

## **Revision of the Bylaws of The Edmonton Society for Christian Education, October 2002**

### **1. Name**

The name of the Society is THE EDMONTON SOCIETY FOR CHRISTIAN EDUCATION.

### **2. Basis**

The basis of the Society is the infallible Word of God interpreted in accordance with the Heidelberg Catechism, the Belgic or Netherlands Confession of Faith, the Canons of Dort, or the Westminster Confession.

### **3. Education Policy**

The Society is committed to the following fundamental principles:

- 3.1. The instruction and education of children in the School, as well as in the home must be in accordance with the Word of God.
- 3.2. Although the church and the state have their own peculiar interests in the School, the School is not an institution dependent upon or belonging to the church or the state. It depends on and proceeds from the home.
- 3.3. Throughout the course of the child's education the fundamental unity of the School and the home must be maintained.
- 3.4. The child's training must be of a high standard properly relating to God's revelation in His Word and nature.
- 3.5. That the curriculum and the program must be based on the following convictions: i) biblical principles are relevant to all areas of study, ii) an integrated, thematic approach to learning best captures a Christian perspective on life, iii) faith directed learning leads to purposeful living, iv) curriculum guidelines must affirm the diversity, complexity and richness of God's world, v) faith, learning and service must be integrated into all aspects of the educational experience.
- 3.6. All students have been given gifts and talents by God, who gives these gifts and talents as He sees fit and in measures He sees fit. Therefore we will value these gifts and students equally. The school must strive to provide an educational environment that enables all students to discover their gifts and to develop them to their full potential. The students' God-given gifts and talents are for use in His kingdom and in society. Therefore we endeavor to provide students with opportunities for service so that as their gifts are developed they may be put to use in God's service.
- 3.7. Christian values will define an environment of community at Edmonton Christian School (ECS). In this community setting staff and students will feel free to share their joys and to carry the burdens of each other. Positive school spirit will grow out of a rich

devotional life, inspired learning and healthy socializing. The safety of students will be a top priority.

#### **4. Membership**

- 4.1. Any person who has attained the age of eighteen years, who is in agreement with the basis of the Society as herein before set out, who desires to aid in the achievement of the objectives of the Society and signs the Statement of Faith, which summarizes the basis of the Society as found in clause 2 above shall be considered an inactive (nonvoting) member.
- 4.2. Any inactive member may become an active (voting) member by making a tax receiptable donation to the Society of not less than \$25.00 per single or \$50.00 per couple. The donation required for membership is waived in the case of persons who have children attending a School operated by the Society and who are paying program fees.
- 4.3. Continuous active membership is dependent upon continued support of the Statement of Faith and regular financial support of the Society in the amount of \$25.00 or more per single or \$50.00 or more per couple per year.
- 4.4. Only active members are entitled to vote at membership meetings.
- 4.5. Any member may withdraw from membership in the Society by notifying the Board.
- 4.6. Any member may be expelled by vote of the Board for reason of any act found to be in conflict with the basis of the Society.
- 4.7. Members will have access to an appeal mechanism comprised of four (4) active (voting) Society members.

#### **5. Meetings**

- 5.1. The annual general meeting of the Society shall be held at a time and place designated by the Board of Directors, not later than four months after the end of the fiscal year.
- 5.2. The Board may call a special meeting at any time.
- 5.3. A special meeting must be called by the Board not later than one month following receipt of written request signed by not less than one fourth of the members, and stating the reason for which the meeting is to be called.
- 5.4. Notice of every meeting shall be given to the members at least seven days prior to the date of the meeting, and such notice may be given by any means deemed effective by the Board. Notice of a special meeting shall include a statement of the reason(s) for calling such a meeting.

