



BEST Foundation
Bawlf Educational Support Team

Name – Bawlf Educational Support Team Foundation
Corporate Access Number (CAN) 505121202
Foundation Bylaws

1. Name

The name of this association shall be the Bawlf Educational Support Team Foundation hereinafter referred to as the BEST Foundation.

2. Mission and Purpose

Mission Statement

It is the mission of the BEST Foundation to provide additional financial and volunteer support to the Bawlf School allowing for educational enrichment opportunities for all students by working cooperatively with the staff, parents and the greater school community.

Purpose:

- a) To provide additional support, both financial and volunteer, to the Bawlf School.
- b) To work cooperatively with parents of the school and the greater school community to encourage volunteerism and participation in the Bawlf School.
- c) To work cooperatively with the Bawlf School Staff, Administration and Bawlf School Council to deliver the objectives of the BEST Foundation and support each of the above in their efforts to support students.
- d) To assist the school to provide an enriched program of all types of education and recreation experiences supported by the school staff and administration as appropriate and important for all students.
- e) To acquire the necessary funds, facilities and equipment to carry out the objectives of the BEST Foundation.
- f) To procure the delivery of various experiences to students on social, educational, political and economic or other subjects and arrange musical and dramatic entertainments and transportation to such enrichment programs for students.
- g) To sell, manage, lease, mortgage, dispose of or otherwise deal with property that becomes the responsibility of the BEST Foundation.



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3. Membership

- A. Any person having a vested interest in the educational well-being of Bawlf School students, residing in Alberta, being of the full age of 18 years, who has completed the membership requirements and is in good standing with the BEST Foundation, is eligible to become a member of the Foundation with voting privileges at any meeting of the Foundation. The majority of the members of the BEST Foundation will be parents or guardians of students currently attending Bawlf School. Membership fees, if any, in the Foundation shall be determined from time to time, by the members at an Annual General Meeting.
- B. Any member wishing to withdraw from membership may do so upon notice in writing or verbally to the Board through its Secretary. Membership must be renewed every three years for community members. Parents and guardians remain members as long as their children are in the school after which time they can become a community member. Any member, upon a majority vote of all members of the BEST Foundation in good standing and present at a Special Meeting called for that purpose, may be suspended or expelled from membership for any cause which the Foundation may deem reasonable.
- C. Any member having a personal pecuniary gain or conflict of interest in any matter being discussed by the BEST Foundation is required to declare such and absent himself/herself from any discussion or vote on such matter.

4. Associate Membership

- A. The Principal and Staff Members of Bawlf School will be considered to have an Associate Membership and shall serve as resource people and in an advisory capacity to the BEST Foundation. As Associate Members, the Principal and all other Staff Members will not have voting rights at any meeting of the Foundation. The Principal or staff designate will attend BEST Foundation meetings to act in their advisory capacity for the business and best interest of the Foundation. Neither the Principal nor any Staff Member shall have signing authority for the Foundation. The Principal, by virtue of *the School Act*, shall have the power of veto relating to actions directly affecting the school building, staff or students, but not relating to financial expenditures, revenues, or investments of the BEST Foundation. The expenditure funds contained in the New School account which contains grant monies and funds directly relating to capital projects and expenditures of the school shall require approval of the Bawlf School Administration prior to release.

5. Board of Directors

- A. “Board of Directors,” “Executive Committee,” or “Board” shall mean the Board of Directors of the Association.

COMPOSITION OF THE BOARD

The Board will be composed of a minimum of 5 of the following Officers and Directors:

1. Officers: President; Vice President(s); Past President; Secretary, Treasurer, or Secretary-Treasurer – These positions are mandatory. The Office of the Secretary and Treasurer may be

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filled by one person if the membership at any Annual General Meeting for the election of Officers shall so decide.

2. Directors: A minimum of Two (2) Directors at Large – These positions can be held by any member of the BEST Foundation in good standing and are annually renewed and filled. Directors will conduct themselves according to the Policies and Procedures of the BEST Foundation.

