



Bylaws

May 25, 2017

“Any child who is properly trained can develop ability, just as all children develop the ability to speak their mother tongue. The potential of every child is unlimited.” Shinichi Suzuki

**AMENDED AND RESTATED BYLAWS OF THE
SUZUKI CHARTER SCHOOL SOCIETY
(the "Society")**

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1. Name of Society:

The name of the Society shall be the "Suzuki Charter School Society".

2. Definitions:

In this application and in these bylaws:

- (a) "AGM" or "Annual General Meeting" shall mean the Annual General Meeting of the Society as described in bylaw 5
- (b) "Board of Directors" or "Board" shall mean the Board of Directors of the Suzuki Charter School Society
- (c) "Bylaws" shall mean the bylaws of the Suzuki Charter School Society,
- (d) "Chairperson" shall mean the individual elected by the members of the board at the organizational meeting held prior to the first regular meeting following the Annual General Meeting. This individual will be the Chairperson of the Suzuki Charter School Society and the Board of Directors;
- (e) "Director" shall mean an individual elected or appointed to the Board of Directors of the Society pursuant to these bylaws and in accordance with the provisions of the Societies Act,
- (f) "General, Special Meetings and Emergency meetings of the Society" shall mean those meetings held in accordance with bylaw 6,
- (g) "General, Special Meetings and Emergency meetings of the Board of Directors" shall mean those meetings held in accordance with bylaws 10 (a) and 10 (b).
- (h) "Members" shall mean those individuals designated as members of the Society as described in bylaw 3,
- (i) "Officer" shall mean a person who occupies one or more of the following positions on the Board of Directors: Chairperson, Vice- Chairperson, Secretary, Treasurer, as described in bylaw 11
- (j) "Parent" shall mean a parent or guardian of students attending the Suzuki Charter School,
- (k) "School Act" shall mean the School Act R.S.A., 2000 c. S.3 and the regulations made thereunder, as amended from time to time
- (l) "School" shall mean the Suzuki Charter School,
- (m) "Societies Act" shall mean the Societies Act, R.S.A. 2000, c. S-14, and the regulations made thereunder, as amended from time to time,
- (n) "Society" shall mean the Suzuki Charter School Society
- (o) "Special Resolution" shall mean;
 - i. a resolution passed:
 - 1. at a general meeting of which not less than 21days' notice specifying the intention to propose the resolution has been duly given, and
 - 2. by the vote of not less than 75% of those members who, if entitled to do so, vote in person,

ii. a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or

iii. a resolution consented to in writing by all of the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted

3. Membership:

Subject to these bylaws, membership shall be open to persons who want to advance the objects for which the Society was formed.

No person shall be a member of the Society unless he/she is over the age of 18 years of age and has a child registered in the Suzuki Charter School.

The parents or guardians of each child registered in the Suzuki Charter School shall automatically, become a member of the Society. There shall be a maximum of two (2) members per family of each child so registered.

There shall be no dues or fees payable by the members of the Society.

Each member of the Society shall promote the objects of the Society and shall conform to all rules and regulations of the Society whether expressed in the bylaws of the Society, the School Act, the Charter Schools Regulation, or otherwise, which may have been, or may be, from time to time adopted by the Society.

Membership in the Society ceases upon the happening of one of the following events:

- (a) a member ceases to have a child registered in the Suzuki Charter School; or
- (b) a member resigns from membership by providing written notice of resignation to the Board of Directors.

Any member, upon a majority vote of the Board of Directors, may be expelled from membership for any cause, which the Society may deem reasonable.

4. Head Office and Registered Office:

The Head Office and Registered Office of the Society shall be in Edmonton, Alberta.

5. Annual General Meeting:

The Annual General Meeting of the Society shall be held by May 31, of each year, at such place and time as may be determined by the Society Board of Directors to consider and vote on the reports of the previous year's activities, to elect the Directors and to transact such other items of business as may properly come before it.

The members of the Society shall be given fourteen (14) days' notice of the date, time and place of the Annual General Meeting. Five (5) members of the Society shall constitute a quorum at an Annual General Meeting.

6. General and Special Meetings of the Society:

(a) General and Special Meetings

Subject to section 5, general and special meetings of the Society shall be held at such times and at such places as may be determined from time to time by the Board of Directors of the Society.

(b) Special Meetings

Special meetings of the Board may be called:

- i. by the Chair, or
 - ii. in the Chair's absence, by the Vice-Chair, or
 - iii. by an approving vote of the Board,
- after written notice has been given to each Director in accordance with subsection 6(c).

