

**FRIENDS OF BERTHA KENNEDY SCHOOL SOCIETY
(incorporated under the Societies Act of Alberta)**

BYLAWS

NAME

1. The name of the Society is "Friends of Bertha Kennedy School Society".

MEMBERSHIP

2. All parents and guardians of students enrolled in Bertha Kennedy school (the "school") are automatically admitted to the Society as "general members". Except as otherwise provided for herein, such memberships shall automatically terminate when the members cease to qualify as general members.
3. Any resident of the Province of Albert having a direct or indirect interest in furthering the objects of the Society may be admitted to the Society as an "associate member" by any director or officer of the Society. Except as otherwise provided for herein, such memberships shall automatically terminate on June 30th of each calendar year.
4. There shall be no membership fees for general members. Fees for associate members, if any, shall be determined by the Board of Directors.
5. Any membership may be terminated if:
 - a. The member notifies the Secretary in writing;
 - b. Membership fees, if any, are not paid
 - c. The member is expelled by the board of directors for any cause which the board of directors, acting reasonably, may deem to be in the best interest of the Society.

GENERAL MEETINGS

6. The first general meeting of the Friends of Bertha Kennedy school Society shall be held on a day, within 2 months after the incorporation of the Society, and at an hour and place, decided upon by the provisional directors.
7. General meetings are open to all members of the Society. Five general members in good standing shall constitute a quorum at any general meeting. General meetings shall be held in the following circumstances:
 - a. The "annual meeting" shall be held in September of each calendar year;
 - b. The "election meeting" shall be held in June of each calendar year;
 - c. At such other times as the board of directors deems necessary.
8. The Secretary shall notify the members of each general/annual meeting by distributing such notice in writing to the students of the school at least seven (7) days prior to the date of such meeting or in lieu publish a notice in a local newspaper at least seven (7) days prior to the date of such meeting. Such notice shall:
 - a. Include an agenda of business to be transacted at the meeting;
 - b. Specify the time and place at which the meeting is schedule to be held;
 - c. Publish the exact wording of any special resolution to be voted on at the meeting; and
 - d. Indicate whether the meeting is designated as the annual meeting or the election meeting.

SPECIAL MEETINGS AND RESOLUTIONS

9. A general meeting which is held to vote upon a special resolution shall be designated as a "special meeting" of the Society. Special meetings shall be called by the board of directors as required or within thirty (30) days after the Secretary receives a petition, signed by not less than one hundred (100) general members,

containing the exact wording of a special resolution to be voted on at the special meeting. Five general members in good standing shall constitute a quorum at any special meeting.

10. The Secretary shall notify the members of each special meeting by distributing such notice in writing to the students of the School at least seven (7) days prior to the date of such meeting. Such notice shall:
 - a. Include an agenda of business to be transacted at the meeting;
 - b. Specify the time and place at which the meeting is scheduled to be held;
 - c. Publish the exact wording of any special resolution to be voted on at the meeting; and
 - d. Indicate whether the meeting is designated as the annual meeting or the election meeting.
11. These bylaws and the objects of the society may only be amended by way of a special resolution.

VOTING

12. Any general member in good standing shall be entitled to vote at any general meeting of the Society, provided that such votes are cast in person and not by proxy or otherwise. Associate members are not entitled to vote on any matters whatsoever. Any general member present at a general meeting of the Society may make a motion, which must be seconded by another general member, proposing a resolution to be voted upon by the general members present at the meeting. Provided that the proposed resolution is not a special resolution as provided by these bylaws, such resolution shall be adopted if approved by more than 50% of the votes cast. Voting for the election of the board of directors shall take place in accordance with election procedures as set forth below.
13. If voting is conducted by way of secret ballot, the ballots shall be prepared, distributed, collected and counted by the Secretary, under the supervision of two persons whom the chairperson has selected by lot from those general members volunteering to act as scrutineers. All ballots shall be authenticated by affixing the corporate seal of the Society and by the initial of the scrutineers prior to distribution. If any general member present request that

the ballots be recounted, the chairperson shall recount the ballots under the supervision of the scrutineers, the result of which shall be binding. After balloting procedures are completed, the chairperson shall instruct the Secretary to destroy the ballots forthwith.

