

**BY-LAW NO. 1 OF
SAFE AND CARING SCHOOLS & COMMUNITIES**

GENERAL

Official Languages

1.1 The Society shall function in English.

MEMBERSHIP

Qualification

2.1 There shall be two classes of Membership: institutional/corporate and individual.

2.1.1 To become a Member, an individual or an organization must fill in the membership form and submit it to the SACSC office. By doing so, the Member is committing to the objects and principles of the Society.

Transfer of Membership

2.2 No member of the Society shall transfer his, her or its membership without the written approval of the Board of Directors, whose decision in this regard shall be final and binding.

Rights of Members

2.3 Members shall enjoy other rights and privileges as are accorded to Members from time to time under the Regulations passed pursuant to this By-Law.

2.3.1 Individual Members may hold an elected office in the Society and all Members may vote on any matters before a general or any special meeting.

MEETINGS

General Meetings

3.1 The members of the Society shall meet annually within 6 months of the end of each financial year of the Society and, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statement, and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any General meeting of the members.

The Board of Directors or the President shall have power to call, at any time, a general meeting of the members of the Society.

Special Meetings

- 3.2 All meetings of the members of the Society other than General meetings shall be deemed to be Special. Special meetings of the Society may be called by the Board of Directors or the President and shall be called by the President at the request of not fewer than twenty (20) per cent of the eligible voting members as determined on the day that the request is made in writing to the President or at the request of the Board or through his own initiative.

Any business which may be addressed by members may be considered at a Special meeting.

Place

- 3.3 A general or special meeting shall be held at such place in Alberta, and on such day as the Board may by resolution determine.

Notice of Meetings

- 3.4 Notice of meetings shall be given not less than twenty-one (21) days prior to the meeting calculated from the date such notice is sent by mail, fax or e-mail to each member at the last address of the member recorded on the books of the Society. When it is deemed to be urgent it shall be sufficient notice if the members are summoned to a meeting on five (5) days notice by fax or e-mail, or in any other practical manner. The notice shall state the time, date and place of the meeting and a short description of the business to be conducted. Any notice required under the sub-article that is sent but not received shall not invalidate the meeting or make void any proceedings taken thereat.

Alternate Notice

- 3.5 Notwithstanding the foregoing, the notice required under this section may be given by announcing the same in an issue of the Society's official newsletter that is sent to all members not later than twenty-one (21) days prior to the meeting.

Quorum

- 3.6 Twenty-five (25%) per cent of the Membership or fifteen (15) Members, whichever is less shall constitute a quorum at a General meeting or a Special Meeting. The number of voting members eligible shall be determined by the membership list as recorded in records of the Society on the date of the notice of the General or Special meeting.

Board Attendance

- 3.7 Notwithstanding the foregoing, a quorum shall not be deemed to be present unless there is at least a majority of the members of the Board present.

No Quorum

- 3.8 Where a quorum is not present for any meeting the meeting may, at the discretion of the Chair of the meeting, be adjourned to another date not less than twenty-one (21) or more than thirty-five (35) days from the date of the meeting as called, at which adjourned meeting those members present shall constitute a quorum. Notice of the adjourned meeting shall be given in the same manner as for a regular meeting.

Right to Vote

- 3.9 Each Member who is entitled to vote and who is present in person or by proxy at a special or general meeting of the members of the Society shall have the right to exercise one vote on all matters requiring a vote.

Proxies

- 3.10 A Member may vote by written proxy at a members' meeting and any solicitation of proxies shall be made to all Members and shall provide the member with sufficient information to form a reasoned judgment. Any Member may appoint as his, her or its proxy any other Individual Member eligible to vote at any Special or General meeting. The existing persons holding the offices of the Society may, but shall not be required to, solicit proxies.

Majority

- 3.11 At all meetings of members of the Society every question shall be determined by a majority of votes unless otherwise specifically provided by the Societies Act or other applicable legislation or by the By-Laws of the Society.

FEES

- 4.1 The annual membership fee, if any, and any other fee or fees payable by Members shall be determined from time to time by the Board of Directors. All fees and increases to fees as determined by the Board must be ratified by a majority of the members at the next regularly following General meeting of the Society.

CESSATION OF MEMBERSHIP

Resignation

- 5.1 Any member of the Society may resign as a member by sending a letter of resignation to the Society, such resignation to be effective upon receipt by the Board or by the Secretary on its behalf.

Non-Payment of Fees

- 5.2 Any member of the Society shall be deemed to have resigned on failure to renew his or her membership and pay any applicable membership or other fee within the time period prescribed by the Board.

