



Independent AB Authority	Footprints for Learning Society (Academy)
Policy Number	Number SAB 6.0
Policy Title	Non-Profit Society Bylaws
Date of Review	August, 2023

OVERVIEW

The FFLA Board of Governance operates under the following bylaws:

ARTICLE 1

NAME

1.1 Name

The name of this society shall be Footprints for Learning Society. The business of the society may be conducted as Footprints for Learning Academy.

ARTICLE 2

MEMBERSHIP

2.1 Membership Qualifications

To become a member of the society a person must:

- (a) submit a dated and signed letter of intent to the Secretary of the society stating their desire to become a member of the society and that they will “behave in accordance with the by-laws and objectives of the society”, to which they must attach a copy of a cleared criminal record check and intervention record check that is no less 1 year old from the date of the letter and
- (b) the person must be a parent or guardian of a child that is attending or has attended Footprints for Learning Society’s Academy for at least 2 consecutive school years and/or must have been employed by the Society for a minimum of 2 school years and
- (c) attend in person the next Annual General Meeting following the submission of the letter of intent from point (a) above, at which time a vote will be held by those members of the society in

attendance at that Annual General Meeting and the person will become a member of the society if the majority of votes cast are in favor of them becoming a member of the society. Voting on membership admission shall be by secret ballot.

2.2 Membership Resignation and Expulsion

(a) Any member wishing to withdraw from membership may do so upon notice in writing to the Board through the Secretary

(b) Any member of the society will be expelled from membership by a majority of votes cast by members of the society present at an Annual General Meeting.

2.3 Membership Meetings

(a) Annual General Meeting. The society shall hold an Annual General Meeting on or before November 30th each year, for which notice in writing to the last known address of each member, will be sent via mail or electronic mail at least 21 days prior to the date of the meeting. At this meeting there shall be elected the board of directors comprised of the officers of the society namely a President, Vice-President, Secretary, Treasurer (or Secretary Treasurer) and any other directors of the board. The directors and officers so elected shall form the board of directors, and shall serve until their successors are elected or they are expelled. In addition to election of the board of directors and officers, there shall be a vote on admission to the society of any new members in accordance with section 2.1 of the by-laws.

(b) General and Special Membership Meetings. General or Special Meetings of the society may be called at any time by the Secretary upon instructions from the President, Board or upon receipt of a petition signed by one-third of the existing members, setting forth the reasons for calling the meeting. Notice of the meeting shall be sent in writing to the last known address of each member, sent via mail or electronic mail at least 21 days prior to the date of the meeting.

(c) Quorum. A minimum of 3 members in attendance at a meeting shall constitute a quorum for the transaction of business at that meeting of the members. No business shall be considered by the society at any membership meeting at which a quorum is not present.

2.4 Voting

(a) Any existing member of the society shall have the right to vote at any Annual, General or Special Membership Meeting of the society. Voting must be made in person and not by proxy or otherwise.

(b) All voting at membership meetings will be done by secret ballot.

ARTICLE 3

BOARD OF DIRECTORS

3.1 Number of Directors

Footprints for Learning Society shall have a board of directors consisting of at least 6 and no more than 10 directors.

3.2 Board of Directors Powers

(a) Subject to the by-laws, the Board shall direct and control management and the business and affairs of the society by majority vote of the board at any board meeting properly called and constituted.

(b) Members of the society who are not sitting as directors, may only attend Board meetings upon invitation by two or more directors.

(c) Unless sitting as a director at the Board meeting is held, no member has the right to vote on any business presented during such Board meeting.

3.3 Terms

(a) All directors shall be elected to serve a minimum of a one-year term. The term may be extended by a majority vote at the Annual General Meeting each year.

(b) If elected to do so directors may serve an unlimited number of terms in succession.

(c) The term of office shall be considered to begin September 1 and end August 31 of the second year in office, unless the term is extended.

3.4 Qualifications of Directors and Officers

In order to be eligible to serve as a director and/or officer on the board of directors, the individual must consent and must be 18 years of age.

3.5 Vacancies

The board of directors may fill any vacancy on the Board due to resignation, removal or death of a director by appointing a replacement director from the membership to fill such vacancy until the next Annual General Meeting.

