



The WISE Charter Society Bylaws

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ARTICLE 1: Name of Society

1.01 The name of the society is **The WISE Charter Society**.

ARTICLE 2: Definitions

2.01 In these bylaws:

- **Society:** Refers to the WISE Charter Society.
 - **Board:** Refers to the Board of Directors of the WISE Charter Society.
 - **Charter School:** A school operated under a charter agreement with the Minister of Education.
 - **Education Act:** Refers to the Education Act (SA 2012, c E-0.3) and all relevant regulations.
 - **Charter Schools Regulation:** Alberta Regulation 84/2019 under the Education Act.
 - **Special resolution:** A formal decision requiring a higher level of approval than regular decisions.
 - **Quorum:** The minimum number of voting members or directors required to be present at a meeting to conduct official business.
 - **Conflict of interest:** A situation where a board member or officer has a personal or financial interest that could improperly influence their decision-making in matters related to the society. Board members are required to disclose any conflicts of interest and refrain from participating in decisions where a conflict exists.
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ARTICLE 3: Membership

3.01 Membership Eligibility

Membership is open to any individual residing in Alberta, 18 years or older, who supports the objectives of the society. Eligible individuals become members for a one-year term, from the date of the Annual General Meeting of the Society until the day prior to the Annual General Meeting of the Society of the following year, upon acceptance of their school registration for the applicable school year and payment of any required fees.

3.02 Membership Classes

There are two categories of Members:

- a) Regular Members
- b) Community Members

3.02.1 Regular Members:

Regular Members may include:

- a) any parent or legal guardian of a student registered in the school operated by the Society; and
- b) any teacher, Superintendent, Secretary-Treasurer or other person either hired by the Society as an employee or contracted by the Society as an independent contractor.

Regular Members must:

- a) be at least eighteen years of age; and
- b) sign a Declaration of Understanding.

3.02.1 Community Members:

Community members are other stakeholders who may be admitted by the Board. Community Members may include individuals who are not in any of the categories described in **Article 3.02.1**. Community Members must:

- a) pay dues to be set and collected annually;
- b) be at least eighteen years of age;
- c) sign a Declaration of Understanding; and
- d) be approved by the Board of Directors.

The application shall be considered by the Board at the next board meeting following receipt of the application for membership.

3.02 Membership Dues

Membership dues, if any, shall be determined by the Board and ratified at a general meeting.

Declarations of Understanding and Annual Community Membership fees are due on the date of the Annual General Meeting of the Society. Declarations of Understanding expire at midnight on the day prior to the upcoming Annual General Meeting of the Society. Members Rights are in accordance with Article 3.03 reserved for those Members whose membership fees have been paid in full (if applicable) and who have signed a current Declaration of Understanding.

3.03 Membership Rights

3.03.1 Meeting and Voting: Each member has the right to receive notification of meetings of the Society, attend meetings, vote on motions (one vote per member), elect directors and participate in decision-making.

3.03.2 Access to Information: Members can request access to financial statements, meeting minutes, and governance documents.

3.03.3 Committee Participation: Members may serve on committees.

3.04 Membership Responsibilities

3.04.1 Adherence: Members must follow the bylaws and support the society's objects.

3.04.2 Conflict of Interest: Members, especially directors or officers, must disclose conflicts of interest and refrain from participating in decisions where such conflicts exist.

3.04.3 Active Participation: Members are encouraged to participate in society activities and initiatives.

3.05 Withdrawal and Expulsion of Members

3.05.1 Withdrawal: Any member wishing to withdraw from membership may do so by submitting a written notice to the Board Secretary.

3.05.2 Deemed Withdrawal:

- a. If a Community Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted their resignation.

- b. If a Member, who has membership status by virtue of their position as a teacher, Superintendent, Secretary-Treasurer, or other employee hired by the Society, terminates or has his contract terminated with the Society, the Member is considered to have submitted their resignation from the Society on the date the contract termination takes effect.
- c. If a Member, who has membership status by virtue of their position as a parent or legal guardian of a student in the School, withdraws their child from the School and no longer has any children attending the School, the Member is considered to have submitted their resignation from the Society on the date the child is withdrawn.
- d. In any of the aforementioned cases, the name of the Member is removed from the Register of Members.

3.05.3 Expulsion for Conduct:

A member may be expelled by a majority vote of the Board for any conduct deemed detrimental to the society, provided the member has been given a reasonable opportunity to explain their position.

