meeting. Online recordings shall not be shared on social media accounts and other public platforms. Attendees must be informed about the meetings being recorded.

6.3 In-person meetings can also be streamed live at the discretion of the School Principal and the Board of Directors.

## 7. BOARD OF DIRECTORS

The Board is responsible for: (a) carrying out the Object of the Society in consultation with the Principal and/or School Council; (b) carrying out the day-to-day administration of the STEM Innovation Academy Parent Fundraising Society's activities; (c) carrying out the requirements of these Bylaws; (d) carrying out directions given it from the Members by a motion passed; (e) the development and review of policies and procedures to guide and assist the Society in carrying out its Object; (f) appointing short term (Ad Hoc) committees. No Director or Member shall take it upon themselves to commit the time, resources, or finances of the Society or its' Board without prior approval of such a commitment by the Board. The following positions shall be part of the Board of Directors: President, Vice-President, Secretary, Treasurer, Co-Treasurer, and Casino Coordinator.

### 7.1. President

1. oversees all Society activities
2. when present, chairs all meetings of the Society and the Board;
3. assists on committees as required;
4. acts as the Spokesperson for the Society;
5. carries out other duties as supported by the Membership and/or Board;
6. Pursuant to section 4.6, the President, in consultation with the Executive committee, shall break a tie if one arises when voting on motions or resolutions.

### 7.2. Vice-President

1. assumes all responsibilities of the President in his/ her absence;

2. assists on committees as required;
3. assists the Treasurer in filing the Annual Return with Corporate Registry
4. carries out other duties as supported by the Membership and/or Board.

### **7.3. Secretary**

1. attends meetings and keeps accurate minutes of the Society and Board;
2. maintains a record of attendance (names and contact information) for all meetings;
3. has charge of the Board's correspondence;
4. keeps the Seal of the Society;
5. carries out other duties as supported by the Membership and/or Board.

### **7.4. Treasurer and Co-Treasurer**

1. receives and deposits all monies paid to the Society;
2. properly accounts for the funds of the Society and keeps accurate records;
3. presents a full detailed account of revenues and expenditures at the Regular Membership Meetings;
4. makes sure an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting;
5. carries out other duties as supported by the Membership and/or Board

### **7.5. Casino Coordinator**

1. this may be a shared position
2. coordinates Casino activities;
3. assist the President and Treasurer in filing all necessary documents relating to Casino matters;
4. coordinates fund raising activities of the society
5. assists on committees as required;
6. carries out other duties as supported by the Membership and Board of Directors.

## **8. ELECTION OF DIRECTORS AND VOTING**

8.1 Directors will be elected at the AGM in June of each school year by secret ballot. Nominees can self-nominate, and if nominating someone else, they must ensure that their nominee has (i) provided consent, and (ii) be an eligible member of the **STEM Innovation Academy** Parent Fundraising Society.

Bylaws passed on December 1, 2021  
Amendments passed on April 13, 2022

Refer to **STEM Innovation Academy** Parent Fundraising Society Minutes  
(STEMIAPSDECEMBER2021/2)

8.2 Voting will take place by show of hands (in-person meetings), online poll (ZOOM or MS Teams meetings), or e-mail unless a ballot is requested by any Director; and **decided by a simple majority.**

## 9. QUORUM

For a quorum to be declared, there should be at least four (4) members of the **STEM Innovation Academy** Parent Fundraising Society present at the meeting.

For Annual General Meetings, there shall be at least four (4) members for a quorum to be declared.

## 10. MEETINGS

Meetings for the **STEM Innovation Academy** Parent Fundraising Society will be held monthly. An agenda will be sent one (1) week before the meeting is held. Additional meetings may also be held when requested by Members of the **STEM Innovation Academy** Parent Fundraising Society, or when a special circumstance arises.

## 11. SPECIAL MEETINGS

A Special Meeting shall be called by the President or Secretary upon the receipt of:

- (a) a resolution of the Board to that effect; or
- (b) a resolution of the **STEM Innovation Academy** Parent Fundraising Society; or
- (c) a written request of at least one-third (1/3) of the Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.
- (d) A minimum of eight (8) voting members will be notified that a special meeting will be taking place within 48 hours of a special meeting.

Quorum for a special meeting shall be set at a minimum of three (3) voting members.

## 12. ADJOURNMENT OF MEETINGS

The President, Vice President or acting chair of a **STEM Innovation Academy** Parent Fundraising Society meeting can table a topic and adjourn a meeting at any time as needed.

## 13. TERM OF OFFICE

13.1 The Term of Office shall be one (1) year. The Executive members shall be elected at the June AGM, but will not take office until October of the next school year.

13.2 The Board of Directors must be active members of the **STEM Innovation Academy** Parent Fundraising Society, with their children registered at the school during the term of office.

13.3 An individual may hold the same position for a maximum of three (3) years unless no new candidate is nominated for that position.

#### 14. REMOVAL OF DIRECTORS

**The Board** may remove from office any Director:

- (a) by a vote of four-fifths (4/5) of the Board;
- (b) after first notifying the Director in question of the charge or complaint against him;
- (c) after the Director has been given an opportunity to be heard or to submit a statement in writing;
- (d) for conduct deemed to be improper, unbecoming, or likely to endanger the interest or reputation of the **STEM Innovation Academy** Parent Fundraising Society;
- (e) for wilfully committing a breach of the Bylaws;
- (f) is convicted of an indictable offence for which he is liable to imprisonment, or
- (g) who ceases to qualify as a Member of the Society.

