

MARR MAC DANCE PARENTS SOCIETY

Amended and Restated BYLAWS

MARCH 7, 2009

ARTICLE 1 – DEFINITIONS

1.1. Definitions

In these Bylaws, unless the context or subject matter requires a different meaning:

- (a) "**Act**" means the Societies Act, R.S.A. 2000, Chapter S-14 and the Regulations thereto, as amended, or any statute or regulations substituted therefor;
- (b) "**Annual General Meeting**" means the annual general meeting of the Members required by the Act;
- (c) "**Board**" means the board of directors of the Society;
- (d) "**Bylaws**" means these amended and restated bylaws of the Society, as further altered or added thereto;
- (e) "**Director**" means a member of the Board;
- (f) "**Marr-Mac**" means Marr-Mac Dance and Theatre Arts Centre;
- (g) "**Member**" means a member of the Society as provided for in these Bylaws;
- (h) "**Officer**" means an officer of the Society as provided for in these Bylaws;
- (i) "**Registered Office**" means the registered office of the Society required by the Act;
- (j) "**Registrar**" means "Registrar" as defined in the Act;
- (k) "**Society**" means Marr Mac Dance Parents Society;
- (l) "**Special Meeting**" means a special meeting as described in Section 3.2 of these Bylaws;
- (m) "**Special Resolution**" shall have the meaning ascribed thereto in the Act.

ARTICLE 2 – MEMBERSHIP

2.1 Classification of Members

There are two categories of Members of the Society: Full Members and Associate Members.

(a) Full Members

The following individuals are Full Members of the Society: (i) all parents of students or any student of the full age of 18 years currently attending Marr-Mac and in good standing; and (ii) the owners of Marr-Mac.

(b) Associate Members

A member of the general public who has demonstrated interest in supporting the objects of the Society is eligible to become an Associate Member of the Society.

2.2 Admission of Members

(a) Admission of Full Members

Once the parent or student (of 18 years of age) has registered in the program at Marr-Mac they automatically become Full Members. The owners of Marr-Mac are automatically Full Members.

(b) Admission of Associate Members

Any member of the general public that has interest in supporting the objects of the Society who notifies the Board of her desire to be an Associate Member and states the reasons why she wishes to become an Associate Member is eligible for membership subject to the review and approval of the Board.

2.3 Expulsion of Members

A Full Member or Associate Member may be expelled from the Society by a majority vote of the Directors present and voting at a regular or special meeting of the Board, for any reason which they may deem necessary and proper. Notification of expulsion shall be given to such Member within three (3) days by regular mail addressed to the Member at the Member's last known address.

2.4 Distribution in Type of Membership

At no time shall the number of Associate Members be greater than 30% of the number of Full Members.

2.5 **Rights and Privileges of Members**

(a) Rights and Privileges

Any Member in good standing is entitled to:

- (i) Receive notice of meetings of the Society;
- (ii) Attend any meeting of the Society;
- (iii) Speak at any meeting of the Society; and
- (iv) Exercise any rights and privileges given to Members in these Bylaws.

(b) Voting and Non-Voting Members

- (i) All Members in good standing are voting Members with the exception of those Members identified in subsection (b)(ii) or subsection (b)(iii).
- (ii) Employees of Marr-Mac who attend classes at Marr-Mac or who have children, under the age of 18, attending classes at Marr-Mac do not have voting privileges nor can they hold the position of Director.
- (iii) The owners of Marr-Mac do not have voting privileges nor can they hold the position of Director.

(c) Number of Votes

A voting Member is entitled to one (1) vote at a meeting of the Society.

2.6 **Discontinuation of Membership**

Any Member wishing to withdraw as a Member of the Society may do so upon a notice in writing to the Board through the Secretary. If any Member is in arrears for fees or assessments for any year, such Member shall be automatically suspended at the expiration of six (6) months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.

2.7 **Membership Fees**

Annual membership fees, if any, shall be determined by the Board.

2.8 **Good standing**

A Member is considered to be in good standing when such Member:

- (a) has paid all applicable membership fees;

- (b) meets the criteria for membership as provided for in Sections 2.1 and 2.2; and
- (c) has not been expelled or suspended as a Member as provided for in Section 2.3 or Section 2.6.