President

The President shall have general knowledge and supervision of all activities of the BEST Foundation and conduct themselves according to the Policies and Procedures of the BEST Foundation. He/she will be an ex-officio member of all Committees. The President shall be copied on all BEST Foundation communications and will review any communications to the parent body, school community or public prior to distribution and shall include the Vice President in same. The President will carry out other duties assigned by the Foundation. He/she shall, when present, preside at all meetings of the BEST Foundation and of the Board. The President will be the chief spokesperson for the BEST Foundation, unless otherwise delegated. The President shall have a vote at any meeting. In the case of a tie, the motion is defeated. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

Vice-President

The Vice-President shall assist the President in all BEST Foundation activities and conduct themselves according to the Policies and Procedures of the BEST Foundation. He/she will preside at meetings in the President's absence and will replace the President at various functions when asked to do so by the President. He/she will be copied on all BEST Foundation communications and will review any communications to the parent body, school community or public prior to distribution and shall include the President in same. The Vice-President will carry out other duties assigned by the BEST Foundation, and, in the event of resignation, incapacity or extended leave of absence of the President, shall fulfill the President's responsibilities.

Past President

Upon transition of the Board, the outgoing President shall assume the office of Past President. He/She shall serve in an advisory capacity to the new Board, assist the President as needed in all BEST Foundation activities and conduct themselves according to the Policies and Procedures of the BEST Foundation. The Past President shall act as President in the absence of both the President and Vice-President. She/he shall act to provide mentorship to the new President and oversee the transition of the new Board. She/he will outline the Bylaws, Policies and Procedures and purpose of the BEST Foundation to the new Board at the first meeting in September of each year. The Past President shall remain in his/her position until transition of the Board provides another Past President to fill the position.

Secretary

It shall be the duty of the Secretary to attend all meetings of the BEST Foundation and of the Board, and to keep accurate minutes of the same. He/She will conduct themselves according to the Policies and Procedures of the BEST Foundation. In case of the absence of the Secretary, his/her duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence and/or documentation of the BEST

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Foundation and be under the direction of the President and the Board in accordance with current policy and procedure.

The Secretary shall also keep a Record of Members of the BEST Foundation and their contact information, and shall send all BEST Foundation correspondence/notices as required.

Treasurer

The Treasurer shall receive all monies paid to the BEST Foundation and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she will conduct themselves according to the Policies and Procedures of the BEST Foundation. He/she shall properly account for the funds of the BEST Foundation and keep such books as may be directed and disburse funds as required. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the BEST Foundation and submit a copy of same to the Secretary for the records of the Association. The signing authorities of the financial accounts will be any two of the elected Officers of the BEST Foundation.

- B. The Board shall, subject to the Bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the BEST Foundation, and meetings of the Board shall be held as often as may be required, and shall be called by the President.
- C. Any Director or Officer may resign his/her position by providing written notice to any two Board members.
- D. Any Director or Officer may be removed from the Board at any time with cause by a majority vote of the Board whenever, in its judgment, the best interest of the BEST Foundation will be served. If concerns involve the President of the BEST Foundation, they shall be directed to the Vice President who shall conduct themselves according to conflict and resolution as outlined in the policy and procedures.

6. Auditing

- A. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified Accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the BEST Foundation.
- B. The fiscal year of the BEST Foundation in each year shall be January 1st to December 31st.

7. Standing and Ad Hoc Committees

- A. Standing and ad hoc committees will be formed as necessary by the Board and will operate on an ongoing basis with specified lengths of terms for members.