3.6 Removal of Directors

Any director may be removed from office by a majority of votes cast by members of the society present at an Annual General Meeting or Special Meeting properly called and constituted.

3.7 Board of Directors Meetings.

(a) Regular Meetings. The board of directors shall have a minimum of ten (10) regular meetings each calendar year at times and places fixed by the Board.

(b) Special Meetings. Special meetings of the Board may be called on the instructions of any two directors. Notice of such meetings must be given to each director of the Board with at least ten days notice by mail or forty-eight hours notice delivered personally, by telephone or electronic mail. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The notice of the meeting will state the intended business of the meeting.

3.8 Manner of Acting

(a) Quorum. A majority of the directors in office in and in attendance at the Board meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be decided upon by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or the Society By-Laws, the vote of the majority of the directors present at a board of directors meeting at which a quorum is present shall be the decision of the board.

(c) Hung Board Decisions. In the event the votes cast at a meeting of the Board are tied (number of those in favor equaling the number opposed), then the president shall be entitled to cast the deciding vote.

(d) Participation. Except as required otherwise by law, or the Society By-Laws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting.

(e) Informal Action by the Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be given by all members of the board. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing.

ARTICLE 4

OFFICERS

4.1 Board Officers

The officers of the society shall be a board president, vice-president, secretary, and treasurer (or secretary treasurer). Each board officer shall have the authority and shall perform the duties set forth in these by-laws or by resolution of the board.

4.2 Removal and Resignation

The members of the society by majority vote at any General or Special Membership Meeting may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the society without prejudice to the rights, if any, of the society under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

4.3 President

The President or the Chair Person shall mean the President of the Society and the Vice-President or the Vice- Chair Person shall mean the Vice- President of the Society.

The President shall be ex-officio a member of all Committees. they shall, when present, preside at all meetings of the society and of the Board. In their absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

4.4 Secretary

It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. In case of the absence of the Secretary, his/her 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 society and be under the direction of the President and the Board. The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a bank, trust company, credit union or treasury branch as applicable.

4.5 Treasurer

The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever bank, trust company, credit union or treasury branch the Board may direct. They shall properly account for the funds of the society and keep such books as may be directed. They 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 society and submit a copy of same to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

ARTICLE 5

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

5.1 Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the society shall be executed on its behalf by the treasurer or other persons to whom the society has delegated authority to execute such documents in accordance with policies approved by the Board.

5.2 Checks, Drafts

All cheques, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the society, shall be signed by such officer or officers, agent or agents, of the society and in such manner as shall from time to time be determined by resolution of the Board.

5.3 Deposits

All funds of the society not otherwise employed shall be deposited from time to time to the credit of the society in such banks, trust companies, or other depository as the Board may select.

5.4 Borrowing Powers

For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in any manner it thinks fit, and in particular by the issue of debentures, but this power of the

society shall be exercised only under the authority of the bylaws of the society and in no case shall debentures be issued without the sanction of a special resolution of the society.

ARTICLE 6

MISCELLANEOUS

6.1 Books and Records

The society shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, members meetings and a record of all actions taken by board of directors without a meeting. In addition, the society shall keep a copy of the society's Application to Form a Society and Bylaws as amended to date.

6.2 Auditing

The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the society. The fiscal year of the society in each year shall be August 31st.

The books and records of the society may be inspected by any member of the society 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.

6.3 Fiscal Year

The fiscal year of the society shall be from September 1 to August 31 of each year.

6.4 Nondiscrimination

The officers, directors, committee members, employees, and persons served by this society shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.

6.5 Remuneration

The members, directors and officers shall serve as such without remuneration and no member, director or officer shall directly or indirectly receive any profit from their positions as such, provided that members, directors and officers may be paid reasonable expenses incurred by them in the performance of their duties.

6.6 By-Law and Objects Amendments

The By-Laws and Objects of the society may be rescinded, amended, altered, or added to by "Special Resolution" in accordance with all requirements as set out under the Societies Act of Alberta.

6.7 Dissolution

Upon the dissolution of the society and after payment of all debts and liabilities, it's remaining property shall be distributed or disposed of to qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada).