Bylaws

ARTICLE 1 – Preamble

1.1 The Company

The name of the Company is Alberta Classical Academy Ltd., which may also be known or referred to as the Company.

1.2 The Bylaws

The following articles set forth Bylaws of Alberta Classical Academy Ltd.

ARTICLE 2 – Defining and Interpreting the Bylaws

2.1 Definitions

2.1.1 Unless the context otherwise requires, expressions defined in the Companies Act, RSA 2000 c C-21, the Education Act, SA 2012, c E-0.3, or any other applicable statutes, or any statutory modification thereof in force at the date at which these Bylaws become binding on the Company, shall have the meanings so defined.

2.1.2 "Ordinary resolution" means a resolution passed by a majority of the votes cast by those who voted in respect of that resolution.

2.1.3 "Special resolution" means a resolution passed by a majority of not less than 2/3 of the votes cast by those who voted in respect of that resolution.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Gender: Words importing the masculine gender shall include the females.

2.2.3 Persons: Words importing persons shall also include Companies.

2.2.4 Writing: Any reference herein to any writing or other document includes facsimile transmissions, electronic mail, electronic text messages or other electronic means capable of reproducing in legible written form.

2.2.5 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.6 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

ARTICLE 3 – Objects of the Company

3.1 The purpose and objective of the Company shall be to promote and advance classical liberal arts education in Alberta. This objective shall be achieved through the operation of public charter schools, including but not limited to the Calgary Classical Academy and the Edmonton Classical Academy (the "Alberta Classical Academy schools"). The Company shall have the power and authority to manage the business, property, and affairs of the Alberta Classical Academy schools; to do such lawful acts as it deems proper and appropriate to promote the purpose and mission of the Company; and to ensure that the Alberta Classical Academy schools operate in accordance with the applicable provisions of the Alberta Education Act.

ARTICLE 4 – Membership

4.1 Classification of Members

4.1.1. There are two categories of Members:

a) Parent Members
b) Community Members

4.1.2 Parent Members
To become a Parent Member, an individual must be eighteen years of age or older, and a parent or legal guardian of a child registered at an Alberta Classical Academy school.

4.1.3 Community Members
To become Community Member, an individual must be eighteen years of age or older, committed to advancing the purpose and philosophy of the Alberta Classical Academy, and must be invited or approved by a majority of the Board of Directors.

4.2 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 4.1. The individual will be entered as a Member under the appropriate category in the Register of Members. Membership shall commence:

a) For Parent Members, as of the date of registration of their child in an Alberta Classical Academy school.
b) For Community Members, as of the date of their approval by the Board of Directors.

4.3 Rights and Privileges of Members

4.3.1 Any Member in good standing is entitled to:

a) Receive notice of Regular and Annual General Meetings of the Company;
b) Attend any Meeting of the Company;
c) Speak at any Annual General Meeting of the Company;
d) Vote at any Annual General Meeting of the Company; and
e) Exercise other rights and privileges given to Members in these bylaws.

4.3.2 Number of Votes
A voting Member is entitled to one (1) vote at an Annual General Meeting of the Company.

4.3.3 Member in Good Standing

A Member is in good standing when the Members is not suspended as a Member as provided for in Article 4.4.

4.4 Suspension of Membership

4.4.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for not more than three (3) months, for one or more of the following reasons:

a) if the Member has failed to abide by the Bylaws or Articles of Association;
b) if the Member has been disloyal to the Company;
c) if the Member has disrupted meetings or functions of the Company; or
d) if the Member has done or failed to do anything, and their action or inaction is judged by the Board to be harmful to the Company.

4.4.2 Notice to the Member

4.4.2.1 The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.
4.4.2.2 The notice will be sent by electronic transmission to the last known email address of the Member shown in the records of the Company. Alternately, if the Member does not have an email address in the records of the Company, the notice will be sent by single registered mail to the last known address of the Member shown in the records of the Company. The notice may also be delivered by an Officer of the Board.
4.4.2.3 The notice will state the reasons why suspension is being considered.

4.4.3 Decision of the Board

4.4.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
4.4.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
4.4.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.
4.4.3.4 The decision of the Board is final.

4.5 Termination of Membership

4.5.1 Resignation

4.5.1.1.1 Any Member may resign from the Company by sending or delivering a written notice of resignation to the Secretary or Chairperson of the Company.
4.5.1.1.2 Once the notice of resignation is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his or her name is removed from the Register of Members.

4.5.2 Death

The membership of a Member is ended upon his or her death.

4.5.3 Expulsion

4.5.3.1 Notwithstanding Article 4.4.1, the Company may, by special resolution at a Special meeting called for such a purpose, irrevocably expel any Member for any cause which is deemed sufficient in the interests of the Company.
4.5.3.2 This decision is final.