Failure to Meet Criteria

- 5.3 Any member or associate member shall be deemed to have resigned if the Board, acting reasonably, determines that the member no longer meets the criteria for membership. The member in question has the right to be heard by the Board.

Expulsion of Member

- 5.4 Any member shall be deemed to have resigned if the question is approved by a vote of seventy-five (75%) per cent of the members at a general or special meeting for which notice of the question shall have been given. The member in question has the right to be heard.

Death

- 5.5 Any member shall be deemed to have resigned upon his or her death.

Improper Conduct

- 5.6 Any member who is dishonest or is willfully neglectful in conducting or carrying out or in relation to the affairs of the Society and hereby causes damage or loss of any kind whatsoever to the Society or its membership, shall be deemed to have resigned as a member by a resolution to that effect by the Board. The member in question has the right to be heard by the Board.

AUDITOR

Appointment of Auditor

- 6.1 An annual general audit shall be made by an auditor who shall be appointed by the Society at its general meeting to hold office until the next general meeting provided that the Board may fill any casual vacancy in the office of the auditor.

An auditor shall be an individual or firm who is independent of the Society at its offices and who has experience in auditing organizations similar to the Society.

Fiscal Year

6.2 The fiscal year of the Society shall be from September 1 to August 31 of the next year.

COMPOSITION OF THE BOARD

Number of Directors

7.1 The Society shall be managed by a Board of not less than five (5) or more than fifteen (15) Directors. In all other years other than its first year of operation, the immediate past-President shall be an ex-officio (but full voting) member of the Board and shall be included in the members referred to in the preceding sentence.

Composition of the Board

7.2 The Board of Directors shall be made up of the following:

- 1) one representative named by the Alberta Teachers' Association,
- 2) one representative named by the Alberta School Boards' Association,
- 3) one representative named by the College of Alberta School Superintendents,
- 4) five or more members at large elected at a General meeting.

The Society will actively recruit from culturally diverse and vulnerable communities including aboriginal communities.

The Board may from time to time appoint additional members as contemplated under s.8.4 or to bring membership up to the number contemplated by s.7.1.

Nominations Committee

7.3 There shall be a Nominations Committee which shall be composed of three members of the Board of Directors, one of whom shall be the immediate past president who shall be the chairperson of the committee and two of whom shall be chosen by a majority vote at a general meeting. In the event that the Immediate Past President is not able to serve, some other person familiar with the affairs of the Society may be appointed by the Board to fill the position of the Immediate Past President on the Committee.

Selections Procedures

7.6 The Nominations Committee shall be aware of the requirements governing the composition of the Board, and shall take cognizance of the desirability of having

members identified with various sectors of the community who are committed to the Society's objects and principles, including where possible, but not limited to a member of the police service, the law and accounting professions and faculty of institutes of higher learning. The Nominations Committee shall seek to achieve a gender balance and representation based on our multicultural society.

Nomination Procedure

- 7.7 In an election year, the Nominations Committee shall propose for the general meeting a slate for the year following in which the Nominations Committee is elected. It shall advise the membership of the number of seats vacant and selection criteria to be used. The Nominations Committee shall receive and solicit nominations from the membership.

MANDATE OF THE BOARD

Term of Office

- 8.1 Successors to the first Directors shall be elected for a term of two (2) years by the members at the annual general meeting of members.

Time of Service

- 8.2 A Director shall remain in office until the dissolution or adjournment of the meeting at which his or her successor is elected or appointed. Unless provided for a shorter term by a resolution passed at the time of the Directors election, a Director shall hold office until the second next annual meeting of members following his or her election or appointment and until his or her successor is elected or appointed in his or her stead. An elected Director shall serve for no more than six (6) consecutive years on the Board.

Vacation of Office

- 8.3 The office of Director shall be automatically vacated:
- (a) if a Director shall resign his or her office by delivering a written resignation to the Secretary of the Society;
 - (b) if a Director becomes of unsound mind;
 - (c) if at a special general meeting of Members a resolution is passed by seventy-five (75%) per cent of the Members present that he or she be removed from office;
 - (d) if he or she is replaced by an organization with the right to name a Board member under s.7.2.
 - (d) if he or she no longer fulfills the requirements for membership in the Society; or
 - (e) on death;

Filling Vacancies

- 8.4 Provided that if any vacancy shall occur for any of the foregoing reasons the Board, with respect to Board members elected from the General meeting at large, is empowered to appoint a replacement of the Director if it deems the appointment necessary or urgent. Any replacement director so appointed shall hold office for the remainder of the term of the Director being replaced. Otherwise, any such vacancy will be filled by the normal criteria at the next General Meeting. Organizations with the right to appoint Board members pursuant to s.7.2 may appoint representatives to fill vacancies from time to time.

