

**Special Resolution**

I hereby certify that the following special resolution was passed at at meeting of the members of the Ernest Morrow Junior High Parents' Association, Corporate Access Number 503388829 on February 24, 2014.

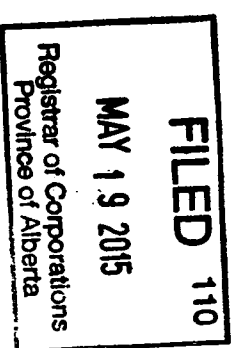
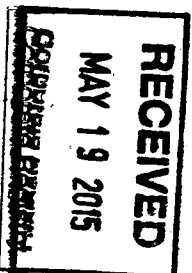
The existing bylaws are repealed. They are replaced by the attached bylaws.

Date: ~~FEB~~ 24, 2014

*Charita Morrow*  
Original Signature of authorized person

Print Name: Charita Morrow

Title: PRINCIPAL, ERNEST MORROW SCHOOL



Ernest Morrow Junior High Parents' Association  
Special Resolution  
February 24, 2014

**Resolution** to amend the Ernest Morrow Junior High Parents' Association By-laws by way of Special Resolution.

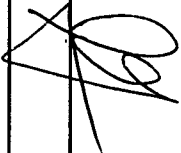
Change By-law number 13 (b)(c) to read:

13. Meetings
- (b) Meetings of the Board of Directors
  - (c) three (3) members of the Board shall constitute a quorum;

**MOTION** was made to approve the change in By-laws to three (3) members of the Board shall constitute a quorum. Seconded. Motion carried.

John Greep

President



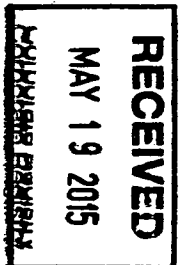
Date Feb 24, 2014

*Grant McDuff*

PRINCIPAL, Ernest Morrow School Feb 24, 2014

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BY-LAWS



Preamble:

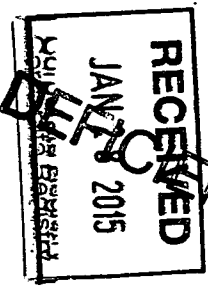
For the purposes of interpretation of these by-laws, unless the content otherwise requires it, words importing the singular shall include the plural and vice-versa and words importing the masculine gender shall include the feminine gender, and words importing persons shall include corporations. In these by-laws, unless the content otherwise requires, expressions defined in the Societies Act, or any statutory modification thereof in force at the date at which these regulations become binding on the Society, shall have the meanings so defined.

1. MEMBERSHIP

- (a) Membership in the Society shall consist of voting members called "Members" and non-voting members called "Associate Members";
- (b) Members and Associate Members shall have all rights and privileges and be bound by all restrictions as set forth in the Societies' objectives and by-laws except Associate Members shall not have a vote;
- (c) Every Member and Associate Member shall uphold the objectives and comply with these by-laws.

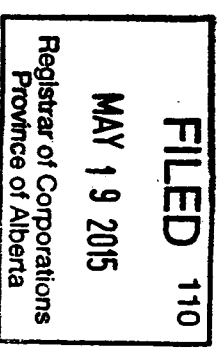
2. MEMBERS

- (a) Voting membership in the Society shall be limited to persons:
  - (i) interested in furthering the goals and objectives of the Society;
  - (ii) who are eighteen (18) years of age or older;
  - (iii) who are in complete agreement with the objectives of the Society;
  - (iv) who have children registered in Ernest Morrow;
  - (v) who have been present at a duly called meeting and who have been nominated and accepted by a majority vote or all membership present.
  - (vi) Who are currently an associate member who have been present at a duly called meeting and who have been nominated and accepted by a majority vote or all membership present.
- (b) Membership under section 2(a)(v) shall be limited to a maximum of four (4) members standing in membership at any one time.



3. ASSOCIATE MEMBERS

- (a) Non-voting membership to the Society shall be limited to persons of any age:
  - (i) who have applied for Associate Membership;
  - (ii) who are interested in furthering the goals and objectives of the Society;
  - (iii) who have been accepted by a majority vote of the Board of Directors.