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8. Meetings

- A. A **Regular Meeting of the Board** shall be called at the frequency determined by the Board which will permit their duties to be accomplished. Regular Meetings of the Board will be announced to all Board Members by providing no less than ten (10) days notice in writing or three (3) days notice by telephone or email. A quorum of the Board of Directors shall consist of at least 51% of members. A topic to be discussed at a regular meeting of the Board may be deemed to be “in camera,” or closed to all but elected Officers/Directors if the Board determines, by a majority vote of those present, the topic to be of a personal, sensitive or confidential nature.
- B. A **Special Meeting of the Board** shall be called by the Secretary upon the instructions of any two (2) Board Members, by providing no less than ten (10) days notice in writing or three (3) days notice, by telephone or email, to all Board Members setting forth the reasons for calling such meeting. At least 51% of Board Members shall constitute a quorum at a Special Meeting of the Board. A Special Meeting of the Board may be deemed to be “in camera,” or closed to all but elected Officers/Directors if the Board determines, by a majority vote of those present, the content of the meeting to be of a personal, sensitive or confidential nature.
- C. There will be an **Annual General Meeting of the BEST Foundation (AGM)** on or before June 30th^t in each year, by providing fourteen (14) days notice in writing in the school newsletter, website, by telephone or email. If a Special Resolution will be proposed, twenty-one (21) days notice will be required. Only the matters set out in the notice for the AGM are considered at the AGM. At this meeting there shall be elected a President, Vice-President(s), Secretary, Treasurer, (or Secretary-Treasurer), and a minimum of two (2) Directors. The outgoing President will assume the office of Past President. The Officers and Directors so elected shall form a Board, and shall serve until their successors are elected and installed. A quorum shall consist of at least five (5) members. If quorum cannot be attained at the meeting, whoever attends the next regularly scheduled meeting of the Association, will constitute quorum for the purposes of conducting Annual General Meeting business such as election of officers and approval of financial statements.
- D. A **Special General Meeting of the Association (SGM)** shall be called if a Special Resolution is proposed at a time other than the Annual General Meeting (AGM). Special General Meetings of the BEST Foundation may be called at any time by the Secretary upon the instructions of the President or Board by providing twenty-one (21) days’ notice in writing in the school newsletter or website, or, by telephone or email, specifying the intention of the Special Resolution. Only the matters set out in the notice for the SGM are considered at the SGM. Five (5) members shall constitute quorum at a Special General Meeting of the BEST Foundation.

Irregularities or errors done in good faith do not invalidate acts done by any meeting of the BEST Foundation or Board. No action taken at a meeting is invalid due to accidental omission to give notice to any member, any member not receiving any notice, or any error in any notice that does not affect the meeting.

9. Election Process and Terms of Office



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- A. Board members are elected annually by the voting members at an AGM. Candidates must be voting members in good standing. Notification of the nomination procedure will be included with the notice of the election.
- B. The term of office shall begin at the close of the AGM at which the member is elected and end at the close of the following AGM. Those standing for the office of President, Secretary, Treasurer and Vice President will be elected for a term of two (2) years and no more than two consecutive terms in any one office shall be allowed. Should a vacancy occur in any Board position, the remaining Board members shall have the power to appoint a replacement for the unexpired term.

10. Voting

- A. Any voting member who has not withdrawn from membership nor has been neither suspended nor expelled shall have the right to vote at any regular, general, or special meeting of the BEST Foundation. Such votes must be made in person and not by proxy or otherwise. Members will vote by show of hands or by secret ballot where fifty-one percent (51%) and greater than, will be considered the majority, except in the case of a Special Resolution where not less than seventy-five percent (75%) vote in favor is required.

11. General Management

- A. The registered office of the BEST Foundation is located within the school. The mailing address for all communication or correspondence shall be the registered office of the BEST Foundation.
- B. To maintain integrity, minute books and financial records will be securely stored and may be inspected by any member in good standing of the BEST Foundation upon request. Such inspection may only take place at the registered office of the BEST Foundation, in the presence of a Board member or with the written consent of a board member. At no time shall the records of the BEST Foundation be removed from the secure location by anyone outside of the Executive.

12. Remuneration

- A. Unless authorized at any meeting and after notice for same shall have been given, no Officer, Director or Member of the BEST Foundation shall receive any remuneration for his/her services.

13. Borrowing Powers

- A. For the purpose of carrying out its objectives, the BEST Foundation 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, but this power shall be exercised only under the authority of the BEST Foundation, and in no case shall debentures be issued without the sanction of a Special Resolution of the BEST Foundation.

14. Foundation Seal

- A. The BEST Foundation has not adopted a Foundation Seal.



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15. Insurance

- A. For the purpose of carrying out its objectives, the BEST Foundation will annually review and carry liability insurance as deemed necessary by the Board, or if required by the policies of the school.