POWERS OF THE BOARD

General Management

- 9.1 The Board shall be responsible for the management of the affairs of the Society, shall establish such policies as it deems necessary to govern the day-to-day management of those affairs and shall submit a report on the affairs of the Society to the members at each general meeting.

Rules and Regulations

- 9.2 The Board may prescribe rules and regulations relating to the management and operation of the Society provided that such rules and regulations not be inconsistent with this By-Law.

Creation of Executive Committee

- 9.3 The Board may, by resolution, create an Executive Committee and may delegate to that Committee such authority as may be provided in the resolution.

Borrowing

- 9.4 When authorized by a resolution, duly passed by the directors and sanctioned by a majority of the votes cast at a special general meeting of the members duly called for considering the by-law, the Board of Directors may from time to time:
- (a) borrow money upon the credit of the Society;
 - (b) limit or increase the amount to be borrowed;
 - (c) issue debentures or other securities of the Society;
 - (d) pledge or sell such debentures or other securities for such sums and such prices as may be deemed expedient; and

- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Society, by mortgage, hypothec, charge or pledge of all or any of the currently owned or subsequently acquired real and personal, moveable and immovable, property of the Society and the undertaking and the rights of the Society.

MEETINGS OF THE BOARD

Time and Frequency of Meetings

- 10.1 The new Board of Directors shall hold its first meeting following the close of the general meeting of the Society at which they are elected (notice of which shall not be required) and shall hold at least two (2) additional meetings in each fiscal year of the Society, provide ten (10) days notice of such meeting, to be sent by any practical means, shall be sent in writing to each Director

Notice of Meetings

- 10.2 Special or urgent meetings of the Board of Directors shall be held at the call of the President, with Directors given due notice of no less than forty-eight (48) hours and shall be conducted in such manner (if other than the usual means) as the Board, by ordinary resolution deems appropriate. Notice required under this sub-article 10.2 may be by fax, e-mail, telephone or in any other practical manner. This condition of due notice may be waived if such waiver is consented to by all Directors.

Failure to Receive Notice

- 10.3 Any notice sent but not received shall not invalidate such meeting or make void any proceedings taken thereat.

Quorum

- 10.4 A quorum shall be a majority of the members of the Board of Directors.

ADVISORY COUNCIL

- 11.1 In place of an Advisory Council (which Advisory Council shall be phased out), the Board of Directors shall form Programming and Public, Corporate and Government Relations Standing Committees to direct programming and to reflect community input for the broader Society, and project specific advisory or steering committees as required by funders or by project needs. These Committees shall provide a link to schools and communities and shall be a forum through which the Society is connected to, and communicates with those persons and organization who can best advise on program content and delivery.

- 11.2 The Board of Directors and/or the Society's management team shall recruit members for the Committees as necessary and shall establish such additional terms of reference, rules and guidelines for the conduct of the affairs of the Committees, the term or duration of any appointments, and the revocation of any appointment as deemed appropriate.

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

Limitation of Liability

- 12.1 Every Director and officer of the Society in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interest of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by any error or judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or any officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

Indemnity

- 12.2 Subject to the Act, the Society shall indemnify a Director or officer, a former Director or officer, or a person who acts or acted at the Society's request as a director or officer of a body corporate of which the Society is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Society or such body corporate, if such person: (a) acted honestly and in good faith with a view to the best interests of the Society; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Society shall also indemnify such person in such other circumstances as the Act or law permits

or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

REMUNERATION OF DIRECTORS AND OFFICERS

13.1 Elected Directors and officers as such, shall not receive remuneration for their services, but by resolution of the Board, reasonable travel and meal expense reimbursement for attendances at meetings of the Board or otherwise incurred in connections with their services as elected directors or officers may be allowed or paid.

OFFICERS OF THE SOCIETY

Officers

14.1 The officers of the Society shall be a Past President, President, Vice-President, and such other officers as the Board of Directors may by by-law determine. The offices of Secretary and Treasurer may be held by the same person. An officer shall be a Member but need not also be a Director of the Society.

Appointment

14.2 The officers of the Society shall be appointed at the first meeting of the Board of Directors following each annual meeting of members to hold office during the pleasure of the Board.

Term

14.3 The officers of the Society shall hold office for one (1) year or until their successors are appointed in their stead but at all times shall serve subject to the pleasure of the Board.