(c) A notice of a special meeting shall state

- i. the date, time and place of the special meeting, and
- ii. the nature of the business to be transacted at the special meeting.

(d) The notice of the special meeting shall be

- i. sent by registered mail to each Board Director at least 7 days before the date of the meeting, or
- ii. personally served at least 2 days before the date of the meeting on
 - (1) the Board Director or
 - (2) a responsible person at the Director's residence.
 - (3) Notwithstanding subsections (c) to (d), a special meeting may be held without notice being given under this section if every Board Director agrees to waive the requirements of subsections (1) to (3).

(e) Unless all the Board Directors are present at the special meeting, no business other than that stated in the notice of the special meeting shall be transacted at the special meeting.

(f) Emergency Meetings

Items that require immediate action because of the harm that will result if held until a regular or special meeting may be considered at an emergency meeting. Emergency meetings of the Board may be called:

- i. by the Chair, or

- ii. in the Chair's absence, by the Vice-Chair, or
- iii. by the written request of four (4) Directors of the Board.

Twenty-four (24) hours' notice, if possible, of an emergency meeting shall be given to each Director and said notice is to be accompanied by an agenda specifying the subject(s) of the emergency meeting. The emergency shall be stated in the notice of the meeting.

The Board shall first determine whether an emergency exists before taking any affirmative action on the emergency agenda.

Only the subject(s) appearing on the emergency meeting agenda may be discussed at that meeting.

The date, time, and location of an emergency meeting shall be determined by the Chair, Vice-Chair, or Board, as appropriate.

If it is impossible to give notice to each Director or because of the nature of the emergency, it is impossible to let twenty-four (24) hours' lapse before the meeting, such failure shall not affect the legality of the meeting if a quorum is in attendance, provided the emergency and the reason less than twenty-four (24) hours' notice was given are both stated by the Board before the Board takes any affirmative action on the emergency agenda.

Five members of the society shall constitute a quorum at a general or special meeting.

7. Notice: General and Special Meetings

- (a) Whenever notice is required to be given to the members of the Society, such notice may be given to a member by providing a written notice to the child or children of the member registered in the Suzuki Charter School and by posting written notice in a prominent location at the Suzuki Charter School facility. Notice shall be posted on the school's website; emails shall be sent to parents who have provided the school with email address.

8. Voting and Written Limited Proxies

Every member of the Society shall be entitled to one (1) vote in person; however, such vote may be given by a written proxy, where applicable, on a form obtained from the Secretary of the Society. Such written proxy before voting shall be deposited with the Secretary of the Society on or before noon of the day of the Annual General Meeting. Members may hold only one written proxy vote at any time. All proxies (that is, written proxies, where applicable) shall be submitted on the approved Society proxy form, and dated no more than four (4) weeks prior to the meeting date to which they apply. For further clarity, no member shall hold more than one proxy at any meeting.

Every resolution or motion shall be decided by a majority of the votes of the members of the Society present in person or represented by written proxy, where applicable, unless otherwise required by the bylaws of the Society, the School Act, or the Charter Schools Regulation.

Upon a show of hands every member having voting rights shall have one (1) vote and the Chairperson shall declare that a motion or resolution has been carried or not carried and an entry to that effect in the minutes of the Society.

Shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favor or against such resolution or motion. For further clarity, members may hold only one written proxy at any time.

9. Directors of the Society:

(a) Number:

The Society shall have not fewer than five (5) and not greater than nine (9) Directors.

(b) Powers and Duties

The Board will act in accordance with applicable legislation, including the School Act/Education Act, these Bylaws and any resolution passed at any public board meeting to govern the business of the Society and the school.

The Board shall:

- i. approve and implement Board policy;
- ii. ensure that the Charter School complies with board policy, the terms of the Charter, and provincial legislation and regulations;
- iii. be guided by the philosophy, objectives and vision of the Charter School and the objects of the Society;
- iv. hire a Superintendent to supervise the operation of the Charter School and the provision of education programs subject to the School Act;
- v. be responsible for the governance of the Charter School and is accountable to the membership of the Society and to the Minister of Education for the performance of the school.

The Board may

- i. enter into any lawful contract on behalf of the Society.

(c) Qualifications:

A Director shall be a member of the Society. Unless a majority of the Directors otherwise decide, a Director may complete his/her current term of office if he/she ceases to be a member of the Society in consequence of his/her child no longer attending Suzuki Charter School.