14. A special resolution may only be voted upon in the exact wording published in the notice of the meeting and shall be adopted if approved by not less than 75% of the votes cast. If a special resolution is proposed, amended or otherwise modified at any meeting, the general members present at such meeting shall determine, by majority vote, the date of a special meeting at which the special resolution shall be voted upon, provided that the date of such meeting shall allow for proper notice to be issued as required under these bylaws.
15. All resolutions to be voted on at a general meeting of the Society shall be worded such that voting may proceed by casting votes in the affirmative or the negative. Voting shall be conducted by a show of hands except that a secret ballot shall be held in the following circumstances:
 - a. Special resolutions;
 - b. At the discretion of the chairperson presiding at the meeting.

BOARD OF DIRECTORS

16. At the general meeting of the Society, there shall be elected to hold, a board of directors to replace the provisional board, until the first election meeting in June of that year. If there is less than six months between the first general meeting (and election of the first board of directors) and June (the first election meeting), then the first elected board of directors will continue in their positions until the election meeting to be held in June of the following year.
17. The "board of directors" shall consist of five general members who shall be elected at the election meeting in accordance with election procedures as set forth below, to hold office until the following election meeting unless:
 - a. a director ceases to be a general member of the Society;
 - b. a director submits a letter of resignation to the Secretary; or
 - c. a director is removed from office by way of a special resolution for any cause which the Society may deem reasonable.

18. The board of directors shall be governed by these bylaws and any and all resolution passed at any general meeting of the Society and shall otherwise have full control and management of the affairs of the Society.
19. At the first meeting of the board of directors following the election meeting, the directors shall elect a chairperson, who shall assume the office of President of the Society. The chairperson shall preside at all meetings of the board of directors and at all general meetings of the Society. If the chairperson is not able to preside at any meeting, the directors present shall appoint another director as chairperson for that meeting.
20. Meetings of the board of directors shall be held as often as requires. Such meetings shall not be open to general members or associate members of the Society except at the invitation of the board of directors. The chairperson shall provide each director with sufficient notice prior to every meeting. Notice shall be deemed sufficient if given in writing not less than seven (7) days prior to the meeting or if in person or by telephone not less than three (3) days prior to the meeting. Any three directors at a meeting shall constitute a quorum.
21. If required, meetings of the board of directors may be held without notice provided that any business transacted at such meeting shall require the consent of not less than three members present at the meeting. The chairperson shall promptly notify all directors absent from the meeting of the business transacted there at.
22. If the chairperson received a written request from not less than two directors, the chairperson shall forthwith notify all directors of a meeting of the board of directors to be held not less than fourteen (14) days after receipt of the written request.
23. If for any reason a director does not complete his term of office, the remaining members of the board of directors shall have the option of:
 - a. calling a general meeting for the purpose of electing a new member to the board of directors; or
 - b. allowing the position to remain vacant until such time as the yearly election meeting would normally be held, provided that if two or more positions on the board of directors are vacant at any time, a general meeting for the purpose of electing new members to the board of directors shall be held as soon as possible.

ELECTION PROCEDURES

24. Election for the board of directors shall take place at the yearly election meeting or at a general meeting called for the purpose of filling vacant positions on the board of directors. Not less than thirty (30) days prior to the election meeting, the Secretary shall distribute nomination forms to all general members in the same manner as is prescribed for distribution of notice of general meetings. Any general member may declare his candidacy for election to the board of directors by returning the nomination form to the Secretary within fourteen (14) days after the nomination forms are distributed. The Secretary shall include the names of all declared candidates in the notice of meeting.
25. All candidates for election to the board of directors must attend the election meeting or must provide written consent to any director to allow their nomination to stand, or their name shall be removed from the ballot. If the number of declared candidates is less than or equal to the number of positions open for election to the board of directors, the chairperson shall permit any general member present at the meeting to submit a nomination form and the names of such candidates shall be added to the ballot.
26. If the number of declared candidates is less than or equal to the number of positions open for election to the board of directors, the chairperson shall declare all candidates to be elected by acclamation, otherwise voting shall proceed as herein provided. If the board of directors is elected by acclamation, any vacant positions shall be filled in accordance with paragraph 22 of these bylaws.
27. All elections for positions on the board of directors shall be held by secret ballot. General members shall vote by marking their ballots to select any number of candidates not to exceed the number of available positions. After counting the ballots, the Secretary shall rank the candidates according to the number of votes received. Beginning with the candidate receiving the greatest number of votes, the chairperson shall declare candidates to be elected until all available positions are filled. If two or more candidates receive the same number of votes and the number of candidates involved in the tie plus the number of candidates previously declared elected exceeds the number of available positions, a further ballot shall be held including only the names of the candidates involved in the tie. Voting shall proceed by selecting any number of candidates not to exceed the number of available positions less the number of candidates previously declared elected.