President

14.4 The President shall:

- (a) preside at all meetings of the Society and the Board; in the absence of the President, the Vice-President as determined by a vote of the Board shall preside;
- (b) supervise the affairs and operations of the Society;
- (c) see that all orders and resolutions of the Board are carried out;
- (d) call Board meetings from time to time;
- (e) have the right to make decisions affecting the general conduct and affairs of the Society between Board meetings;
- (f) perform such duties as may from time to time be prescribed by the Board.

Committees

- 14.5 The President may appoint such committees as deemed expedient by the Board of Directors and in accordance with directions given by the Board.

Incomplete Term for President

- 14.6 Should the President be unable to complete the term of office, the Vice-President shall, subject to any decision of the board to the contrary, assume the Presidency.

Duties of Past President/ and Vice-President

- 14.7 The Past President and Vice-President shall perform such duties as shall from time to time be directed by the Board.

Treasurer

- 14.8 The Treasurer shall have the custody of the Society funds and securities and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements in books belonging to the Society and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Society and in such depositories as may be designated by the Board of Directors from time to time. He or she shall prepare and maintain custody of the financial books and records of the Society. He or she shall disburse the funds of the Society as may be ordered by proper authority, taking proper vouchers of such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial position of the Society. He or she shall also perform such other duties as may from time to time be determined by the Board. He or she shall give the Society a bond, should the Board so require, in a sum and with one or more sureties satisfactory to the Board for faithful performance of the duties of his or her office, and for the restoration to the Society in case of his or her death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Society.

Secretary

- 14.9 The Secretary shall attend all sessions of the Board and all meetings of the Members and act as Clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall be responsible for the maintenance of the books and records of the Society, other than the financial records. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors, shall record all votes and minutes of meetings of the Board, and shall perform such other duties as may

be prescribed by the Board of Directors or President. The Secretary shall be custodian of the seal of the Society, which shall be used or affixed only when authorized by a resolution of the Board and in accordance with the resolution and of all official books and records of the Society, other than financial records. Official books and records of the Society may be inspected by Serving Members on reasonable notice to the Secretary at the Annual Meeting of the Society.

Vacancies

14.10 The position of an officer or director shall be vacated automatically:

- (a) if a person resigns the office by delivering a written resignation to the President, or, in the case of the President, to the Vice-President;
- (b) if, at a special meeting of the Society, a resolution is passed by seventy-five (75%) per cent of the members who vote that the Officer be removed from office;
- (c) on death;
- (d) on failure to meet the membership requirements of the Society;
- (e) if the Officer becomes of unsound mind;
- (f) if the Officer is named as a director by an organization, pursuant to s.7.2 and ceases to hold the position of director.

Certification of Document

15.1 All documents of the Society shall be certified by the President or Secretary or such other officer or director or staff of the Society as may from time to time be designated by the Board.

Execution of Documents

16.1 Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by the President or any other officer or director or staff appointed by the Board prescribed from time to time by the Board and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The seal of the Society, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid by the President or any other officer or director or staff appointed by the Board.

Seal

17.1 The Seal of the Society shall be in such form as shall be prescribed by the Board of Directors of the Society and shall have the name of the Society embossed thereon. The Directors shall authorize the use of the Seal.

Amendment of By-Laws

- 18.1 The By-Laws of the Society may be enacted, and any By-Law may be repealed or amended at a Special meeting of the Society called for the purpose by Special Resolution as defined in the Societies Act or other governing legislation. The repeal or amendment of such By-Laws shall not be enforced or acted upon until the necessary approval under the Societies Act or other governing legislation has been obtained.

Pre-Incorporation Steps

- 19.1 Steps taken, including resolutions passed by an unincorporated entity operating under the name of the Society prior to the incorporation of the Society shall, without more, become steps or resolutions of the Society effective as of the date of incorporation of the Society. Board members and officers of such unincorporated entity shall, without more, become officers and Board members of the Society, as though they had been validly elected pursuant to these By-Laws immediately following the incorporation of the Society.

Interpretation

- 20.1 In these By-Laws and in all other By-Laws of the Society hereafter passed unless the context requires otherwise, words importing the singular or the masculine or feminine gender as the case may be shall include the plural number and the feminine or masculine gender, as the case may be and references to persons shall include firms corporations, organizations or societies when appropriate in the context.

Dissolution or Winding-Up

- 21.1 It is specially provided that in the event of dissolution or winding-up of the Society all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the Income Tax Act (Canada) having similar objects.