No person shall be qualified for election or continue to hold office as a Director if he/she:

- i. is less than 18 years of age;
- ii. is an employee of the Suzuki Charter School Society
- iii. is not an individual;
- iv. has the status of a bankrupt; or,
- v. is not ordinarily resident in Alberta.

(d) Election and Term:

The Directors of the Society shall be elected at the Annual General Meeting of the Society and shall hold office for three (3) years, or until resignation. A Director may run for only two consecutive terms.

1) If the number of candidates is equal to or less than the minimum number of available Director positions, no election is required and the candidates are acclaimed. Unfilled positions at the time of an election will not be considered vacancies and will not be filled until the next election.

2) When an election is required (as per above) the responsibility to run the election lies with the Secretary Treasurer of the Board, who may delegate this task as appropriate.

3) The Returning Officer (whether that be the Secretary-Treasurer to the Board or a delegate thereof) will count all ballots and will declare candidates elected whose names appear on the greatest number of ballots.

4) Candidates will be notified of the election results by the Chief Returning Officer within twenty-four (24) hours of any election and the results will be announced to the membership as soon as possible.

The office of a Director shall be vacated when:

- i. he/she dies or is found by a Court of competent jurisdiction to be of unsound mind;
- ii. he/she becomes a bankrupt;
- iii. he/she resigns by delivering notice in writing of his/her resignation; or,
- iv. he/she is removed from office by the Society in a meeting specifically called for that purpose. Such special meeting may be called by a majority of the Board Directors upon 7 days' notice to the members. To effect removal of the Director, 50% in number +1 vote of all members present at that special meeting is required.
- v. His/her child no longer attends Suzuki Charter School.

The Board of Directors must hold a by-election if the minimum number of (5) directors is not maintained.

(e) Nominations for Directors

Candidates will be nominated by a member of the Society. The nomination form and a statement by the candidate indicating their willingness to let their name stand for election for the Board, must be received by the Secretary Treasurer a minimum of twenty-one (21) days prior to the election date to be included in the nomination package presented at the AGM.

The Board may, from time to time, establish a Nominating Committee to ensure that there are sufficient, qualified candidates to stand for elections as Directors at each Annual General Meeting.

However, a nomination to stand for election at an Annual General Meeting may be made from the floor.

(f) Remuneration

Directors shall serve without receiving any profit either directly or indirectly from his/her position, provided that a Director may be repaid the out of pocket expenses incurred by him/her in performance of his/her duties and provided that such repayment of such expenses are approved by a majority of the Board of Directors.

Directors of the Society will not be paid a salary or honorarium for their service.

(g) Indemnity

Every member of the Board of Directors shall be deemed to have assumed office on the express understanding, agreement and condition that every such Director, his/her heirs, executors, administrators and estates, respectively shall from time to time, and at all times, be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses which such Director sustains or incurs and/or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for any act, deed or matter made, done or permitted by him/her or any other Director arising out of the execution of his/her duties or office. However, such indemnity shall not take effect where liability arises due to the failure of the Director to act honestly and in good faith with a view to the best interests of the Society.

Subject to the School Act, the Society may purchase and maintain insurance for the benefit of any person referred to in the preceding Section against liability incurred by him/her in his/her capacity as a Director or Officer of the Society.

10. Meetings of the Board Directors:

(a) The Board of Directors of the Society shall meet, as a whole, not less than once per month during the school year at such time and such place as the majority of the Board of Directors deems appropriate in accordance with this By-Law. A copy of the resolution of the Board of Directors fixing the date and place of such regular monthly meetings shall be sent to each Director forthwith after having been passed. All meeting of the Board of Directors are open to the public in accordance with School Act, Charter Schools Regulation, Board policy and these bylaws.

(b) Special and Emergency Meetings shall be held in accordance with clause 6 of this By-Law.

(c) Quorum

Five (5) members of the Board of Directors shall constitute a quorum at any of its meetings. In the event that the Board of Directors is made up of only five members, four (4) members shall constitute a quorum. In the event that no quorum is present within 30 minutes of the time appointed for the meeting, the meeting shall stand adjourned to the same time, day and

place in the following week and the Directors present at that time shall constitute a quorum. However, a meeting that commences with a quorum shall be deemed to continue until the meeting is concluded.