4. A person shall cease to be a Member or Associate Member of the Society:

- (a) by submitting a resignation, signed by his own hand to the Secretary of the Society, or by mailing it to the address of the Society;
- (b) upon his death;
- (c) by being expelled from the Society;
- (d) in the event his name has been struck off the membership list;
- (e) if he ceases to be in good standing with the Society; or
- (f) if he no longer has children attending Ernest Morrow, excepting membership under the conditions put forth in section 2(a)(v) (vi) herein.

5. A person shall cease to be in good standing with the Society if:

- (a) he is in breach of the objectives and by-laws of the Society, and it has been so determined by the Board of Directors;
- (b) he fails to pay debts due to the Society within a set time frame; or
- (c) he has been expelled from the Society.

6. EXPULSION OF MEMBERS:

The Board of Directors shall have the power to expel any Member or Associate Member whose conduct shall have been determined by the Board to be improper, unbecoming, likely to endanger the interests or reputation of the Society, or who willfully commits a breach of the objects and/or by-laws of the Society; and the Board of Directors shall, by a vote of at least three-fourths ( $\frac{3}{4}$ ) of those present at a meeting of the Board of Directors, strike such name off the membership list.

7. WAIVER OF CLAIM:

Notwithstanding the provisions contained herein, membership to the Society shall be granted to an individual upon the condition that suspension of membership according to the manner herein provided, shall not give the suspended member legal cause or action against the Board of Directors, the Society, or its membership, or any other officer of the Society, or Ernest Morrow, or its staff or representatives or the Calgary Board of Education.

8. ORGANIZATIONAL STRUCTURE

The Society shall consist of the General Membership, the Board of Directors, the Executive, and various committees that may be appointed from time to time by the aforementioned Membership, Board of Directors and/or Executive.

9. THE ELECTIONS

- (a) A General Meeting duly called shall be held once every year for the purpose of general elections;
- (b) The date of the General Meeting shall be set by the Board of Directors;
- (c) Notification of the Annual General Meeting shall be given by newsletter, email or phone at least one (1) week prior to said Annual General Meeting;
- (d) All members eligible to vote may nominate persona to stand for election;
- (e) Nominees may be required to leave the voting area at which time each voting member may cast one vote by show of hands;
- (f) Special motions may be passed causing the vote to be by special ballot;
- (g) An Executive and a Board of Directors shall be elected by the membership at the Annual General Meeting.

10. THE EXECUTIVE

- (a) The Executive shall consist of the President, the Secretary, the Treasurer;
- (b) The Executive shall deal with all matters concerning Real Property and/or Charrels of the Society;
- (c) The Executive shall meet as required to deal with matters of concern, but shall meet at least four (4) times per year;

BY-LAWS

(d) PRESIDENT

- (i) the President shall be an ex-officio member of all committees;
- (ii) shall, when present, preside over all meetings of the Society, Board or Committees. In the absence of the President, the Vice-President shall preside over any such meetings. In the absence of the President and Vice-President, a Chairman may be elected by the meeting to preside therein;
- (iii) The term of office for the President shall be two (2) years. He may stand for re-election if re-nominated;
- (iv) The President shall have the deciding vote in the case of all impasses at any meeting of the Society.

(e) SECRETARY

- (i) It shall by the duty of the Secretary to attend all meetings of the Society, Board of Directors and Executive, and shall be responsible for:
  - (A) The minutes of the Society, Board of Directors and Executive;
  - (B) The maintenance of a complete and up to date Minute Book , containing all documents of incorporation, by-laws, Objectives, and registration and number charity together with a complete membership list, minutes of all meetings and other documents and records as deemed necessary by the Board;
  - (C) Any correspondence put in the Secretary's care.
- (ii) The term of office for the Secretary shall be one (1) year. He may stand for re-election if re-nominated.