**The Members** may remove from office any Director:

- (a) by presenting their case at a Board Meeting;
- (b) after the Director has been given an opportunity to be heard or to submit a statement in writing;
- (c) if the issue is not resolved through mediation, the Board may then request that the Director resign;
- (d) if the Director wishes to present his case to the Members, a Special Meeting may be called.

#### 15. PAYMENT AND RENUMERATION

15.1 No member or Director of the **STEM Innovation Academy** Parent Fundraising Society will receive payment for their time or services. Every member serves the **STEM Innovation Academy** Parent Fundraising Society in a volunteer capacity.

15.2 Reasonable expenses incurred while carrying out their duties are eligible for reimbursement upon review by the Treasurer and one (1) other Member from the Board of Directors.

Bylaws passed on December 1, 2021  
Amendments passed on April 13, 2022

Refer to **STEM Innovation Academy** Parent Fundraising Society Minutes  
(STEMIAPSDECEMBER2021/2)

## 16. BOOKS AND RECORDS

16.1 Books and records of the **STEM Innovation Academy** Parent Fundraising Society shall be maintained at the School, or at such other place that the Board may from time to time determine due to the Freedom of Information and Privacy Act requirements instituted by the Calgary Board of Education, Government of Alberta and the Government of Canada.

16.2 The Secretary will keep a copy of the Minutes and is responsible for recording minutes of all meetings of the Members and the Board.

16.3 The **STEM Innovation Academy** Parent Fundraising Society Board of Directors is ultimately responsible for keeping all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other provincial laws including, but not limited to, the following:

- (a) Certificate of Incorporation;
- (b) The Society's Object and any Special Resolution amending the Object;
- (c) The Bylaws and any Special Resolution amending the Bylaws;
- (d) Audited financial statements; and
- (e) Agendas, attendance logs and minutes for all Membership and Board meetings.

16.4 The Board is ultimately responsible for keeping all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other provincial laws including, but not limited to, the following: (a) Certificate of Incorporation; (b) The Society's Object and any Special Resolution amending the Object; (c) The Bylaws and any Special Resolution amending the Bylaws; and (d) Audited financial statements; and (e) Agendas, attendance logs and minutes for all Membership and Board meetings.

16.5 Inspection of Books and Records will take place annually, within one (1) month of the Annual General Meeting.

## 17. BORROWING POWERS

Under no circumstances will the **STEM Innovation Academy** Parent Fundraising Society borrow money or request a loan.

## 18. PROTECTION AND INDEMNITY OF DIRECTORS

Each Director holds office with protection from the Society. The Society indemnifies each Director against all costs or charges

that result from any act done in his role for the Society. The Society shall not protect any Director for acts of fraud, dishonesty or bad faith.

No Director is liable for the acts of any other Director. No Director is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Society. No Director 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. Directors shall not be held liable for any loss or damage as a result of acting on that statement or report.

#### **19. FISCAL YEAR**

The fiscal year for the **STEM Innovation Academy** Parent Fundraising Society shall begin December 1<sup>st</sup> and end November 30<sup>th</sup>.

#### **20. AUDIT**

The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two (2) Members of the Society. A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting of the Society.

#### **21. EXPENDITURES**

Expenditures over CAD \$200.00 must be pre-approved by the **STEM Innovation Academy** Parent Fundraising Society.

#### **22. SIGNING AUTHORITY**

The Board shall assign four (4) Directors to have signing authority on all cheques drawn on the funds of the Society. Two (2) signatures are required on all cheques; one of these must be the treasurer. If the treasurer is unavailable the President will be the alternate. Any cheque payable to a signing Director shall not be signed by himself.

#### **23. ANNUAL GENERAL MEETING (AGM)**

23.1 The AGM shall be held in June, during which Directors will be elected.



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23.2 Written notice for the AGM shall be sent out at least 4 (four) weeks prior to the meeting.

23.3 The Agenda for the AGM shall include:  
(a) the President's report of the previous year's activities;  
(b) the Treasurer's report and the Audited Financial Statements;  
(c) the Board be given the authority to appoint an auditor prior to the next Annual General Meeting; and  
(d) any other business of the Society; except that no vote shall be taken upon any matter for which notice of a Special Resolution is required, unless such notice has been given.

23.4. For Annual General Meetings, there shall be at least four (4) members for a quorum to be declared.

## 24. DISSOLUTION

24.1 The **STEM Innovation Academy** Parent Fundraising Society shall not pay any dividends or distribute its property among its Members.

24.2 If the Society is dissolved, any funds or assets remaining after paying all debts are:  
(a) disbursed to eligible charitable or religious groups or purposes; or  
(b) transferred in trust to a Municipality until such time as the assets can be transferred from the Municipality to a charitable or religious group or purpose approved by the Board;  
(c) in no event do any Members receive any assets of the Society.

## 25. AMENDING BYLAWS

25.1 Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General Meeting or Special Meeting.

25.2 The Amended Bylaws shall take effect after approval by the Corporate Registry in Alberta.

## 26. THE SOCIETIES ACT

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

## 27. USE OF SEAL

The **STEM Innovation Academy** Parent Fundraising Society and its members may affix a stamp or seal, authorized by the association or its predecessors, to their professional work. Use of seal is not entirely necessary, but may be relevant for notarial and legal documents.