ARTICLE 3 – MEETINGS OF THE SOCIETY

3.1 Annual General Meeting

- (a) The Society shall hold its Annual General Meeting no later than May 31st of each calendar year, in Edmonton, Alberta. The Board shall set the place, day and time of the meeting.
- (b) Notice in writing will be given to Members at least twenty-one (21) days before the Annual General Meeting by: (i) setting it out in a newsletter or other publication which is distributed to Members or children of Members registered in any program at Marr-Mac and by posting in a prominent location at Marr-Mac; or (ii) regular mail addressed to the Member at the Member's last known address. This notice shall state the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.
- (c) The Annual General Meeting shall deal with the following matters:
 - (i) Adopting the agenda;
 - (ii) Adopting the minutes of the last Annual General Meeting;
 - (iii) Considering the reports from the Chair and Treasurer;
 - (iv) Reviewing the audited financial statements setting out the Society's income, disbursements, assets and liabilities;
 - (v) Electing the members of the Board; and
 - (vi) Considering matters specified in the meeting notice.
- (d) Attendance by 5 Members at the Annual General Meeting, who are entitled to vote thereat, shall constitute a quorum.

3.2 Special Meeting of the Society

(a) Calling of Special Meeting

A Special Meeting may be called at any time on any one of the following conditions:

- (i) By a resolution of the Board to that effect;
- (ii) On the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; or

- (iii) On written request of at least one third (1/3) of the voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

(b) Notice

The Secretary shall provide written notice to each Member at least twenty-one (21) days before the Special Meeting by: (i) setting it out in a newsletter or other publication which is distributed to Members or children of Members registered in any program at Marr-Mac and by posting in a prominent location at Marr-Mac; or (ii) regular mail addressed to the Member at the Member's last known address. This notice shall state the place, date, time and purpose of the Special Meeting.

(c) Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

(d) Procedure at the Special Meeting

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

3.3 **Proceedings at the Annual General Meeting or a Special Meeting**

(a) Attendance by the Public

Annual General Meetings and Special Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

(b) Failure to Reach Quorum

The Chair cancels the Annual General Meeting or Special Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

(c) Presiding Officer

- (i) The Chair chairs every Annual General Meeting or Special Meeting of the Society. The Co-Chair chairs in the absence of the Chair.

- (ii) If neither the Chair nor the Co-Chair is present within one-half (1/2) hour after the set time for the Annual General Meeting or Special Meeting, the Members present choose one (1) of the Members to chair the meeting.

(d) Adjournment

- (i) The Chair or Co-Chair may adjourn any Annual General Meeting or Special Meeting with the consent of the Members at the meeting. The adjourned Annual General Meeting or Special Meeting conducts only the unfinished business from the initial meeting.
- (ii) No notice is necessary if the Annual General Meeting or Special Meeting is adjourned for less than thirty (30) days.
- (iii) The Society must give notice when the Annual General Meeting or Special Meeting is adjourned for thirty (30) days or more.

(e) Voting

- (i) Each voting Member has one (1) vote. A show of hands decides every vote at every Annual General Meeting or Special Meeting. A ballot is used if at least five (5) voting Members request it.
- (ii) The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- (iii) A voting Member may not vote by proxy.
- (iv) A majority of the votes of the voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- (v) The Chair declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- (vi) Five (5) voting Members may request a ballot vote. In such case, the Chair or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the Annual General Meeting or Special Meeting.
- (vii) Members may withdraw their request for a ballot.
- (viii) The Chair decides any dispute on any vote. The Chair decides in good faith, and this decision is final.

(f) Failure to Give Notice of Meeting

No action at an Annual General Meeting or a Special Meeting is invalid due to:

- (i) Accidental omission to give any notice to any Member;
- (ii) Any Member not receiving any notice; or
- (iii) Any error in any notice that does not affect the meaning.

(g) Written Resolution of All the voting Members

All voting Members may agree to and sign a resolution. This resolution is as valid as one passed at an Annual General Meeting or a Special Meeting. In such event, it is not necessary to give notice of or to call an Annual General Meeting or a Special Meeting. The date on the resolution is the date it is passed.

ARTICLE 4 – THE GOVERNANCE OF THE SOCIETY

4.1 The Board of Directors

(a) Governance and Management of the Society

The Board governs and manages the affairs of the Society.