ARTICLE 4: Governance

4.01 Board of Directors

4.01.1 Composition

The Board shall consist of a minimum of **five (5)** and a maximum of **nine (9)** directors, elected by the voting members. There may be a maximum of two (2) Community Member Directors at any time. Directors cannot be employees of the society or the school.

4.01.2 Election and Term of Directors

- Directors are elected for a term of **two (2) years**, with the option to be re-elected for two additional terms.
- Elections shall occur at the AGM by a majority vote of the members present.

4.01.3 Removal of Directors

Directors may be removed from office by a majority vote of the Board or by a special resolution at a general meeting.

4.01.4 Board Vacancies

In the event of a vacancy, the Board may appoint a replacement who will serve until the next AGM.

4.01.5 Powers of the Board of Directors

The Board of Directors is responsible for managing the business and affairs of the Society. The Board may exercise all powers and perform all actions that are not specifically reserved to the members or required by law, the bylaws, or a special resolution to be handled otherwise.

The Board has the authority to:

- (a) Establish policies that guide the future direction of the Society.
- (b) Appoint the Officers of the Society.
- (c) Establish committees of the Board, approve their terms of reference, and, with recommendations from the Chair, appoint committee members and chairs to serve until the next meeting of the Board following the Annual General Meeting.
- (d) Implement a process for the Nominating Committee to present candidates for Director positions at the Annual General Meeting.
- (e) Approve the hiring, termination, and terms of employment for all employees of the Society, including Officers.
- (f) Oversee the Superintendent, Secretary-Treasurer, and other Officers appointed by the Board; (g) Ensure proper financial oversight, including the approval of the budget, financial reports, and audits to safeguard the financial health of the Society.
- (h) Monitor and assess risks to the Society, implementing risk management strategies to protect its assets and ensure long-term sustainability.
- (i) Manage the resources and assets of the Society in alignment with its objects.
- (j) Fulfill any additional responsibilities as may generally fall within the duties of a board of directors in Alberta.
- (k) Fulfill the responsibilities of a Charter Board as outlined in the Education Act.

The Board may delegate or authorize the Superintendent or other Officers to perform any of the powers mentioned above.

4.02 Board Officers

4.02.1 Officer Positions

The Board shall appoint the following officers from among its members:

- Chairperson
- Vice-Chairperson
- Board Secretary
- Board Treasurer

These officers are members of the Board and are responsible for fulfilling their respective duties as outlined in **Article 4.3 (Duties of Officers)**.

4.02.2 Appointment of Officers

Officers shall be appointed by the Board at its first meeting following the AGM.

4.02.3 Removal of Officers

Officers may be removed from office by a majority vote of the Board.

4.03 Duties of Officers

4.03.1 Chairperson

The Chairperson shall preside over meetings and ensure that the bylaws are followed. The Chairperson shall be an ex-officio member of all committees.

4.03.2 Vice-Chairperson

The Vice-Chairperson shall act in the absence of the Chairperson and assist in their duties.

4.03.3 Board Secretary

The Board Secretary is responsible for overseeing the administrative governance of the Board and ensuring that all official documents and communications are properly handled and maintained.

The Board Secretary ensures that:

- Meeting notices are distributed in a timely manner and that Board correspondence is properly managed.
- Minutes of Board and Society meetings are accurately recorded, maintained, and stored; and that all official Board documents are safely kept and accessible.

- The Register of Membership is maintained and kept up to date.
- Minute books and audited financial statements are properly maintained and made available as required.
- This role does not involve the operational management of financial or administrative records, which are handled by the Secretary-Treasurer.

4.03.4 Board Treasurer

- The Board Treasurer is responsible for overseeing the society's financial matters and ensuring that all financial policies and statutory requirements are followed. The Board Treasurer ensures that:
 - Detailed accounts of the Society's revenues and expenditures are properly prepared and presented to the Board. The Treasurer ensures financial reports are accurate, transparent, and compliant with the Society's policies and statutory obligations.
 - The Society follows approved financial policies and procedures, including proper financial controls and risk management practices.
 - An audited financial statement of the Society is prepared and presented at the Annual General Meeting (AGM).
 - All statutory obligations, such as filing annual returns, tax reports, and other necessary documents under the Societies Act, are filed appropriately and on time.
- The Board Treasurer does not manage day-to-day financial operations but works closely with the Secretary-Treasurer to ensure financial integrity.