(d) Voting

Every question, resolution or motion arising at any meeting of the Board of Directors shall be decided by a majority of votes of the Directors present at that meeting. Each Director shall have one (1) vote. On any vote, the Chairperson shall have a vote but shall not have a second casting vote. A decision by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favour or against such resolution.

(e) Meeting by Telephone

If all Directors of the Society consent, a Director may participate in a meeting of the Board of Directors or a committee of the Board by means of a telephone or other communication device provided that all persons participating in the meeting can clearly hear each other. A Director participating in such a meeting by such means is deemed present at the meeting for all purposes. If all Directors are participating in the meeting by telephone, no resolutions may be passed.

11. Officers of the Society:

(a) General:

The Officers of the Society shall be the "Chairperson", "Vice Chairperson", "Secretary", "Treasurer", and such other Officers as the Board of Directors may determine. Officers of the Society shall be members of the Society and may, but need not, be Directors of the Society. Any two offices may be held at any one time by the same Director. Officers shall serve without remuneration or profit, either directly or indirectly, but may be paid out of pocket expenses incurred by him/her in the performance of his/her duties and provided that such expenses are approved by the Board of Directors; provided that an Officer who is also an employee of the Society may be remunerated for the performance of his/her duties as an employee as determined by the Board of Directors from time to time.

The other Officers shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting. The Board of Directors, in its discretion, may remove any Officer of the Society, without prejudice to such Officer's rights under any employment contract with the Society. Otherwise, each Officer appointed by the Board of Directors shall hold office until his successor is appointed or until his earlier resignation. An Officer may resign by delivering written notice of his resignation to the Society and such resignation shall be effective upon the date of receipt of such notice by

the Society or, if a time is specified in such resignation, at the time so specified, whichever is later.

(b) The Chairperson

The Chairperson:

- i. shall, when present, preside at all meetings of the Board of Directors, meetings of committees of Directors or Officers and at all meetings of the members;
- ii. shall be the official spokesperson of the Society but may delegate such authority in this regard as the Chairperson, in consultation with the Board of Directors, deems appropriate;
- iii. may from time to time, with the concurrence of the Board of Directors, approve the formation of ad hoc committees of the Society or Officers and prescribe their functions and limitations, and appoint such persons to sit thereon; provided however that each appointment to membership on each committee shall end on the day prior to the Annual General Meeting following such appointment;
- iv. shall inform and work with the Superintendent and Principal of the Suzuki Charter School in accordance with the wishes of the majority of the members of the Society, these bylaws, the School Act; the Charter Schools Regulation; and
- v. shall be a signing authority of the Society.

In the absence of the Chairperson, the Vice Chairperson shall exercise the duties of the Chairperson.

(c) The Vice Chairperson

The Vice Chairperson:

- i. shall, in the absence or disability of the Chairperson, perform all of the duties and exercise all of the powers of the Chairperson,
- ii. shall be a signing authority of the Society; and
- iii. shall perform all such other duties and exercise all such other powers as shall from time to time be determined by the Board of Directors.

(d) The Secretary/Treasurer

The Secretary/Treasurer:

- i. shall attend at and be the secretary of all meetings of the Board of Directors or meetings of the members and shall enter or cause to be entered in the records kept for the purpose, minutes of all such meetings. However, in the absence or disability of the Secretary- Treasurer at any such meeting, the Chairperson shall appoint a member of the Society to perform all of the functions of the Secretary-Treasurer for that meeting;
- ii. shall prepare and keep custody of other books and records of the Society.
- iii. shall give, or cause to be given, as and when instructed, all notices to members, Directors or Officers, as the case may be;
- iv. shall be a signing authority of the Society; and
- v. shall perform all such other powers and duties as may be specified by the Chairperson or the Board of Directors.
- vi. shall oversee the financial affairs of the Society and shall keep full, proper and accurate accounts of all assets, liabilities, receipts and disbursements of the Society in compliance with the School Act and Charter Schools Regulation;
- vii. shall have custody of the funds, monies and securities of the Society and shall be responsible for the deposit of monies, the safekeeping of securities and the disbursement of monies of the Society;
- viii. shall cause to be deposited all of the monies and securities of the Society, in the name and to the credit of the Society, in a chartered bank or the Province of Alberta Treasury Branch;
- ix. shall render to the Board of Directors whenever required, an accounting of the financial transactions of the Society;
- x. shall have the duty and responsibility to ensure that the Society has a balanced budget as required by the School Act;

- xi. shall be a signing authority of the Society, and
- xii. shall perform all such other duties and exercise all such other powers as shall from time to time be imposed by the Board of Directors
- xiii. The board shall delegate the position of Secretary-Treasurer to the Chief Financial Officer.