(b) Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Act. The powers and duties of the Board include:

- (i) Promoting the objectives of the Society;
- (ii) Maintaining and protecting the Society's assets;
- (iii) Approving an annual budget for the Society;
- (iv) Paying all expenses for operating and managing the Society;
- (v) Investing any extra monies;
- (vi) Financing the operations of the Society and borrowing or raising monies;
- (vii) Making policies for managing and operating the Society;
- (viii) Maintaining all accounts and financial records of the Society;
- (ix) Every year appointing two (2) Members of the Society to audit the financial records of the Society; and
- (x) Appointing legal counsel as necessary.

(c) Composition of the Board

The Board consists of up to twelve (12) Directors, of which no more than one-half (1/2) can be Associate Members, elected at the Annual General Meeting from among the voting Members.

(d) Election of the Directors

- (i) The applicants for incorporation of the Society shall appoint the initial Directors, who shall hold office until their successors are elected. Directors shall be elected by the Members at the Annual General Meeting.
- (ii) There is no cap on the number of years Directors can serve on the Board.

(e) Ceasing to be a Director

- (i) A Director shall cease to be a Director:
 - (A) if the Director resigns his office by delivery of a written resignation to the Secretary of the Society;
 - (B) if he becomes bankrupt;
 - (C) if he becomes of unsound mind;
 - (D) if he is convicted of an indictable offence;
 - (E) on death; or
 - (F) if at a Special Meeting of Members a resolution for the removal of such Director is passed by a majority vote of the voting Members present at the meeting.
- (ii) If there is a vacancy on the Board, the remaining Directors may appoint a voting Member in good standing to fill that vacancy for the remainder of the term.

(f) Meetings of the Board

- (i) The Board holds at least four (4) meetings each year.
- (ii) The Chair calls the meetings. The Chair also calls a meeting if any three (3) Directors make a request in writing and state the business for the meeting.
- (iii) At least ten (10) days notice of Board meetings shall be mailed or e-mailed to each Director at the Director's last known address or e-mail address. There may be five (5) days notice by telephone. Directors may waive notice.

- (iv) A majority of the Directors present at any Board meeting constitutes a quorum.
- (v) If there is no quorum, the Chair may adjourn the meeting to another time, place, and day. The Directors present at this later meeting will constitute a quorum. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place unless proper notice has been given to the Directors of any changes in the agenda.
- (vi) Each Director has one (1) vote.
- (vii) The Chair does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- (viii) Meetings of the Board are open to Members, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- (ix) All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. In such event, it is not necessary to give notice of or to call a Board meeting. The date on the resolution is the date it is passed.
- (x) A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- (xi) Under certain conditions, a motion approved by electronic mail shall be deemed to have been passed as if those voting by electronic mail were present at a duly called meeting of the Board. The conditions for a valid motion and vote by electronic mail are:
 - (A) at least two-thirds (2/3) of Board members take part in the vote;
 - (B) A majority of those voting are in favor of the motion;
 - (C) The e-mail vote takes place over no more than two (2) business days; and
 - (D) Such motions and the result thereof shall be reflected in the minutes of the next duly convened Board meeting for which minutes are prepared.
- (xii) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

4.2 **Officers**

- (a) The Officers of the Society are the Chair, Co-Chair, Secretary, and Treasurer.
- (b) At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers for the following year.
- (c) The Officers hold office until re-elected or until a successor is elected. If an Officer resigns his office or otherwise ceases to hold office, the Board may appoint another Director to fill the office.

4.3 **Duties of the Officers**

- (a) The Chair:
 - Supervises the affairs of the Board
 - When present, chairs all meetings of the Society and the Board
 - Ensures the Board work plan is being carried out effectively
 - Acts as the spokesperson for the Society
- (b) The Co-Chair:
 - Shall, in the absence or disability of the Chair, perform all of the duties and exercise all of the powers of the Chair; and
 - Performs all such other duties and exercises all such other powers as shall from time to time be determined by the Board.
- (c) The Secretary:
 - Attends all meetings of the Society and the Board
 - Keeps accurate minutes of these meetings
 - Has charge of the Board's correspondence
 - Ensures that all notices of various meetings are sent
 - Chairs meetings of the Board in the absence of the Chair or Co-Chair
- (d) The Treasurer:
 - Ensures all monies of the Society are deposited in a chartered bank, treasury branch, or trust company chosen by the Board
 - Ensures a detailed account of revenues and expenditures is presented to the Board as requested
 - Ensures a statement of the financial position of the Society is prepared and presented at the Annual General Meeting

