

MILLWOODS CHRISTIAN SCHOOL SOCIETY BYLAWS

These bylaws are to be read in conjunction with the attached *Agreement between The Board of Trustees of Edmonton School District No.7 and The Millwoods Christian School Society* including *Schedule A: The Vision and Mission Statement of Millwoods Christian School*.

1. Membership

- 1.1 The membership of Millwoods Christian School Society (hereinafter "the Society") shall include all members of the Elder Board of Calvary Community Church including the Lead Pastoral Team of Calvary Community Church (the "Elder Board"), the Executive Director, and up to ten additional individuals herein after referred to as "Other Members" who have demonstrated a vision and passion for Millwoods Christian School.
- 1.2 Appointments of "Other Members" will be subject to the approval of the Elder Board.
- 1.3 All members must understand and agree to "The Vision and Mission Statement of Millwoods Christian School".
- 1.4 The Other Members serve one-year terms renewable annually at the Annual General Meeting.
- 1.5 Any member wishing to withdraw from the Society's membership may do so by providing a notice to the Society through its Secretary. Any Other Member, upon a two-thirds (2/3) vote of all members of the Society in good standing, may be expelled from membership for a cause which the Society may deem reasonable.
- 1.6 All members of the Elder Board of Calvary Community Church are ex officio members of the Society and can only be removed from the Society by first being removed from the Elder Board by a quorum of three-fourths (3/4) of the Elder Board currently serving, per Article 3, Section 7, paragraph 2 of the Calvary Community Church Bylaws.

2. Appointment and Election of Directors and Officers

- 2.1 The Chairman, Vice Chairman, Secretary and Treasurer of the Elder Board are ex officio the President, Vice President, Secretary, and Treasurer of the Society. These are elected at the first Elder Board meeting after the Calvary Community Church Annual General Meeting held in October of each year.

Board of Directors

- 2.2 The Board of Directors consists of the President, Vice President, Secretary, Treasurer and Executive Director.
- 2.3 The Board of Directors of the Society will be members of the Society, and are charged with managing the affairs of the Society.
- 2.4 No officer or member of the Society shall receive any remuneration for his services except for the Executive Director. Calvary Community Church may also receive remuneration from the Society for the time and work of the Head Pastor in proportion (as a percentage) to time spent on Society and Millwoods Christian School business. This percentage to be reviewed and determined annually.

- 2.5 The Board of Directors shall meet at least twice a year, at an Annual General Meeting to receive the Audited Financial Statements and to appoint the Society's Administrative Team, and at an Annual Budget Meeting to receive the budget for the following year as prepared and presented by the Administrative Team. The budget must receive approval by at least seventy-five percent (75%) of the membership present at this meeting.

Executive Director

- 2.6 The Executive Director is hired by the Head Pastor of Calvary Community Church, with consultation of a Search Team, to manage and oversee the day-to-day operations of the Society. The remuneration will be approved by the Elder Board.

President

- 2.7 The Chairman of the Elder Board shall be the President of the Society and will be the ex officio member of all committees of the Society. The president shall, when present, preside at all meetings of the Society and of the Board of Directors. In the event of his absence, the Vice Chairman shall preside at any such meetings, and in the absence of both, a Chairman may be temporarily elected by those meeting to preside there at.

Vice-President

- 2.8 The Vice-Chairman of the Elder Board shall be the Vice-President and will serve in the President's absence.

Secretary

- 2.9 The Secretary shall attend all meetings of the Society and take and keep accurate minutes of the same. In case of the absence of the Secretary, these duties shall be discharged by such officer as may be appointed for that meeting. The Secretary shall have charge over all the correspondence of the Society and be under the direction of the President.
- 2.10 The Secretary shall also prepare and keep records of all the members of the Society and their addresses, and any other necessary books or records and send all notices of the various meetings as required.