12. Conflict of Interest:

The conflict of interest provisions of the School Act shall apply to all Directors and Officers of the Society in the same way as they apply to a "trustee" as defined in the School Act.

13. Working Committees:

The Board of Directors shall have the power to constitute such working committees, as it deems necessary to assist the Board of Directors in its mandate. In this regard, the Board of Directors shall:

- (a) identify the Chair of the working committee or make provision for the selection of same;
- (b) designate the composition of the working committee, or provide for a selection process for its members, such process to be consistent with these bylaws and the School Act;
- (c) define the role and tasks of the working committee, including time lines and budgets if necessary;
- (d) define the reporting requirements of the working committee; and
- (e) define such other requirements and regulations, as the Board of Directors deems appropriate.

14. Minutes of Meetings:

The minutes of all meetings of the members of Society, and meetings of the Board of Directors, as stated in section 11 (d), upon approval of minutes of any meetings of the members of the Society and the Board of Directors, the minutes must be signed by the Chairperson and Secretary-Treasurer. Minutes of Board of Directors meetings or working committees shall be available to the members. A copy of all minutes of such meetings shall be available in the General Office of the Suzuki Charter School within 14 days of approval of the minutes.

15. Borrowing:

For the purposes of carrying out the objects of the Society, the Board of Directors, subject to limitations of the School Act and Charter Schools Regulation, may borrow or raise or secure the

payment of money in such manner as they deem fit, and in particular grant security to secure repayment of such borrowings.

16. Lease or Purchase of Real Property:

For the purposes of carrying out the objects of the Society, the Board of Directors, on behalf of the Society and subject to the limitations of the School Act and Charter Schools Regulation, may lease or purchase, on whatever terms they deem appropriate, real property to be used by the Society.

17. Waiver of Notice:

Notice of regularly scheduled public Board Meeting will be posted on the SCS website and in a prominent place in the school a minimum of seven (7) days prior to the meeting. Notice of emergency meeting may be waived as per clause 10 (b) of these bylaws.

No error or omission in giving notice of any meeting of the Board to the members will invalidate such meeting or make invalid any proceedings taken at the meeting. For the purpose of sending notice to any member or Director for any meeting otherwise, the email address of the member or Director will be the last email address recorded with the school.

18. Execution of Documents:

All documents executed on behalf of the Society may be in such form and contain such terms and conditions as the Directors may see fit and shall be signed by any two Officers of the Society, one Officer and one Director, or any one of more individuals which the Board may by resolution from time to time authorize.

19. Amendment of Bylaws:

The bylaws of the Society may be amended or repealed, in whole or in part, only by a motion approved by a majority of not less than 75% of those members of the Society who, if entitled to attend do vote in person, by a Special Resolution (as defined in the Societies Act of Alberta) of the members. Such amendment shall not be enforced or acted upon until the approval of Registrar of Corporations has been obtained.

20. Fiscal Year:

The fiscal year end for the Society shall be August 31 unless altered by the Board of Directors as prescribed herein.

21. Books and Records:

The Directors shall ensure that all necessary books and records of the Society required by these bylaws and the School Act are properly kept. The members of the Society shall have the right to

inspect the books and records of the Society during the regular business hours of the Suzuki Charter School at the Suzuki Charter School facility.

22. Auditor:

The Society shall appoint an auditor in compliance with Part 6 of the School Act. The auditor shall provide an annual audit of the finances, books and records of the Society in compliance with the School Act.

23. Repeal:

The previous bylaws of the Society are repealed as of the coming into force of these bylaws; provided that such repeal shall not affect the previous operation of any bylaws so repealed or affect the validity of any act done or right, privilege, obligation or liability incurred under or the validity of any contract or agreement made pursuant to any such bylaws prior to their repeal. All Officers and Directors acting under any bylaws so repealed shall continue to act as if appointed under the provisions of these bylaws and all resolutions of the members or the Board of Directors of the Society with continuing effect passed under any repealed bylaws shall continue to be good and valid except to the extent inconsistent with these bylaws and until amended or repealed.

24. Society Seal:

The Society is not adopting a Society Seal.

Approved by special resolution by the members of the Society at the AGM May 25, 2017