4.5.3.3 On passage of the special resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his or her name is removed from the Register of Members.

4.6 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Company.

4.7 Limitation on the Liability of Members

No Member is, in his or her individual capacity, liable for any debt or liability of the Company.

ARTICLE 5 – Meetings

5.1 The Annual General Meeting

5.1.1 Scheduling
Annual General Meetings shall be held once every calendar year, on or before the 31st of March of each calendar year, not being more than 16 months after the holding of the last preceding Annual General Meeting. Subject to the foregoing, Annual General Meetings shall be held at such time and place as determined by the Board.

5.1.2 Notice

5.1.2.1 The Secretary shall issue notice to the Members at least twenty-one (21) days before the Annual General Meeting.

5.1.2.2 Notice shall be made in writing and shall be posted on the website(s) of the Alberta Classical Academy. Notice shall specify the place, day and hour of the Annual General Meeting and the general nature of the business to be transacted at the Meeting.

5.1.2.3 Non-receipt of the Notice by any Member shall not invalidate the proceedings of any Annual General Meeting.

5.1.3 Agenda

5.1.3.1 The Annual General Meeting deals with matters as required under the Companies Act, which shall include but are not necessarily limited to the following matters:

a) Adopting the agenda;
b) Adopting the minutes of the last Annual General Meeting;
c) Considering the annual report of the Directors;
d) Reviewing the audited financial statement for the period since the preceding statement, made up to date not more than six (6) months before the meeting;
e) Appointing the auditors for the upcoming year;
f) Considering matters specified in the meeting notice; and
g) Other specific motions for which any Members have given notice before the Meeting begins.

5.1.3.2 Copies of the audited financial statement, including the auditors' report, as well as the Directors' annual report, shall be sent to all Members no less than ten (10) days before the Annual General Meeting.

5.1.4 Quorum

Quorum for the Annual General Meeting shall be 15 Members. Where quorum is not met within fifteen (15) minutes after the scheduled start time of the meeting, the Chairperson shall re-schedule the meeting to the same date and time the following week.

5.1.5 Voting

5.1.5.1 Any matter resolution put to a vote of the Members at the Annual General Meeting shall be decided on a show of hands of the Voting Members, unless the issue must be dealt with by special resolution.

5.1.5.2 A Voting Member may vote by proxy, unless otherwise provided in the notice for the Annual General Meeting.

5.1.5.3 The Chairperson declares a resolution carried or lost. This statement is final, and does not need to include a precise tally of the number of votes for and against the resolution.

5.1.5.4 If a ballot vote is requested by at least five (5) Voting Members, then the Chairperson may set the time, place and method for a ballot vote.

5.1.5.5 Members may withdraw their request for a ballot vote.

5.1.6 Chairperson

The incumbent Board Chair will be the Chairperson of the Annual General Meeting, and in his or her absence the vice-Chair shall preside over the meeting. If neither are present, the Directors may elect a Chairperson from among their number for the purposes of the Annual General Meeting.

5.2 Regular Meetings of the Board

5.2.1 Scheduling of Regular Meetings

5.2.1.1 The schedule of Regular Meetings shall be established by ordinary resolution of the Board at the first Board meeting of each academic year.

5.2.1.2 The Board shall hold no fewer than six (6) regular meetings in a given calendar year, but may otherwise hold as many meetings as necessary to conduct its business.

5.2.1.3 The resolution of the Board setting the Schedule of Regular Meetings shall state the date, time and location of those meetings.

5.2.2 Notice of Regular Meetings

5.2.2.1 The Secretary shall issue notice of the Schedule of Regular Meetings to the Members within two (2) weeks of it being established by the Board. Notice shall be posted on the website(s) of the Alberta Classical Academy.

5.2.2.2 The Secretary shall issue a reminder of an upcoming Regular Meeting to the Directors and the Members not less than forty-eight (48) hours before the upcoming Meeting. For Directors, notice shall be emailed to each Director. For Members, reminders shall be posted on the website(s) of the Alberta Classical Academy.

5.2.2.3 A Director may waive formal notice of a meeting.

5.2.3 Agenda for Regular Meetings

5.2.3.1 The Secretary shall send the agenda for each upcoming Regular Meeting to the Directors by email at least twenty-four (24) hours before the upcoming Meeting.

5.2.3.2 Members may request a copy of the agenda for an upcoming Regular Meeting from the Secretary. The Secretary shall make copies available to Members on request within twenty-four (24) hours before the upcoming Meeting.

5.2.3.3 Only the matter(s) adopted in the agenda for the Regular Meeting, at which a quorum is present, shall be considered at the Regular Meeting.