(f) TREASURER

- (i) the Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of the same in whatever Bank, Trust Co., Credit Union or Treasury Branch that the Board of Directors may order;
- (ii) He shall properly account for all funds of the Society and keep such books as may be directed;
- (iii) He shall give financial reports at each meeting;
- (iv) He shall present a full detailed account of all receipts and disbursements to the board when requested, and shall prepare for submission of the annual meeting a full statement and submit a copy for the records of the Society.

(g) SECRETARY-TREASURER

One person may fill the office of Secretary and Treasurer if the Annual General Meeting for the election of officers shall so decide.

(h) VICE-PRESIDENT

The Vice-President shall fulfill the duties of the President in the event of the President's absence or vacancy of his office.

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## BY-LAWS

## 11. THE EXECUTIVE

- (a) The Board of Directors shall consist of a minimum of four (4) members including the Executive, and may be increased to a maximum of twenty (20) if deemed necessary at a General Meeting.
- (b) At all times fifty-one (51%) percent or more of all directors shall deal with each of the other directing officers at arms length.
- (c) The Board of Directors shall, subject to the objectives, By-Laws and/or directions given it by majority vote at any meeting duly called, have full control and management of the Society.
- (d) Meetings of the Board of Directors shall be held as often as necessary but at least once every three (3) months, and shall be called by the President.
- (e) The President may call meetings at any time.
- (f) A special meeting may be called on the instruction of two (2) members, provided they request the President in writing and state the business to be brought before the meeting.
- (g) Three (3) directors shall constitute a quorum.
- (h) Meetings of the Board of Directors shall be called by at least one (1) weeks' notice in writing or by newsletter, or by three (3) days' notice by fax, email or phone.
- (i) A meeting may be held without notice if a quorum of the Board is present provided, however, 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.
- (j) Directors shall not be remunerated for holding the position of a director or executive member; however, out of pocket expenses, as authorized by the Board of Directors, shall be reimbursed.
- (k) The tenure of office of a director shall cease:
  - (i) by him not conducting himself according to the objectives of and/or By-Laws of the Society;
  - (ii) by his death;
  - (iii) by his voluntary resignation;
  - (iv) by his removal from membership of the Society;
  - (v) by his absenting himself from three (3) duly called directors meetings without just cause;
  - (vi) by his failure to fulfill his duties, thus automatically disqualifying him from office; or
  - (vii) by not being re-elected at the end of his term.
- (l) Removal from office shall require a seventy five (75) percent majority vote of the board of Directors, and a majority vote of the general membership present at a meeting called for this purpose.

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BY-LAWS

12. RELATIONSHIP TO ERNEST MORROW JUNIOR HIGH PARENTS' ASSOCIATION

In the event that a school Council is formed and while it is in existence, the Ernest Morrow Junior High Parents' Association:

- (a) will appoint member to represent it on the School Council;
- (b) will act as a sub-committee and supply regular reports to the Council;
- (c) may cause its meetings to coincide with Council meetings;
- (d) may have any or all of its members represented on both the Parent Association and the Council;
- (e) will maintain an independent set of books for the purposes of the Society;
- (f) shall be exempt from applying Section D to the Society. Upon a majority vote of its membership or upon the dissolution of the School Council.

13. MEETINGS

(a) MEETINGS OF THE SOCIETY

- (i) shall be held at such times and places the board may decide, and shall follow Robert's Rules and decorum for running a meeting; ✓
- (ii) there shall be at least one (1) general meeting held each year at which elections will be held. A special meeting may be called on the instruction of two (2) members, provided they request of the President in writing and state the business to be brought before the meeting; ✓
- (iii) notice of meetings shall be given by the Board at least seven (7) days prior to the meeting date. Notice shall be via Newsletter, email, or telephone. ✓
- (iv) three members personally present at a duly called General and special meeting shall constitute a quorum; ✓
- (v) only persons qualifying under these by-laws and who are personally present at a meeting may vote. Each member shall have one (1) vote on each motion or resolution placed before a meeting of the Society; ✓
- (vi) voting at all meetings shall be by show of hands or by secret ballot;
- (vii) proposed motions, resolutions, or business matters to be voted on shall be only those which are included in the agenda of the Society meeting.
- (viii) all issues raised from the floor under new business that have not been included on the agenda shall be for discussion only. Any proposed motions or resolutions shall be considered by the Board of Directors for inclusions on the next agenda.