16. Privacy

- A. The BEST Foundation shall not collect, use, share or store personal information for purposes other than those of BEST Foundation business, and shall destroy it appropriately once it is no longer needed.

17. Special Resolution

- A. Special Resolution will mean a resolution passed at a General Meeting of which not less than twenty-one (21) days notice in the school newsletter, on the school website, by telephone or email specifying the intention to propose the resolution has been duly given, and by the approval of not less than seventy-five percent (75%) of those BEST Foundation members, entitled to vote, in attendance.

18. Conflict Resolution

- A. If at any time, ten (10) members of the general membership, or fifty-one per cent (51%) of the Board members, of the BEST Foundation are of the opinion that the BEST Foundation is in a state of conflict or significant violations of policy and procedure have occurred such that its operation is or is at risk of being significantly impaired, they may deliver a written “Special Meeting of the BEST Foundation” request signed by them to all Board of Directors. The President will call a Special Meeting of the BEST Foundation, providing due notice as stated, and members in attendance will have an opportunity to hear and discuss the issues causing conflict. If the conflict involves the President, the Vice President shall call the meeting. If both the President and vice President are considered by the board to be in conflict, a special meeting can be called by the Past President or another executive member under the supervision of the Principal or designate. On motion, seconded by any BEST Foundation member in attendance at the Special Meeting, a vote shall be held respecting a proposed resolution to the conflict, and if a majority of voting members present vote in favor of the resolution proposed, the BEST Foundation will immediately act upon the resolution, as directed by the assembly. If the conflict cannot be resolved in meeting or a resolution reached, the Foundation will undergo third party mediation by an appointed designate agreed upon by the Principal as an associate member and act upon the advice of the mediator.

19. Bylaws

- A. The BEST Foundation Bylaws and operations will be in accordance with the laws of Alberta, the *Societies Act* and any other governmental legislation relating to its operation and objectives.
- B. The Bylaws may be rescinded, altered, or added to by a "Special Resolution" of the members. Changes to the Bylaws do not come into effect until the Special Resolution(s) is registered at Corporate Registries. Special Resolution(s) sent to the Corporate Registries shall be dated and



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verified by a person authorized by the BEST Foundation. All members are responsible for behaving in accordance with the Bylaws and objectives of the BEST Foundation.

- C. Any question regarding the proper application and interpretation of these Bylaws shall be determined by the chair of any BEST Foundation meeting. The chair's decision may be appealed by a voting member and can be overturned by not less than seventy-five (75) percent majority vote at any Special Meeting called in accordance with the Conflict Resolution clause in these bylaws.

20. Policies and Procedures

- A. A Policy and Procedure Manual will be maintained and reviewed annually by the Board at the first meeting in September of each year by the Past President. Members in good standing may put forward policies to the Board for consideration and/or implementation.

21. Dissolution of the Foundation

- A. In the event of the dissolution (closing) of the BEST Foundation, which shall require a Special Resolution of the membership, the assets remaining after payment of all debts and liabilities shall be transferred to Bawlf School with the exception of gaming proceeds. All remaining gaming proceeds, after payment of all debts and liabilities, shall be disbursed to eligible charitable groups or purposes as per Alberta Gaming and Liquor Commission regulations.



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Approved by Special Resolution by not less than seventy-five percent (75%) of BEST Foundation voting members present at a General Meeting held on _____, 20_____.

Signature:	Address: <i>(including postal code)</i>
Print Name:	
Signature:	Address: <i>(including postal code)</i>
Print Name:	
Signature:	Address: <i>(including postal code)</i>
Print Name:	
Signature:	Address: <i>(including postal code)</i>
Print Name:	
Signature:	Address: <i>(including postal code)</i>
Print Name:	
Signature:	Address: <i>(including postal code)</i>
Print Name:	
Principal	Address: <i>(including postal code)</i>
Signature:	

NOTE: Bylaws submitted as part of an initial application to form a Society must have the same five signatures as those on the Corporate Registries application paperwork. Amendments made to the bylaws in the future will require only one or two authorized signatures.

Signature of Secretary

Signature of President

Printed Name

Printed Name