5.2.4 Attendance of Directors at Regular Meetings

5.2.5.1 The Secretary shall maintain a record of Director attendance at Regular Meetings.

5.2.5.2 If a Director has three (3) consecutive, unexcused absences from Regular Meetings, the Secretary shall communicate with that Director to ascertain the Director's interest in and capacity to retain his or her membership on the Board. Regardless of the Director's response to this inquiry, if the Director is then absent, without previous authorization of the Board, from the next duly-schedule Board meeting, then the Director shall be eligible for removal from the Board per the terms of Article 6.1.6.

5.2.5. Chairperson
Directors will elect from among their number individuals to serve as Chairperson and Vice-Chair of the Board.

5.3 Special Meeting of the Board

5.3.1 Calling of Special Meetings
A Special Meeting may be called at any time:

a) On the initiative of the Minister of Education;
b) On the initiative of the Board Chair;
c) On a resolution of the Board of Directors to that effect; or
d) On the written request of a majority of the full Board of Directors.

5.3.2 Notice of Special Meetings

5.3.2.1 With the exception of Special Meetings called for the purpose of considering the removal of a Director, notice of a Special Meeting shall be:

a) Issued personally to each Director in person or by telephone at least two (2) days before the date of the Meeting; or
b) Issued to each Director by email or registered mail at least 7 days before the date of the Meeting.

5.3.2.2 Notice of a Special Meeting must specify the date, time and location of the Meeting, along with the issue(s) to be considered at the meeting.
5.3.2.3 Notice of a Special Meeting called for the purpose of considering the removal of a Director shall be issued in accordance with the requirements of Article 6.1.6.4.

5.3.3 Agenda for Special Meetings
Only the matter(s) set out in the notice for the Special Meeting shall be considered at the Special Meeting.

5.3.4 Attendance of Directors at Special Meetings
The Secretary shall maintain a record of Director attendance at Special Meetings.

5.4 Procedures for Regular and Special Meetings of the Board

5.4.1 Quorum
A majority of the full Board shall constitute a quorum for the transaction of business at a Meeting. Where quorum is not met within fifteen (15) minutes after the scheduled start time of the Meeting, the Chairperson shall re-schedule the Meeting to the same date and time the following week. A majority of the Directors present at the rescheduled Meeting shall constitute quorum for that Meeting.

5.4.2 Voting

5.4.2.1 Any matter or resolution put to a vote of the Board shall be decided on a show of hands of the Directors, except at Special Meetings called for the purpose of considering the removal of a Director or in respect of any issue that must be dealt with by special resolution.

5.4.2.2 At a Special Meeting called for the purpose of considering the removal of a Director, a vote to determine whether a Director shall be removed shall administered in accordance with the requirements of Article 6.1.6.4.
5.4.2.3 Each Director, including the Chairperson, has one (1) vote.
5.4.2.4 In the case of a tie vote, the motion shall be deemed lost. The Chairperson shall not have a deciding vote.
5.4.2.5 With the exception of Special Meetings called for the purpose of considering the removal of a Director, Directors may vote by proxy, unless otherwise provided in the notice for the Meeting.
5.4.2.6 The Chairperson declares a resolution carried or lost. This statement is final, and does not need to include a precise tally of the number of votes for and against the resolution.

5.4.3 Adjournment of Meetings

5.4.3.1 The Chairperson may, with the consent or on the direction of the majority of Directors present at a Meeting at which quorum is present, adjourn the Meeting.
5.4.3.2 The business conducted at the adjourned Meeting shall be limited to the business left unfinished at the Meeting which was previously adjourned.
5.4.3.3 No notice is necessary if the Meeting is adjourned for less than ten (10) days.
5.4.3.4 The Secretary must give notice when a Meeting is adjourned for ten (10) days or more. Notice must be the same as would normally apply for that type of Meeting.

5.4.4 Public Attendance

5.4.4.1 Pursuant to the terms of the Charter Schools Regulation, Meetings of the Company shall be held in public, and no person may be excluded from the Meetings except for improper conduct.
5.4.4.2 The Chairperson of a Meeting of the Company may cause to be excluded from a Meeting any person who, in the opinion of the Chairperson, is guilty of improper conduct at that Meeting.
5.4.4.3 When a majority of the Directors present at the Meeting direct that it is in the public interest to hold the Meeting or part of the Meeting in private for the purpose of considering any matter(s), the Board may by ordinary resolution exclude any person from the Meeting.
5.4.4.4 When a Meeting is held in private, the Board shall not pass any resolution except a resolution necessary to revert to a public Meeting.

5.4.5 Remote Participation

A Meeting may be held by a conference call or video-conference. Directors who participate in this call or video-conference are considered present for the Meeting.

5.4.6 Irregularities or Errors in Good Faith

Irregularities or errors committed in good faith do not invalidate acts done by the Directors at any Meeting.