(b) MEETINGS OF THE BOARD OF DIRECTORS

- (a) meeting shall be held at such times and places as the President may decide;
- (b) the Board shall meeting at least once every three (3) months;
- (c) three (3) members of the Board shall constitute a quorum;

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## BY-LAWS

(d) notice of meetings of the Board of Directors may be made:

- (i) at the close of a previous meeting or on an agreed upon schedule;
- (ii) by newsletter, email, or by phone at least four (4) days prior to the scheduled meeting.

(e) agreement to certain monetary decisions may be obtained by polling a minimum of two-thirds (2/3) of the Directors. Such agreements may be obtained for a limited monetary value as determined at a meeting of the Board.

#### 14. NON-PROFIT SOCIETY

The Ernest Morrow Junior High Parents' Association is a non-profit society, and shall carry on its operations without pecuniary gain to its members, and profits of the Society are to be used in promoting and furthering the Society's authorized goals and objectives.

#### 15. BORROWING POWERS

The Society shall have the right to pledge its credit, or borrow money, only for such purposes and upon such terms and conditions as approved by the Board of Directors, and voted on, at a meeting of the Society members, and accepted by a ninety-nine (99) percent majority vote of the general membership present at a meeting called for this purpose.

#### 16. AUDIT OF ACCOUNTS

The Board of Directors shall, at its discretion, but at least once per year, appoint a member other than the Treasurer to audit all books of accounts, vouchers, balance sheets, and other financial documents, and report thereon to the Society. If a member is not available to audit the books the board may obtain the services of an independent accounting firm to audit the books. The fiscal year end of the society in each year shall be December 31<sup>st</sup>.

#### 17. RECORDS

All records and documents shall be kept in the possession of the Director responsible, and must be presented to any member or director for examination upon his request. Reasonable notice is required.

#### 18. REAL PROPERTY

All property and or chattel owned by the Society shall be registered in the Society's name. Each and every instrument in any way affecting the title to the Society's Real Property by way of transfer, mortgage, or pledge shall be executed by the Society under majority decision, and authenticated by the signatures of the President, Secretary and Treasurer of the Society.

#### 19. DISCONTINUANCE, CLOSURE AND WIND-UP OF THE SOCIETY

Upon dissolution of the Society, any assets remaining after paying debts and liabilities to be:

- i) disbursed to eligible charitable or religious groups or purposes; or
- ii) 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



## BY-LAWS

## 20. THE OBJECTIVES AND BY-LAWS

These objectives and by-laws may be changed only by special resolution. The resolution must:

- (a) be accepted by an eighty (80) percent majority vote of the Board of Directors;
- (b) be accepted by a seventy five (75) percent majority vote of members at a general meeting; and
- (c) no change shall be made unless both the above criteria have been met.

## 21. SEAL

- (a) The society will not have a seal.

## 22. CONCLUSION

These By-Laws and objectives have been prepared in accordance with the *Societies Act*, R.S.A 2000; in the matter of the Ernest Morrow Junior High Parents' Association.

Dated: February 24, 2014

Signature: <u>[Signature]</u> Name: <u>John Greep</u>	<u>540 Fortalice Cres</u> <u>Calgary AB T2A 2C9</u> ADDRESS (including postal code:
Signature: <u>[Signature]</u> Name: <u>Shauna Bye</u>	<u>158 Pennsburg Way SE</u> <u>Calgary AB T2A-2J5</u> ADDRESS (including postal code:
Signature: <u>[Signature]</u> Name: <u>Ami Stewart</u>	<u>244 6220 17 Ave SE</u> <u>Calgary AB T2A 0C16</u> ADDRESS (including postal code:
Signature: <u>[Signature]</u> Name: <u>Chantal Malette</u>	<u>23 Covenmeadow C1 NE</u> <u>Calgary AB T3K 6B2</u> ADDRESS (including postal code:

Signature

Name: \_\_\_\_\_

ADDRESS (including postal code: \_\_\_\_\_

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