4.4 **Ceasing to be an Officer**

An Officer shall cease to be an Officer:

- (a) if the Officer resigns his office by delivery of a written resignation to the Secretary of the Society;
- (b) if he becomes bankrupt;
- (c) if he becomes of unsound mind;
- (d) if he is convicted of an indictable offence;
- (e) on death; or
- (f) if a resolution for the removal of such Officer is passed by a majority of the Directors.

ARTICLE 5 - FINANCE AND OTHER MANAGEMENT MATTERS

5.1 **The Registered Office**

The Registered Office of the Society is located in Edmonton, Alberta.

5.2 **Finance and Auditing**

- (a) The fiscal year of the Society ends on December 31 of every year.
- (b) An audit of the Society's financial records will occur every year. The audit will be undertaken by two (2) Members of the Society.
- (c) At each Annual General Meeting of the Society, the Treasurer submits a complete statement of the audited financial records for the previous year.

5.3 **Seal of the Society**

The Board may adopt a seal for the Society. The seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers. The seal shall be kept at all times at the Registered Office or such other location as may be approved by the Board. The seal will be kept by an authorized Officer.

5.4 **Cheques and Contracts of the Society**

- (a) Any two (2) of the Directors and Officers will have authorization to sign cheques drawn on the accounts of the Society. Two signatures are required on all cheques.
- (b) Any two (2) of the Directors and Officers must sign all contracts of the Society or other persons authorized to do so by resolution of the Board.

5.5 **The Keeping and Inspection of the Financial and Other Records of the Society**

- (a) All financial and other records of the Society are to be kept at all times at the Registered Office or at such other location as may be approved by the Board.
- (b) The Secretary keeps a copy of the minute books and records minutes of all meetings of the Members and of the Board.
- (c) The Secretary keeps the original minute books at the Registered Office. This record contains minutes from all meetings of the Society, and the Board.
- (d) The Board keeps and files all necessary books and records of the Society as required by these Bylaws, the Act, or any other statute or laws.
- (e) A Member wishing to inspect the books or records of the Society must give reasonable notice to the Chair, Co-Chair or the Secretary of the Society of his intention to do so.
- (f) Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office during normal business hours.
- (g) All financial records of the Society are open for such inspection by the Members.
- (h) Other records of the Society are also open for inspection by the Members, except for records that the Board designates as confidential.

5.6 **Borrowing Powers**

The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise the money, including giving or granting security.

5.7 **Payments**

- (a) No Member, Director or Officer of the Society may receive any payment for his services as a Member, Director or Officer.
- (b) Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

5.8 Protection and Indemnity of Directors and Officers

- (a) Each Director or Officer holds office with protection from the Society. The Society defends, indemnifies and saves harmless each Director or Officer from and against all judgments, claims, causes of action, damages, costs, charges and expenses that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- (b) No Director or Officer is liable for the acts of any other Director or Officer. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.
- (c) Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 6 - AMENDING THE BYLAWS

6.1 Cancellation of Bylaws

These Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Society.

6.2 Notice to Change Bylaws

Members will be given no less than twenty-one (21) days notice of the Annual General Meeting or Special Meeting specifying the details of the proposed resolution to rescind, alter or add to these Bylaws.

6.3 Bylaws Taking Effect

The amended bylaws take effect after approval by Special Resolution at the Annual General Meeting or Special Meeting and registration of the amended bylaws by the Registrar.

ARTICLE 7 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

7.1 Dividends

The Society shall not pay any dividend or distribute its property among its Members.

7.2 **Dissolution of Society**

If the Society is dissolved, any funds or assets remaining after paying all debts shall be paid to a registered and incorporated charitable organization or not for profit organization. Members shall select this organization by Special Resolution. In no event will any Members receive any assets of the Society.

ARTICLE 8 – RESCISSION OF PREVIOUS BYLAWS

These Bylaws, having been approved by Special Resolution, shall be effective upon the same having been registered with the Registrar under the Act, and by the fact of such registration all previous bylaws of the Society shall be rescinded.