ARTICLE 6 – The Governance of the Company

6.1. The Board of Directors

6.1.1 Governance and Management of the Company

The Board governs and manages the business, property and affairs of the Company, and the Alberta Classical Academy.

6.1.2 Accountability of the Board

6.1.2.1 The Board is accountable to:

a. The Membership, including both Parent Members and Community Members;
b. The Minister of Education;

c. The students of Alberta Classical Academy schools; and
d. Members of the public in Alberta

For the governance and management of the Company and of the Alberta Classical Academy.

6.1.2.2 The Board is publicly accountable for student achievement in the Alberta Classical Academy. To this end, the Board shall make publicly available any documents and reports as required under the Education Act, or as otherwise requested by the Minister of Education pursuant to the Education Act.
6.1.2.3 The Board shall participate in and assist the Minister of Education with any evaluations or reviews of the Alberta Classical Academy School and/or its Charter pursuant to the terms of the Education Act and associated regulations.
6.1.2.4 The Board shall submit to the Government of Alberta annual audited financial statements pursuant to the requirements of the Companies Act and the Education Act. This is in addition to the requirement that audited financial statements be presented for consideration by the Membership and the Annual General Meeting, and in addition to any further requirement to disclose such statements to the Minister or to the public pursuant to the Education Act.
6.1.2.5 The Board shall submit an annual budget to the Minister of Education, pursuant to the requirements of the Education Act.
6.1.2.6 The Board shall operate within a balanced budget, pursuant to the requirements of the Education Act.

6.1.3 Powers and Duties of the Board
The Board has the powers of the Company, including as designated to them in the Charter of the Alberta Classical Academy. The powers and duties of the Board include, but are not limited to:

a. Advancing the philosophy, purpose, principles and objectives of the Alberta Classical Academy, in accordance with any applicable statutes including the provisions of the Companies Act, the Education Act, and any associated regulations, or any modifications thereof in force, the Charter of the Alberta Classical Academy, the Articles of Association, and these Bylaws;
b. Determining and promoting enrollment of students in the Alberta Classical Academy schools;
c. Hiring a Superintendent for the Alberta Classical Academy;
d. Attending meetings of the Board and Board committees as applicable;
e. Obtaining, maintaining, protecting, selling or disposing of the Company's assets and property;
f. Approving an annual budget for the Company;
g. Paying all expenses for operating and managing the Company;
h. Ensuring the financing for the operation of the Company;
i. Making policies for managing and operating the Company, and using its facilities and assets;
j. Approving all contracts for the Company, unless otherwise designated;
k. Maintaining all accounts and financial records of the Company;
l. Appointing or consulting legal counsel for the Company as necessary;
m. Sharing research, innovations and best practices with other educational stakeholders, including post-secondary institutions and public schools;
n. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee; and
o. Without limiting the general responsibility of the Board, assigning specific tasks to Board committees.

6.1.4 Composition of the Board
6.1.4.1 The Board shall consist of:
a) No fewer than five (5) Directors and no more than thirteen (13) Directors;
b) A minimum of two (2) Parent Members;
c) A minimum of two (2) members from Edmonton and two (2) members from Calgary; and

d) A minimum of one (1) member from any other geographic area in which the Alberta Classical Academy operates a school, if applicable.

6.1.4.2 The Board may include Community Members in good standing.

6.1.4.3 To be eligible for election as a Director, a Member must:

a) Not be an employee of the Company or an employee or administrator of the Alberta Classical Academy;
b) Be at least 18 years of age;
c) Be willing and able to provide, on request of the Board of Directors, a clear and valid Vulnerable Sector Police Information check and a clear and valid Government of Alberta Intervention Record check;
d) Be a Member in good standing, pursuant to the terms of these Bylaws;
e) Be demonstrably committed to and capable of upholding the philosophy of the Alberta Classical Academy and the objectives of the Company;
f) Be demonstrably willing and able to participate and contribute meaningfully in the governance of the Company and the success of the Alberta Classical Academy;

6.1.5 Nomination and Election of Directors

6.1.5.1. Prospective new board members must, either by invitation or of their own initiative, complete an application in the form prescribed

6.1.5.2. Completed applications forms shall be circulated to Directors within thirty (30) days of receipt

6.1.5.3. At a Regular or Special Meeting of the Board, any Director may move to elect an applicant to fill a vacant position on the Board, or to re-elect a Director who has reached the end of a three-year term.

6.1.5.4. In the alternative, any Director may move that the applicant first be interviewed by an ad hoc committee of the Board, which will then offer its recommendations concerning the candidate's appointment.

