

**Branton School Fundraising Association Bylaws**  
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**Membership**

1. Membership shall consist of the parents, guardians and legal custodians of students of Branton Junior High School as well as students, school staff and interested members of the community at large. Members of the community at large may apply for membership upon a notice in writing to the Board of the association through its Secretary.
2. Membership fees, if any, in the association shall be determined by members at a general meeting.
3. Any member wishing to withdraw membership may do so upon a notice in writing to the Board of the association through its Secretary.
4. Any member, upon a majority vote of all members in good standing, may be expelled from membership for any cause that the association may deem reasonable.

**President**

5. The President shall be ex officio a member of all committees. When present, the President shall preside at all meetings of the association and of its board of directors. In the President's absence, the Vice-President shall preside at any such meetings, and in the absence of both the President and the Vice-President, a chair may be elected by the meeting to preside thereat.

**Board of Directors**

6. Board of Directors, Executive Committee, or Board shall mean Board of Directors of the Branton School Fundraising Association.
7. The Board shall, subject to the bylaws or directions given it by a majority vote at any meeting properly called and constituted, have full control and management of the affairs of the association. Meetings of the Board shall be held in June of each year or more frequently as called by the president. A special meeting of the Board may be called on the instructions of any two members of the Board, provided they request the President in writing to call such a meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by three days' notice by mail, email, fax, telephone or in-person. Any four members of the Board shall constitute a quorum for all meetings of the Board, and meetings shall be held without notice if a quorum of the Board is present, provided that, any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
8. A person appointed or elected a director becomes a director if that person was present at

the meeting when being appointed or elected, and did not refuse the appointment. The person may also become a director if not present at the meeting but consented in writing to act as a director before the appointment or election, or within ten days after the appointment or election, or if the person acted as a director pursuant to the appointment or election.

9. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause that the association may deem reasonable.

### **Secretary**

10. It shall be the duty of the Secretary to attend all meetings of the association and the Board and to keep accurate minutes of the same. The Secretary shall have charge of the Seal of the association, which whenever used shall be authenticated by the signature of the Secretary and President, or in the case of death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, the Secretary's duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the association and be under the direction of the President and the Board.
11. The Secretary shall keep a record of members of the association, send all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the association. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

### **Treasurer**

12. The Treasurer shall receive all monies paid to the association and shall be responsible for the deposit of the same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. The Treasurer shall properly account for the funds of the association and keep such books as may be directed. 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 meeting a statement duly audited of the financial position of the association and submit a copy of same to the Secretary for the records of the association. One person may fill both offices of Secretary and Treasurer in any annual meeting for the election of officers shall so decide.

### **Auditing**

13. The books, accounts and records of the Secretary and Treasurer shall be audited at least once per year by a duly qualified accountant or by two members of the association elected for that purpose at the annual meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such an auditor at the annual meeting of the association. The fiscal year of the association each year shall be September 1 through August 31.

14. The books and records of the association may be inspected by any member of the association at the annual general meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same.

## **Meetings**

15. The association shall hold its annual meeting on or before September 30 in each year of which notice may be given in the Branton Junior High School Newsletter or by other publications from the association no later than seven days before the date of the meeting. At this meeting, there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer) and no more than three Directors-at-large, as deemed appropriate. The officers and directors so elected shall form the Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling the meeting. Any member in good standing shall be eligible to any office in the association, provided that no person shall serve in the same office for more than three consecutive years.
16. General meetings of the association may be called at any time by the Secretary upon the instructions of the President or Board. Notice of general meetings may be given by publication in the Branton Junior High School Newsletter or by other publications from the association no later than seven days before the date of the meeting.
17. A special meeting shall be called by the President or Secretary upon that person's receipt of a petition signed by twenty-five members in good standing, setting forth the reasons for calling such meeting, which shall be by publication in the Branton Junior High School Newsletter or by other publication from the association no later than ten days before the date of the meeting.
18. Seven members in good standing shall constitute a quorum at any annual, general or special meeting of the association

## **Voting**

19. Any member who has not been withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the association, other than Board meetings. Such votes must be made in person and not by proxy or otherwise.
20. Upon the request of any two members entitled to vote at a general meeting that a motion be tabled to a subsequent meeting of the association, the Board shall determine by a majority vote of its members present at the meeting, or in the event of a tied vote, by the vote of the President, whether to table the motion as requested.

## **Remuneration**

21. No officer or member of the association shall receive any remuneration for his or her

services to the association.

### **Expenditure Authority**

22. Financial commitments and associated expenditures with a total value in excess of \$5,000 require prior approval of the association at a general meeting, provided that such purpose is identified in the notice calling the meeting.

### **Borrowing Powers**

23. For the purpose of carrying out its objects, the association 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 only be exercised under the authority of the association, and in no cases shall debentures be issued without the sanction of a special resolution of the association.

### **Disbursement of Assets upon Dissolution**

24. In the event that the association is dissolved, then any assets remaining after the payment of debts and liabilities will be disbursed to Branton Junior High School. If that School is unable or unwilling to receive the assets, then the remaining assets will be disbursed to William Aberhart High School, Calgary. If that School is unable or unwilling to receive the assets, then the remaining assets will be transferred in trust to the City of Calgary until such time as the assets can be transferred from the City of Calgary to a charitable group approved by the Board of the Alberta Gaming and Liquor Commission.

### **Liability of Members**

25. No member of the association is, in the member's individual capacity, liable for a debt or liability of the association.

### **Internal Dispute Resolution**

26. In the event of a dispute arising out of the affairs of the association and between any members of the association or between (a) a member or person who is aggrieved and who has for not more than six months ceased to be a member, or (b) a person claiming through the member or aggrieved person or claiming under bylaws of the association, and the association or a director or officer of the association, the members shall make every effort to resolve that dispute in a timely manner.
27. The Board may assist in the resolution of such internal disputes through such approaches as seeking the assistance of a facilitator in dispute resolution techniques, or assistance by an outside trained facilitator. If these approaches fail, then that dispute shall be decided by arbitration, which shall be under the Arbitration Act (Alberta). A decision made pursuant to arbitration is binding on all parties and may be enforced on application to the

Court of Queen's Bench, and unless these bylaws otherwise provided there is no appeal from it.

## **Bylaws**

28. The bylaws may be rescinded, altered or added to by a special resolution. A special resolution means a resolution passed at a general meeting of which not less than twenty-one days' notice specifying the intention to propose the resolution has been duly given and by the vote of not less than 75% of those members present who, if entitled to do so, vote.