- 5.5. The accidental omission to give notice of a meeting to any member shall not invalidate the proceedings at that meeting.
- 5.6. A quorum shall consist of forty-five (45) members and may include proxy ballots recorded with the Secretary.
- 5.7. All decisions on matters pertaining to persons shall be by ballot, unless otherwise agreed upon by the meeting. All other decisions shall be by oral vote, by showing of hands, or by some other means agreed upon by the meeting. A majority (i.e. more than one half) of the valid ballots cast shall determine the issue in each case, except where otherwise required by the bylaws or by the law of the province of Alberta.
- 5.8. Ordinarily each membership meeting shall deal only with such matters as are on the official agenda for such meeting. (The Board shall be given one weeks notice in writing of any proposals to be made at a membership meeting by a member or group of members).
- 5.9. Votes conducted at a members meeting may include absentee ballots and proxy ballots.
  - 5.9.1. Absentee ballots are valid only for individual motion(s) which are: (a) written on the absentee ballot, (b) have been sent out in advance to the members, and (c) have not been substantially altered (as determined by the Chair) at the meeting. The ballot must include the name and signature of the member.
  - 5.9.2. A proxy ballot is used by a member to transfer his/her entire voting privilege to another member for all business voted on at a specific meeting of members. A proxy ballot must state the transfer of voting privilege from one member (name provided) to another (name provided). No member may hold more than two (2) proxy ballots.
  - 5.9.3. Proxy ballots must be presented to the Board secretary or designate prior to the start of the meeting.

## 6. **Board of Directors**

- 6.1. The affairs of the Society shall be administered by a Board of Directors consisting of not less than seven members, to be elected by the Society. The term of office shall be three years. Board members shall serve not more than two terms consecutively.
- 6.2. While in the employ of the Society or Edmonton Public Schools at the Edmonton Christian School no person or his/her spouse, shall be eligible for nomination to the Board of Directors. In the event that during the term of office a Board member or his/her spouse becomes employed by the Society or EPS' ECS, the Board member shall resign forthwith.

- 6.3. Ordinarily two candidates (who are active members) for each vacancy shall be nominated by the Board, and additional candidates who are active members may be nominated by members at the meeting.
- 6.4. Any vacancy in the Board occurring between annual meetings shall be filled at the first general meeting after the occurrence of the vacancy, and each director so elected shall complete the unexpired term of his/her predecessor.
- 6.5. Any Board member may be removed from office for just cause by a special resolution of the board.
- 6.6. Board members serve voluntarily with no remuneration.

## **7. Powers of the Board of Directors**

- 7.1. The Board is the controlling body in all matters pertaining to the schools operated by the Society.
- 7.2. The Board may make rules and regulations:
  - 7.2.1. Pertaining to the meetings of the Board and its transactions;
  - 7.2.2. For fixing the quorum of the Board;
  - 7.2.3. For the appointment of such committees and officials as the Board deems necessary;
  - 7.2.4. For granting on any such committees and officials power and authority to act for the Board in relation to such matters as the Board deems it necessary to delegate to a committee or official.
- 7.3. The Board may from time to time:
  - 7.3.1. Borrow money on the credit of the Society;
  - 7.3.2. Issue, reissue or pledge debt obligations or other evidence of indebtedness of the Society, whether secured or unsecured;
  - 7.3.3. Mortgage, hypothecate, pledge or otherwise create a security interest in or charge upon all the property (including the undertaking and rights) of the Society, owned or subsequently acquired, by way of mortgage, hypothec, pledge, debenture, guarantee or otherwise, to secure payment of any such evidence of indebtedness of the Society.

## **8. Duties of the Board of Directors**

The duties of the Board shall include the following:

- 8.1. To ensure that the integrity and intent of the Edmonton Christian School Alternative Program, as described in the Society's and School's Vision and Mission statements remains the central focus of the program. The Board will oversee the implementation of the aims of the Society's and School's Vision and Mission and will monitor to ensure implementation.
- 8.2. To determine Society policies in harmony with the bylaws and existing provincial government regulations, and make Board and Society decisions in accordance with the Society's Vision and Mission statements.
- 8.3. To ensure that all principals engaged by or for the Society are Christians who understand, are committed to and are qualified to implement, maintain, evaluate and recommend improvements to the Society's programs and the Society's and School's Vision and Mission statements.
- 8.4. To ensure that all teachers engaged by or for the Society are Christians who understand, are committed to and are qualified to implement, maintain, evaluate and recommend improvements to the Society's programs and the Society's and School's Vision and Mission statements.
- 8.5. To devise ways and means of obtaining the funds necessary for the operation of the School and Society and to determine how these funds shall be distributed.
- 8.6. To promote and advance the cause of Christian education in the community by means deemed suitable by the Board. The Board will be vigilant in raising awareness and support within Edmonton Public Schools for the Vision and Mission of Edmonton Christian School.