6.1.5.5. Absent Directors may cast a vote by proxy, or by providing advance notice of their vote in writing to the Chair

6.1.5.6 A successful applicant must receive the support of at least two-thirds of the Board of Directors

6.1.5.7 Directors may serve for a maximum of three (3) consecutive 3-year terms.

6.1.5.8 Newly-elected Directors shall assume office at the first Board meeting following their election.

6.1.6 Resignation, Death or Removal of a Director and Vacancies on the Board

6.1.6.1 A Director, including the Chairperson, may resign from office by giving one (1) month notice in writing to the Chairperson, or in the case of the Chairperson's resignation, to the Vice-Chair. The resignation takes effect either at the end of the one (1) month notice period, or on the date the Board accepts the resignation, whichever is earlier.

6.1.6.2 A Director may be removed before the end of his or her term, at any meeting of the Board, for any of the following reasons:

a) The Director has died;
b) In accordance with Article 6.1.6.1 where the Director has tended his or her written resignation;
c) The Director has been appointed an auditor or employee of the Board; or
d) The Director has been convicted of an indictable offence for which a pardon has not been granted.

Where a Director is eligible for removal pursuant to Article 6.1.6.2, no notice is required beyond the notice typically required for a Regular Meeting of the Board, and the Director facing removal is not entitled nor required to attend the Meeting. The removal of the Director shall be put to the Board for determination by ordinary resolution, in accordance with the usual voting procedures applicable to Regular Meetings. The removal decision of the Board is final.

6.1.6.3 A Director may be removed before the end of his or her term, at a Special Meeting of the Board called specifically for that purpose, for any of the following reasons:

a) The Director has been summarily convicted of a criminal offence;
b) The Director has used information gained through his or her position on the Board to gain a pecuniary benefit;

c) The Director has absented him or herself from four consecutive Regular Board Meetings, without authorization from the Board;
d) The Director has failed to carry out his or her duties in accordance with, or has acted in contravention of, the Charter of the Alberta Classical Academy, these Bylaws and/or any applicable legislation;
e) The Director has wrongfully interfered with another Director, the Superintendent, or an employee of the Alberta Classical Academy in the performance of their duties; or
f) The Director has otherwise conducted him or herself in a manner that is improper and/or brings the Alberta Classical Academy, or the Company, into disrepute.

6.1.6.4 Where a Director is eligible for removal pursuant to Article 6.1.6.3, the Director eligible for removal:
a) Must receive, as part of his or her Special Meeting notice, all of the information already before the Board concerning allegations against or suspicions about the Director, and due to which the Director is being considered for removal.
b) Shall be entitled to submit additional relevant information prior to the Special meeting.
c) Shall be expected to attend the Special meeting. If the Director eligible for removal is unable to attend the initial scheduled Meeting, the Director must promptly advise the Chairperson of this fact prior to the initial scheduled Meeting, along with an explanation for why the Director cannot be present at the scheduled Meeting. The Chairperson shall then reschedule the Meeting – the rescheduled Meeting shall be held 10 days after the date of the initial scheduled Meeting, at the same time as the initial scheduled Meeting. If the Director fails to attend the initial scheduled Meeting, with no prior communication and explanation to the Chairperson about his or her inability to attend, or of the Director fails to attend the rescheduled Meeting for any reason at all, the Board shall be entitled to make a decision on the removal of that Director from the Board in the absence of the Director in question.
d) Subject to Article 6.1.6.4(c), shall be entitled to address the Board at the Special Meeting, prior to a decision being made on the Director's removal.

Where a Director is eligible for removal pursuant to Article 6.1.6.3, the removal of the Director shall be put to the Board for determination on a vote, by special resolution. The removal decision of the Board is final.
6.1.6.5 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that a vacancy for the remainder of the term.
6.1.6.6 A Director is in good standing when the Director is not facing removal from the Board under Articles 6.1.6.2 or 6.1.6.3.

6.1.7 Conflicts of Interest

6.1.7.1 Any Director having an interest in a contract, transaction or proposal presented to or discussed by the Board or a Board Committee for consideration or approval shall immediately recuse themselves from consideration or approval of the item and shall make a prompt, full and frank disclosure of his or her interest to the Board or Board committee. This disclosure shall include all relevant and material facts known to the Director that could reasonably be construed as working against the interests of the Company or the Alberta Classical Academy.
6.1.7.2 After considering the potential conflict of interest disclosed by the Director, the Board or Board Committee, as the case may be, shall determine, by ordinary resolution whether or not to allow the Director to participate in and/or be present for consideration or approval of the item in question.
6.1.7.3 The minutes of the Meeting shall reflect the disclosure made, the vote thereon and, where applicable, the recusal by the Director from voting and/or participation.
6.1.7.4 The Board may adopt conflict of interest policies as required.
6.1.7.5 For this purposes of this section, a Director shall be deemed to have an "interest" in a contract, transaction or proposal if he or she is the party (or one of the parties) contracting or dealing with the Company in regards to this

contract, transaction or proposal, or is a director, trustee or officer of, or has a significant financial or otherwise influential interest in the entity contracting or dealing with the Company.

