

# Legacies Academy Foundation Bylaws

An Alberta Society incorporated under the Societies Act

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## Article 1: Name and Definitions

**1.1** - The name of the Society is **Legacies Academy Foundation** (“the Society”).

**1.2** - In these Bylaws:

- “Board” means the Board of Directors of the Society.
  - “Director” means an individual elected or appointed to serve on the Board.
  - “Officers” means the Chair, Treasurer, and Secretary elected annually by the Board.
  - “Head of School” means the senior administrative leader employed by the Society to manage day-to-day operations.
  - “Societies Act” means the Societies Act of Alberta, as amended.
  - “Stakeholders” means anybody who contributes to, and has a vested interest in, the success and welfare of the Society and its community. This may include students, parents, community members, partnering organizations or others who share a common interest in Legacies Academy.
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## **Article 2: Purpose**

**2.1** - The purposes of the Society are to:

- a) Establish, operate, and maintain Legacies Academy, an independent educational institution;
  - b) Approve the Education Plan consistent with Alberta legislation and the Society's mission and vision;
  - c) Promote and support educational excellence and character development consistent with the Society's Vision and Mission.
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## **Article 3: Membership**

**3.1** - Membership is only held by Directors and in accordance with this, Members shall only be admitted to the Society by election as a Director. They shall have the same rights and obligations as Directors.

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## Article 4: Directors

### 4.1 – Election of Directors

- a) Directors shall be elected by the Board at the Annual General Meeting (AGM) for a term of one (1) year and may be re-elected.
- b) Prospective Directors must be nominated by an active member of the Board in good standing before being considered for election to the Board. Directors must be stakeholders in Legacies Academy Foundation in order to be eligible for nomination.
- c) Directors shall hold office until the close of the AGM following their election, or until their successors are elected or appointed.

### 4.2 – Rights of Directors

- a) Directors shall be entitled to receive notice of, attend, and vote at Annual and Special General Meetings.
- b) Directors shall not receive any remuneration for acting as a Director of the Society.

### 4.3 – Duties of Directors

- a) Directors must conduct themselves with a high level of integrity and in accordance with ethical standards, and adhere to the Board's Code of Conduct.
- b) Directors should annually evaluate the Board's effectiveness in achieving established priorities and desired results. Evaluation should follow Annual Evaluation Guidelines outlined in Board Policies.

### 4.4 – Resignation or Removal of Directors

- a) Any Director who desires to resign from their role on the Board must notify the Board in writing to that effect, and on accepted motion by the Board of such notice, shall cease to be a Director.
- b) Directors may have their membership revoked by the Board for reasons including, but not limited to:
  - i. absence from three (3) consecutive regular Board meetings without a reason deemed valid by a majority vote of the other Directors.
  - ii. They violate any provision of the Society's Articles, Bylaws, or written policies, including confidentiality agreements and conflict of interest policies.
  - iii. They engage in conduct which may be detrimental to the Corporation or the School's reputation, as determined by the Board in its sole discretion.

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## Article 5: Governance

### 5.1 - Board of Directors

a) The affairs of the Society shall be managed by a Board of Directors consisting of not fewer than five (5) and not more than twelve (12) Directors. Positions may be filled at the discretion of the Board.

### 5.2 - Authority of the Board

a) The Board has full authority to manage the affairs of the Society, except as limited by these Bylaws or by resolution of the Directors.

b) The Board shall:

- Develop, implement, and monitor Board Policies;
- Hire and, if necessary, terminate the Head of School, following thorough review and due process as outlined in Board Policies;
- Approve annual budgets and financial statements;
- Engage an independent auditor and approve the auditor's report;
- Monitor internal controls and ensure financial integrity;
- Oversee strategic planning and compliance with legislation.

c) The Board may delegate authority to Officers, Committees, or the Head of School, provided such delegation is documented in writing and subject to Board oversight.

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## **Article 6: Officers**

### **6.1 - Election of Officers**

- a) At the first Board meeting following the AGM, the Board shall elect the following Officers from among the Directors:
  - Chair
  - Treasurer
  - Secretary
- b) At its discretion, the Board may also appoint a Vice-Chair; the Vice-Chair is not considered an Officer of the corporation.
- c) Officers serve terms of two years provided they are re-elected as a Director at the AGM, to a maximum of three (3) terms and may be re-elected.

### **6.2 - Resignation or Removal of Officers**

- a) Any Director also elected as an Officer can be removed as per section 4.4(b)
- b) Any Officer who desires to resign from their role on the Board mid-term must notify the Board in writing to that effect, and on accepted motion by the Board of such notice, shall cease to be an Officer.
- c) In the case of an Officer's mid-term resignation, the Board will endeavor to fill the vacancy with an alternative existing Board Director. If this recruitment attempt is unsuccessful, the Board will nominate and elect from our greater Stakeholder community, as per section 4.1.
- d) In the case of an Officer's mid-term resignation, said Officer may continue in the role of Director within the Society until the end of their term.