Treasurer

- 2.11 The Treasurer shall oversee the proper accounting of the funds of the Society and oversee that such books and records that may be required are accurately prepared. The Treasurer shall present a full detailed account of receipts and disbursements to the Society whenever requested and shall prepare for submission to the Annual General Meeting, a statement duly audited as hereinafter set forth of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. The office of Secretary and Treasurer may be filled by one person if any Annual General Meeting for the election of officers shall so decide.

3. Administrative Team

- 3.1 The Society may appoint an Administrative Team to assist and advise the Executive Director on day-to-day issues of the Society.
- 3.2 The Administrative Team will be made up of members from both the Elder Board and Other Members. The majority of the Administrative Team must also be members of Calvary Community Church.

- 3.3 The Administrative Team will prepare, oversee, and administer the Annual Budget as approved by the Society at its Annual Budget Meeting and as may be revised by the Society from time to time as deemed necessary.
- 3.4 The Administrative Team will also work closely with the Executive Director of the Society and the Staff of Millwoods Christian School to ensure that the Vision and Mission Statement of Millwoods Christian School is reasonably carried out.
- 3.5 The Administrative Team will meet monthly, or as required by the Executive Director, to complete its obligations and tasks. Minutes of the Administrative Team meetings will be recorded by the Administrative Team Secretary and distributed to all members of the Society.

4. Auditing

- 4.1 The books, accounts, and records of the Society shall be audited at least once per year by an external, duly qualified and appointed chartered accountant. This audited statement will be submitted at the Annual General Meeting of the Society by the Treasurer.
- 4.2 The books and records of the Society may be inspected by any member of the Society at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same.

5. Meetings

- 5.1 At the Annual General Meeting of the Society, the members of the Administrative Team shall be appointed. These shall serve for a term of one year. Any vacancy occurring during the term may be filled at the next meeting of the Society, providing it is so stated in the notice calling such a meeting.
- 5.2 General Meetings or Annual Meetings of the Society may be called at any time by the Executive Director or by the Secretary upon the instructions of the President. Notice shall be given by electronic means of communication at least seven (7) days prior to the date of such a meeting, or in person at least two (2) days prior to the date of such a meeting. A Special Meeting shall be called by the Executive Director or President, or Secretary upon receipt by him of a petition signed by at least one-third (1/3) of the members of the Society in good standing, setting forth the reasons for calling such a meeting, notice of which shall be performed as herein before described. Special Meetings may be held whenever needed if a quorum can be met.
- 5.3 Any meeting of the Society may be attended in person, or virtually or simultaneously via conference call or virtual online meeting platform.
- 5.4 Fifty percent (50%) of the membership shall constitute a quorum at any meeting of the Society.

6. Voting

- 6.1 Any member in good standing has the right to vote at any meeting of the Society. Such votes must be made in person or by electronic means at the time of voting, and not by proxy or otherwise.

7. Financial Authority

- 7.1 The Society may not build on, borrow, nor encumber any of the property without the prior approval of the membership of Calvary Community Church.

8. Personal Liability

8.1 No member of the Society shall be personally liable for any debt or liability of the Society.

9. Dissolution

9.1 In the event of the dissolution of the Society, all funds belonging to the Society shall first be used to pay any remaining debts or liabilities. Any remaining funds will be distributed or disposed of to one or more qualified donees within the meaning of the Income Tax Act (Canada) at a meeting duly called for this purpose. All permanent structures will be turned over to Calvary Community Church.

10. Custody and Use of Seal

10.1 The Millwoods Christian School Society Seal is kept in the office of the Financial Administrator. The following have authority to use the Seal: President, Treasurer, and the Executive Director.

11. Bylaws

11.1 The Bylaws may be rescinded, amended, or supplemented by a "Special Resolution" as defined in the Societies Act of Alberta, R.S.A. 2000 Chapter S-14 as follows:

11.1.1 a resolution passed,

11.1.1.1 at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given, and

11.1.1.2 by the vote of not less than 75% of the members who, if entitled to do so, vote in person or by proxy,

11.1.2 a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all members entitled to attend and vote at the general meeting so agree, or

11.1.3 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.