6.2 Officers

6.2.1 The Officers of the Company are the Chair, Vice-Chair, Secretary and Treasurer.
6.2.2 At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers except the Chair, for the following year.
6.2.3 The term of an Officer's position shall be until the end of the term of their position as Director in good standing with the Company.

6.3 Duties of the Officers of the Company

6.3.1 The Chairperson

The Chair of the Board is responsible for:

a) Supervising the affairs of the Board;
b) Calling Meetings in accordance with these Bylaws;
c) When present, serving as Chairperson of all meetings of the Company, the Board and the Executive Committee;
d) Preparing meeting agendas for all meetings of the Company, the Board and the Executive Committee;
e) Serving as an ex officio member of all Board Committees;
f) Acting as a spokesperson for the Company; and
g) Carrying out other duties assigned by the Board.

6.3.2 The Vice-Chair:
The Vice-Chair of the Board is responsible for:

a) Serving as Chairperson at meetings in the Chair's absence;
b) Replacing the Chair at various functions when asked to do so by the Chairperson of the Board;
c) Serving as a member of the Executive Committee in the Chair's absence; and
d) Carrying out other duties assigned by the Board.

6.3.3 The Secretary:
The Secretary of the Board is responsible for:

a) Attending all meetings of the Company, the Board and the Executive Committee;
b) Keeping accurate minutes of these meetings;
c) Serving as a member of the Executive Committee;
d) Managing the Board's correspondence;
   Maintaining an accurate and current record of names, addresses and contact information of all Members;
e) Issuing notices of meetings in accordance with these Bylaw;
f) Keeping the Seal of the Society (if applicable);
g) Filing the annual corporate returns, audited financial statements, changes in the directors of the organization, amendments in the Bylaws and other incorporating documents with the Corporate Registry; and
h) Carrying out other duties assigned by the Board.

6.3.4 The Treasurer:
The Treasurer of the Board is responsible for:

a) Making sure all monies paid to the Company are deposited and accounted for in accordance with generally acceptable accounting practices;
b) Maintaining a detailed account of revenues and expenditures in accordance with any applicable Board policies, and presenting this information to the Board as requested;

c) Ensuring that an audited statement of the financial position of the Company is prepared and presented to the Members at the Annual General Meeting;
d) Chairing the Finance and Audit Committee;
e) Serving as a member of the Executive Committee; and
f) Carrying out other duties assigned by the Board.

6.4 Board Committees

6.4.1 Establishing Committees

6.4.1.1 The Board shall appoint Standing Committees as required by these Bylaws, and may also appoint additional Standing Committees and/or Ad Hoc Committees as required.

6.4.1.2 A Committee shall be established by ordinary resolution of the Board. The ordinary resolution shall state the mandate of the Committee, and in the case of an Ad Hoc Committee, the term and duration of the Ad Hoc Committee's mandate.

6.4.2 General Procedures for Committees

6.4.2.1 A Board Member chairs each Committee created by the Board.

6.4.2.2 The Chairperson of each Committee calls meetings for his or her respective Committee.

6.4.2.3 Each Committee provides reports of its meetings at each Board meeting at the Board's request.

6.4.2.4 The Chairperson must e-mail notice of the meeting to Committee members five (5) business days before the scheduled date of the meeting. The notice states that date, place and time of the committee meeting. Committee members may waive notice.

6.4.2.5 A majority of the Committee members present at a meeting is a quorum.

6.5 Standing Committees

The Board establishes these standing committees:

a) Executive Committee; and
b) Finance and Audit Committee.

6.5.1 The Executive Committee:

a) Consists of the Board Chair, Superintendent, Secretary, Treasurer, Chief Development Officer, and any other executive position as created by the Board.
b) Is responsible for:
    i. Planning agendas for Board Meetings;
    ii. Carrying out emergency and unusual business between Board Meetings;
    iii. Reporting to the Board on actions taken between Board Meetings; and
    iv. Carrying out other duties assigned by the Board.
c) Meets at least six (6) times each year. The meetings are called by the Chairperson or on the request of any two (2) other Officers on the Executive Committee, who must make their request to the Chairperson in writing to call a meeting and state the business of the meeting.
d) All Officers on the Executive Committee may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. The date on the resolution is the date it is passed.
e) A meeting of the Executive Committee may be held by a conference call or video-conference. Officers who participate in this call or video-conference are considered present for the meeting.
f) Irregularities or errors committed in good faith do not invalidate acts done by any meeting of the Executive Committee.
g) An Officer may waive formal notice of a meeting.