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## 6.3 Duties of Officers

### a) Chair

- Presides at all Board meetings;
- Ensures the Board acts within its policies and legal obligations;
- Represents the Board as official spokesperson;
- Works with the Head of School to set meeting agendas;
- Leads the annual performance review of the Head of School.
- Has authority to use the corporate seal when required, if approved by Board consensus.

### b) Vice-Chair (if appointed)

- Assists the Chair and carries out Chair duties in their absence or as delegated.

### c) Secretary

- Ensures meeting notices and minutes are properly recorded and circulated;
- Maintains Board Policy documents and all official documents of the society
- Oversees official correspondence as directed by the Board.
- Has authority to use the corporate seal when required, if approved by Board consensus.

### d) Treasurer

- Advises the Board on financial matters;
  - Oversees preparation of financial statements and budgets;
  - Confirms compliance with statutory remittances;
  - Oversees the custody of the common seal of the Society
  - Has authority to use the corporate seal when required, if approved by Board consensus.
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## **Article 7: Meetings of the Board**

**7.1** - The Board shall meet no fewer than ten (10) times per calendar year.

**7.2** - Special meetings may be called by the Chair or by a majority of Directors.

**7.3** - Notice of Board meetings shall be given to all Directors at least two (2) days in advance, by written notice, except for regularly scheduled meetings fixed by Board resolution.

**7.4** - Directors may participate in meetings by phone or electronic means, provided all can hear each other.

**7.5** - Directors vote verbally by stating 'yes' or 'no' if attending in person, by phone or by other electronic means.

**7.6** - A quorum is 50% plus one (1) of Directors.

**7.7** - Decisions shall be by majority vote of Directors present; in case of a tie, the Chair has a casting vote.

**7.8** - Written or electronic resolutions signed by all Directors are as valid as if passed at a meeting.

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## **Article 8: Annual General Meetings**

**8.1** - Annual General Meetings will be held prior to the new school year commencement in September.

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## **Article 9: Committees**

**9.1** - The Board may establish standing or ad hoc committees to carry out its responsibilities.

**9.2** - The Chair shall serve as Chair of the Executive Committee and ex-officio (non-voting) member of all other Board committees.

**9.3** - The creation of any committees requires approval from the Board of Directors, and must abide by the laws and regulations outlined in our Policies and Procedures.

**9.4** - Committees under the authority of the Board of Directors have no direct power over Board decisions or school governance.

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## Article 10: Financial Management

**10.1** - The fiscal year of the Society ends on August 31.

**10.2** - The Board shall prepare and approve annual operating and capital budgets for the Society.

**10.3** - The Board shall engage an independent auditor to conduct an annual financial audit. The audit will be presented to the Directors at the AGM.

**10.4** - Borrowing, real estate transactions, or contractual commitments exceeding budget thresholds or terms longer than five (5) years require prior approval by the Directors.

**10.5** - No part of the Society's income shall be payable to Directors, or Officers.

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## **Article 11: Record Keeping**

**11.1** - The Board shall see that all necessary books and records of the Society required by the By-laws, the Act or by any other applicable law are regularly and properly kept.

**11.2** - The Secretary will maintain and have charge of the minute books of the Society and will record the minutes of proceedings of all Board meetings.

**11.3** - The books and records of the Board shall be kept at such a place as the Board determines and shall at all times be open to inspection by the Board of Directors.

**11.4** - The Board shall determine whether and to what extent the books and records of the Board shall be open to inspection by interested parties.

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## Article 12: Head of School

**12.1** - The Head of School shall be appointed and, if necessary, terminated by the Board, with prior approval from the Directors and following full due processes as outlined in Board Policies.

**12.2** - The Head of School shall manage day-to-day operations and report to the Board.

**12.3** - The Head of School shall not serve as a Director nor have voting rights on the Board.

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## **Article 13: Protection of Directors & Officers**

**13.1** - Directors and Officers shall not be personally liable for debts of the Society, provided they act in good faith and within the scope of their authority.

**13.2** - The Society shall indemnify Directors and Officers against reasonable expenses and liabilities incurred in the performance of their duties, except in cases of willful neglect or default.

**13.3** - The Society may purchase and maintain Directors and Officers Liability Insurance and any other insurance deemed necessary to protect the Society, its Directors, its Officers, and its employees.

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## **Article 14: Amendments**

**14.1** - These Bylaws may be amended by special resolution passed by at least 75% of Directors present at a duly called general meeting, with at least 21 days' written notice.

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## **Article 15: Dissolution**

**15.1** - Upon dissolution, and after payment of debts and liabilities, the remaining property shall be distributed to one or more registered charities in Canada whose purposes align with those of the Society.

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