## 9. **Officers of the Board and Their Duties**

- 9.1. At its first meeting during the month of September, the Board shall elect from its midst the following officers: chair, vice-chair, secretary, and treasurer.
- 9.2. The past chair will be invited to participate in Board and executive deliberations in an advisory, non-voting capacity for a limit of one year.
- 9.3. The chair shall preside at all meetings of the Board and Society.
- 9.4. The vice-chair shall assist the chair wherever possible in the discharge of the chair's duties. In the absence of the chair, the vice-chair shall take the chair's place.
- 9.5. The secretary or designate shall take care of the official documents of the Society and shall enter into the records of the Society the minutes of all meetings of the Society and of the Board after they have been approved. The secretary shall have custody of the seal of the Society, which shall be used for such purposes as the Board may authorize.
- 9.6. The treasurer is entrusted with the overall monitoring of revenues and expenses of the Society's funds. All monies shall be deposited in the name of the Society in a banking

house approved by the Board, and no disbursements shall be made except by cheque. The treasurer shall present a written report regarding the finances of the Society at each annual meeting of the Society and at stated intervals at meetings of the Board.

## 10. **Personal Liability**

10.1. No Director or Officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in on any receipt or other act for conformity, or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgement or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own dishonesty.

10.2. Every Director or Officer of the Society and his or her heirs, personal representatives and administrators, and estate and effects, respectively, shall, from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against:

10.2.1. all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office;

10.2.2. All other costs, charges and expenses which a Director or Officer sustains or incurs in or about or in relation to the affairs of the Society, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default when such act has been done in bad faith.

## 11. **Finances**

11.1. The Board, under the guidance of the Treasurer, will provide a sound financial basis for maintaining the School buildings, property and the quality of the educational program.

11.2. Proposals by the Board of Directors to borrow funds in excess of five (5) per cent of the total annual budget of the Society (plus school operating expenses paid through Edmonton Public Schools) and the programs operated by or for the Society require a seventy-five (75) per cent majority vote of the "active" membership present at the Society meeting.

11.3. The books of the Society shall be audited annually by an external auditor within a period of not more than three months after the end of the fiscal year.

11.4. The Board will present a budget for Society approval each year.

## 12. **Teaching Staff**

Teaching staff and administration will be professional, Christian educators who understand both the history and the transformational character of the Society's and School's reformed vision and mission. All staff will clearly exhibit their enthusiasm, competence and commitment to educate students in this tradition of Christian education. ECS staff will strive to follow Christ in word and deed. Each campus will encourage teachers to be Christian role models.

## 13. **Enrollment**

13.1. The Board has the right to refuse to admit or continue to educate those children whose parents do not support the Society's mission and vision and/or are delinquent in their obligations to the Society.

## 14. **General**

14.1. The books and records of the Society may be inspected by the members at any annual meeting and at such times and places as the Board may authorize.

14.2. The address of the Society to which communications and notices may be sent and at which all process may be served, shall be: The Edmonton Society for Christian Education, 14304 – 109 Avenue, Edmonton, Alberta, T5N 1H6 and each and any change in the address will become effective upon notification of the Registrar of Companies.

14.3. With the exception of Article 1, 2 and 3 which cannot be altered the Bylaws may be rescinded, altered or added to by a "Special Resolution" defined under the *Societies Act*, R.S.A. 2000, Chapter S-14, with amendments in force as:

14.3.1. A resolution passed:

14.3.1.1. at a general meeting of which not less than Twenty One (21) days' notice specifying the intention to propose the resolution has been duly given; and

14.3.1.2. by the vote of not less than Seventy Five (75%) percent of those members who, if entitled to do so, vote in person or by proxy.

14.3.2. A resolution proposed and passed as a special resolution at a general meeting of which not less than Twenty One (21) days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree; or

- 14.3.3. A resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person, or where proxies are permitted, by proxy.
- 14.4. In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such Christian educational cause or causes in Canada, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization; provided that such organization referred to in this paragraph shall be a charitable corporation, or a charitable trust, recognized by the Canada Customs and Revenue Agency as being qualified as such under the provisions of the *Income Tax Act* of Canada from time to time in effect.