6.5.2 The Finance and Audit Committee:

a) Consists of the Treasurer, who is the Chairperson, and three (3) other members appointed by the Board by ordinary resolution specifying the duration of the term of these members.
b) Is responsible for:
    i. Recommending budget policies to the Board;
    ii. Investigating and making recommendations to the Board for acquiring funds and property;
    iii. Recommending policies to the Board regarding reimbursement of individual Board members for expenses reasonably incurred in the course of carrying out Board business;
    iv. Establishing policies for Board and committee expenditures;
    v. Arranging the annual audit of the books;
    vi. Reporting on the year's activities at the Annual General Meeting; and
    vii. Carrying out other duties assigned by the Board.

6.6 Ad Hoc Committees

6.6.1 The Board may establish Ad Hoc Committees as necessary to examine and/or advise the Board on specific issues.
6.6.2 Ad Hoc Committees shall consist of Directors, Parent or Community Members, and/or members of the staff and/or faculty of Alberta Classical Academy, as appropriate, and as set out in the ordinary resolution by which the Ad Hoc Committee is established.
6.6.3 The term and duration of the mandate of an Ad Hoc Committee shall be determined by the Board, and set out in the ordinary resolution by which the Ad Hoc Committee is established.

ARTICLE 7 – The Superintendent

7.1 Appointing a Superintendent

7.1.1 The Board shall hire a Superintendent to carry out duties as assigned in the Charter of the Alberta Classical Academy, these Bylaws, and under the applicable legislation.
7.1.2 The Superintendent shall not be a member of the Board, and shall not have voting rights on the Board or any Board Committees or Meetings of the Company. Notwithstanding the foregoing, the Superintendent shall advise the Board and/or Board Committees when requested or instructed to do so by the Board from time to time.
7.1.3 The Superintendent reports to and is accountable to the Board.
7.1.4 The Superintendent is responsible for:
a) Supervising the day-to-day operation and management of the Alberta Classical Academy schools;
b) Ensuing the provision of the education program consistent with the objectives and philosophy set out in the Charter, and subject to the provisions of any applicable statutes, including the Education Act, its associated regulations, and any modifications in place thereof;
c) Acts as attendance officer for Alberta Classical Academy schools, unless otherwise designated;
d) Attending Board and/or other meetings, as required;
e) Assuming responsibility for all personnel-related matters, including hiring and compensation, except as precluded by Board policies;
f) Monitoring and working to improve the performance of staff, including by ensuring supervision and evaluation processes are in place;
g) Developing an Administrative Procedures Manual that is consistent with Board policy and provincial policies, regulations and procedures;
h) Maintaining positive relationships with representatives of the Alberta Ministry of Education;
i) Implementing the Board's policies in respect of Alberta Classical Academy schools;
j) Providing accurate and timely information to the Board concerning the affairs of Alberta Classical Academy schools;

k) Ensuring the Company operates in a fiscally responsible manner, including adherence to recognized accounting procedures;
l) Ensures the Board has current and relevant financial information;
m) Assists the Board in determining the present and future educational needs of the Alberta Classical Academy schools through the development of short- and long-range plans; and
n) Carrying out other duties assigned by the Board.

7.1.5 The Superintendent is an ex officio member of all Board Committees, except where a Committee is discussing or deliberating on the evaluation, tenure, or salary of the Superintendent.

ARTICLE 8 – Finance and Other Management Matters

8.1 Finances and Auditing

8.1.1 The fiscal year of the Company shall be from September 1 to August 31.
8.1.2 There must be an audit of the finances, accounts and records of the Company at least once each calendar year. A qualified, independent accountant (the "Auditor") appointed at each Annual General Meeting must conduct this audit.
8.1.3 The Auditor shall submit the results of the audit to the Board for consideration and review by the Membership at the upcoming Annual General Meeting of the Company.
8.1.4 The remuneration of the Auditor shall be determined by the Board.
8.1.5 No Member or employee of the Board shall be permitted to serve as the Auditor.

8.2 Seal of the Company

8.2.1 The Board may adopt a seal as the Seal of the Company.
8.2.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.
8.2.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

8.3 Cheques and Contracts of the Company

8.3.1 The designated Officers of the Board sign all cheques drawn on the monies of the Company. Two signatures are required on all cheques for amounts in excess of $15,000.
8.3.2 All contracts of the Company must be signed by the Officers or other persons authorized to do so by resolution of the Board.