PRESIDENT

28. The chairperson of the board of directors shall hold office of President of the Society. The President shall be ex officio a member of all committees of the Society. The President, together with the Secretary and the Treasurer, shall collectively be referred to the "officers" of the Society.

SECRETARY

29. The Secretary shall be a general member appointed by the board of directors. The Secretary shall attend all meetings of the Society and of the board of directors and shall keep accurate minutes of such meetings. The minutes of the meetings shall include a record of all resolutions made at such meetings. In the absence of the Secretary, the chairperson at the meeting shall appoint another general member present at the meeting to carry out the duties of the Secretary thereat.
30. The Secretary shall maintain the minute books of the Society, which shall include minutes of general meetings, minutes of meetings of the board of directors, and membership registers. A duplicate copy of the minute book shall be maintained in the school office and shall be available for inspection by any general member of the Society during normal school hours.
31. All minutes of general meetings of the Society shall be presented for approval by the general members present at the next general meeting, and shall be signed by the President and the Secretary, and inserted into the minute books of the Society. All minutes of meetings of the board of directors shall be signed by all members of the board of directors and inserted into the minute books of the Society.
32. The Secretary shall have charge of the corporate seal of the Society which shall be used, where appropriate, to authenticate documents signed on behalf of the Society by two members of the board of directors.
33. The secretary shall maintain the register of general members by obtaining, as required but not less than annually, a list of all persons eligible for general membership from the school. Such listings shall be signed by the President and the Secretary and included in the minute books of the Society.

34. The Secretary shall maintain the register of associate members by listing the name and address of each associate member in the minute books of the Society, together with the dates upon which such person became and ceased to be associate members of the Society.
35. The Secretary shall collect and receive all membership fees, if any, and record receipt thereof in the membership registers. All monies shall be immediately turned over to the Treasurer for deposit in the bank accounts of the Society.

TREASURER

36. The Treasurer shall be a general member appointed by the board of directors. The offices of the Treasurer and Secretary may be combined if appropriate. The Treasurer shall receive all monies paid to the Society, which shall be promptly deposited in the bank account of the Society.
37. The Treasurer shall maintain the books of account for the Society and prepare financial reports for the board of directors as required. Members of the board of directors shall have access to the books, accounts and records maintained by the Treasurer as required. The books and records of the Society may be inspected by a member of the Society at the annual meeting provided for herein, 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.
38. As soon as possible after the end of the fiscal year, the Treasurer shall prepare an annual financial report, including financial statements of the Society prepared in accordance with generally accepted accounting principles, which shall be audited in accordance with these bylaws. The audited annual financial report shall be presented at the annual general meeting of the Society and included in the minutes of such meeting.
39. The annual financial report shall be audited prior to the annual general meeting by a professional accountant duly qualified to perform audits or by two general members appointed as internal auditors by the board of directors, provided that such general members did not at any time during the fiscal year hold office as a director or officer of the Society or have any involvement in activities of the Society which would conflict with their duties as auditors.

40. The fiscal year of the Society shall end on June 30th of each year.

REMUNERATION

41. No general member shall receive any remuneration for services as a director or officer of the Society

BORROWING POWERS

42. For the purpose of carrying out its objects; the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, however this power shall be exercised only under the sanction of a special resolution of the Society. Notwithstanding the foregoing, the board of directors has the authority to borrow for the purpose of providing currency required in connection with licensed gaming activities of the society, provided that such borrowing may only be secured by assignment of the process from such activities.

DISSOLUTION OF THE SOCIETY

43. The Society may be dissolved by way of a special resolution which shall specify the manner in which the assets of the Society are to be distributed; the distribution of assets shall be made in accordance with the objects of the Society and in accordance with all applicable regulatory and statutory requirements. Under no circumstances shall any assets be distributed to any members of the Society.

DATED this _____ day of _____, A.D. _____

Complete Address

Signature: _____ Address: _____

Print Name: _____