4.04 Superintendent

The Superintendent shall be appointed by the Board and shall be responsible for the day-to-day administration of the Charter School in compliance with the **Superintendent of Schools Regulation (AR 98/2019)**. The Superintendent reports to the Board and is responsible for implementing policies and programs.

4.05 Board Committees

The Board may establish committees to carry out specific functions. Each committee shall report to the Board. The Chairperson shall be an ex-officio member of all committees.

ARTICLE 5: Meetings of the Society

5.01 General meetings

5.01.1 Annual General Meeting (AGM)

The AGM shall be held within **90 days** of the fiscal year-end, with at least **21 days' notice**, through appropriate communication channels, provided to all members.

5.01.2 Special General Meetings (SGM)

A **Special General Meeting (SGM)** can be called under the following conditions:

- By a resolution of the Board of Directors, or
- Upon the written request of at least **one-third (1/3) of the voting members**. The request must specify the reason for the meeting and the motion(s) to be submitted for consideration.

Notice of Special General Meeting (SGM): The Board Secretary shall deliver a notice to each member, through appropriate communication channels, **at least 21 days** before the scheduled date of the Special General Meeting. The notice must specify the place, date, time, and purpose of the meeting, including any business requiring a **special resolution**.

Agenda for Special General Meetings (SGM): Only the matters set forth in the meeting notice shall be considered at a Special General Meeting.

5.02 Quorum and Voting

5.02.1 Quorum for General Meetings

Quorum for general meetings, including the Annual General Meetings (AGM) and Special General Meetings (SGM), is set at **five percent (5%) of all voting members**. If quorum is not met within 30 minutes of the scheduled meeting time, the meeting will be adjourned and rescheduled. At the rescheduled meeting, the members present will constitute a quorum.

5.02.2 Quorum for Board of Directors Meetings

Quorum for Board meetings is defined as **a majority of the Directors**. If quorum is not met within 30 minutes of the scheduled meeting time, the meeting will be adjourned and rescheduled. At the

rescheduled meeting, the members present will constitute a quorum, and business may proceed with those in attendance.

5.02.3 Voting Rights

Each voting member has one vote at any meeting of the society, and voting must be done in person by a show of hands. Proxy voting is not permitted.

ARTICLE 6: Financial and Other Management Matters

6.01 Financial Accountability

6.01.1 Fiscal Year

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

6.01.2 Financial Management

The Secretary-Treasurer is responsible for managing the society's funds, including the collection of dues and the preparation of financial statements.

6.01.3 Seal of the Society

The Society shall have a seal. The Board will establish procedures for the use of the seal, including appointing one or more directors or other designated individuals to oversee its use. These appointees will be responsible for ensuring the seal is properly affixed to documents and will attest to its use with their signatures, while also holding responsibility for the custody of the seal.

6.02 Audit

6.02.1 The financial records of the society shall be audited annually by a qualified auditor appointed by the Board.

6.02.2 A complete audited financial report shall be presented at the AGM.

6.02.3 Inspection of Books and Records: The books and records of the Society may be inspected by any voting member of the Society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

6.03 Borrowing Powers

6.03.1 The Society may borrow funds to fulfill its objectives.

6.03.2 The Board may borrow money on the approval of two-thirds of the Directors.

6.04 Remuneration of Directors

Directors shall not receive any remuneration for their services as directors, except for reimbursement of reasonable expenses incurred in the performance of their duties.

6.05 Indemnification of Directors and Officers

The society shall indemnify its directors and officers against any liabilities incurred while acting in their official capacity, provided they have acted honestly and in good faith.

ARTICLE 7: Amendment of Bylaws

These bylaws may be rescinded, altered, or added to by a **special resolution** passed by the vote of not less than 75% of those members present at a duly called meeting.

ARTICLE 8: Dissolution of The Society

In the event of the dissolution of the society, any remaining assets after payment of liabilities shall be distributed to a registered charity in Alberta, as determined by the voting members.

ARTICLE 9: Compliance with Education Act

The society and its Board shall comply with all applicable provisions of the **Education Act** and **Charter Schools Regulation**. In case of any conflict between these bylaws and the Education Act, the provisions of the Education Act shall prevail.