8.4 The Keeping and Inspection of the Books and Records of the Company

8.4.1 The Secretary shall keep minutes of all meetings of the Company and the Executive Committee of the Board.
8.4.2 An original copy of the Minute Book shall be kept at the Registered Office of the Company.
8.4.3 The Board keeps and files all necessary books and records of the Company as required by the Bylaws, the Companies Act, the Education Act or any other statutes or regulations, or any modifications in force thereof.
8.4.4 A Member wishing to inspect the books or records of the Company must give reasonable notice to the Chairperson or the Secretary of the Company of his or her intention to do so.
8.4.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Company, during normal business hours.
8.4.6 All financial records of the Company are open for such inspection by the Members, during normal business hours and with reasonable notice.
8.4.7 Other records of the Company are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

8.5 Payments

8.5.1 No Member, Director or Officer of the Company receives any payment for his or her services as a Member, Director or Officer.
8.5.2 Reasonable expenses incurred while carrying out duties of the Company may be reimbursed, in accordance with applicable Board policies.

8.6 Borrowing Power
8.6.1 The Company may borrow funds to fulfill its objects.
8.6.2 The Board may borrow money on the approval of a special resolution of the Directors.

ARTICLE 9 – Dissolving the Company

9.1 - Dissolution of the Company
9.1.1 The Board shall exist in perpetuity unless dissolved:
a. Due to a decision by the Minister of Education not to approve or renew the Charter; or
b. On a voluntary vote of the Directors pursuant to these Bylaws.
9.1.2 The Board may otherwise be voluntarily dissolved through a vote of the Board of Directors at a duly-held meeting, provided that a least twenty-one (21) days' notice of such meeting is provided in writing to each Director entitled to such notice. Dissolution shall not be approved unless passed by a majority of the Members present at such meeting.
9.1.3 In the event the either Minister of Education does not approve or renew the Charter, or the Board is voluntarily dissolved in accordance with these Bylaws, then the Board shall immediately call a Special Meeting (the "Dissolution Meeting") to determine the effective date of dissolution of the Board and plan the dissolution process.

9.2 - Notice of Dissolution
9.2.1 Within two (2) weeks of a decision to dissolve the Board, pursuant to Article 9.1.1 (a) or (b), the Board shall, in accordance with any applicable legislation, issue written Notice of Dissolution to all stakeholders. "Stakeholders" include, but are not necessarily limited to:
a. The Minister of Education;
b. The Members;
c. The Principal of the School;
d. The Teachers of the School;
e. The other employees of the School and, if applicable, the Board; and
f. The students of the School.
9.2.2 Notice of Dissolution shall include the reason(s) for, effective date of, and proposed plan for the dissolution process.

9.3 - Dissolution Process
9.3.1 The Dissolution Process shall begin immediately following the Dissolution Meeting, and shall be carried out by the Board.
9.3.2 The Board shall use its best efforts to meet financial and other obligations of the School throughout the Dissolution process.
9.3.3 After issuing Notice of Dissolution to the Stakeholders in accordance with these Bylaws, the Board shall proceed to, in a timely fashion:
a. Issue Notice pursuant to any rental or lease agreements;
b. Assess and determine a value for any assets owned by the Board; and
c. Liquidate assets owned by the Board either through public auction or private sale, with proceeds to be allocated in accordance with the following priority ranking:
i. Paying off of the Company's debts and liabilities;
ii. Donating any remaining proceeds to philosophically-aligned community

organizations, as determined by ordinary resolution of the Directors.

9.3.4 The Board shall not pay any proceeds from the sale of its assets upon dissolution to any Members or Directors.

9.4 – Transfer and Disposition of Student Records upon Dissolution

9.4.1 Once a decision to dissolve the Board and close an Alberta Classical Academy school has been made, the Board shall arrange with each Parent Member to transfer the records of each registered child of that Parent Member to another school as directed by the Parent Member, and as required by the other school. The Board shall prioritize the prompt transfer of these records.

9.4.2 The Board shall remain responsible for the transfer of student records for a period of four (4) months from the date of dissolution. Upon expiry of this period, any remaining student records that have not been transferred shall be sent to the Minister of Education in accordance with the terms of any applicable privacy legislation.

ARTICLE 10 – Insurance

10.1 The Board shall provide for liability insurance or any other forms of insurance as required under the Education Act, its associated regulations, or any other applicable statutes or regulations or modifications thereof in force.

ARTICLE 11 – Amendments

11.1 — Amending the Bylaws

11.1.1 These Bylaws may be amended, repealed and/or added to by a special resolution at any Regular Meeting of the Board, or a Special Meeting called for that purpose. The notice applicable to that Meeting shall specify the nature of the Bylaw changes to be considered at the Meeting.

11.1.2 Changes to Bylaws shall take effect immediately following approval by a majority vote of the Board.

11.2 — Amending the Charter

11.2.1 The Charter may be amended as necessary to enhance the delivery of the School's programs, in accordance with the philosophy, purpose and vision of the School.

11.2.2 The Charter may be amended by Special Resolution of the Directors at any Regular Meeting or at any Special Meeting called for that purpose

11.2.3 Any amendments to the Charter must be approved in writing by the Minister of Education before it shall come into effect.