

SCHEDULE "B"

LANGLEY SCHOOL DISTRICT FOUNDATION

BYLAWS

PART 1

INTERPRETATION

- 1.1 In these Bylaws, unless the context otherwise requires:
- a) "Board" means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
 - b) "Directors" means the directors of the Society for the time being pursuant to Part 6 hereof;
 - c) "Members" means the members of the Society for the time being;
 - d) "registered address" of a member means his address as recorded in the register of members;
 - e) "Society" means Langley School District Foundation;
 - f) "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - g) "Nominating Committee" means the persons for the time being comprising the Nomination Committee pursuant to Part 7 hereof;
- 1.2 The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.
- 1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa.

PART 2

PURPOSE

- 2.1 In these Bylaws the purposes of the Society are as outlined in its Constitution, registered under the *Society Act*, and operating within the regulations set forth for charitable foundations in the *Income Tax Act* (Canada).

PART 3

MEMBERSHIP

- 3.1 The Members of the Society shall be only those persons who are serving from time to time as the Directors of the Society.
- 3.2 A person shall cease to be a Member of the Society upon ceasing to be a Director of the Society.
- 3.3 Every Member shall uphold the constitution and comply with these Bylaws.

PART 4

MEETING OF MEMBERS

- 4.1 General meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the Directors decide.
- 4.2 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.
- 4.3 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 4.4 The Directors may, whenever they think fit, convene an extraordinary general meeting.
- 4.5 Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.
- 4.6 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

PART 5

PROCEEDINGS AT GENERAL MEETINGS

- 5.1 Special business is
 - a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - b) all business that is transacted at an annual general meeting, except
 - i) the adoption of rules of order;
 - ii) the consideration of the financial statements;

- iii) the report of the Directors;
 - iv) the report of the auditor, if any;
 - v) the election of Directors;
 - vi) the appointment of the auditor, if required; and
 - vii) such other business as, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 5.2 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 5.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.4 A quorum shall be the greater of one third of the Members or three Members.
- 5.5 If within 30 minutes from the time appointed for a Members' meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum, provided there are at least three Members present.
- 5.6 Subject to Bylaw 5.7, the President of the Society, the Vice-President, or, in the absence of both, one of the Directors present, shall preside as chairperson of a general meeting.
- 5.7 If at a general meeting
- a) there is no President, Vice-President, or other Director present within 15 minutes after the time appointed for holding the meeting, or
 - b) the President and all the other Directors present are unwilling to act as chairperson,
- the members present shall choose one of their number to be chairperson.
- 5.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.9 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 5.10 Except as provided in these Bylaws, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
- 5.11 No resolution proposed at a meeting need be seconded, and the chairperson of a meeting may move or propose a resolution.

- 5.12 In case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member, and the proposed resolution shall not pass.
- 5.13 A Member in good standing present at a meeting of Members is entitled to one vote.
- 5.14 Voting is by show of hands, unless the Members otherwise decide.
- 5.15 Voting by proxy is not permitted.
- 5.16 A corporate Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Member, and that representative shall be reckoned as a Member for all purposes with respect to a meeting of the Society.

PART 6

DIRECTORS

- 6.1 The Directors shall manage, or supervise the management of, the affairs and business of the Society in accordance with the Constitution and shall be authorized to exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:
 - a) all laws affecting the Society;
 - b) these Bylaws; and
 - c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
- 6.2 No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 6.3 There shall be no less than seven (7) Directors of the Society and no more than eleven (11) Directors of the Society.
- 6.4 The Board of Directors shall be comprised of the following individuals:
 - a) one (1) representative of the ranks of the senior staff of the School District No. 35 (Langley) elected by the Members of the Society;
 - b) at least six (6) and no more than ten (10) representatives from the Langley community at large elected by the Members of the Society.

- 6.5 A Director's term of office shall commence immediately after the close of the annual general meeting at which he or she was elected or appointed and his or her term of office shall expire at the close of the third (3rd) annual general meeting of the Society after the annual general meeting at which he or she was elected or appointed. A Director may not sit on the Board for longer than three (3) consecutive terms.
- 6.6 If a Director has been in office for nine (9) consecutive years or longer, he or she may not stand for election at the end of his or her term and he or she must be off the Board for at least one (1) year before he or she becomes eligible again to act as Director.
- 6.7 Subject to Bylaws 6.6 and 6.7, a Director is eligible for re-election or re-appointment when his or her term expires.
- 6.8 Notwithstanding the terms of Bylaws 6.6 and 6.7, the Board may determine, in its discretion, the initial term length of any incoming Director for the purpose of ensuring continuity of Board composition. Furthermore, in the case of a Director(s) representing the Board of School Trustees of School District No. 35 (Langley), the Directors may make an exception from the three (3) year term limit, permitting a term longer than three (3) years.
- 6.8 A person shall cease to be a Director of the Society
- a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - b) by expiration of his or her term;
 - c) on his or her death, or mental incapacity; or
 - d) on being removed by the Members in accordance with the provisions of the *Society Act*;
- 6.9 If a Director resigns or otherwise ceases to hold office, the remaining Directors may, by a majority vote, appoint a duly qualified person, as a replacement Director to fill the vacancy until the expiration of the term of the Director ceasing to hold office.
- 6.10 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 6.11 The Members may by special resolution remove a Director before the expiration of his or her term of office and may elect a successor to serve to the next annual general meeting.
- 6.12 In accordance with paragraph 8 of the Constitution, no Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

PART 7

NOMINATING COMMITTEE

- 7.1 Each year in which there is a vacancy on the Board of Directors, the Directors shall appoint a Nominating Committee to nominate persons to fill vacancies on the Board of Directors.
- 7.2 At least 31 days prior to the annual general meeting of the Society, the Nominating Committee shall provide a report to the Board with a list of persons nominated to fill vacancies in the Board.
- 7.3 The Members of the Society may nominate a person for election to fill vacancies on the Board, provided that such nominations must be submitted to the President 45 days before the annual general meeting.
- 7.4 The President shall mail the list of persons selected or nominated by the Nominating Committee and the list of persons nominated by the Members, to each Member of the Society not less than 30 days prior to the annual general meeting.

PART 8

PROCEEDINGS OF DIRECTORS

- 8.1 The Directors may meet together regularly, at least on a quarterly basis, at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone, telephone conference call, and audio/visual telecommunications.
- 8.2 The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be a majority of the Directors then in office. Directors participating by telephone or telephone conference call shall be considered part of the quorum.
- 8.3 The President shall be chairperson of all meetings of the Directors unless the Directors otherwise decide.
- 8.4 A Director may at any time, and the Secretary on the request of a Director shall, convene a meeting of the Directors.
- 8.5 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, email, or facsimile, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn
 - a) no notice of meetings of Directors shall be sent to that Director; and
 - b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective.
- 8.6 Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- 8.7 In case of an equality of votes, the President does not have a second or casting vote.

- 8.8 No resolution proposed at a meeting of Directors or committee of Directors needs to be seconded, and the chair of a meeting may move or propose a resolution.
- 8.9 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.
- 8.10 All acts done by any meeting of the Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such Directors or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

PART 9

DUTIES AND POWERS OF DIRECTORS

- 9.1 The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name the committee.
- 9.2 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.
- 9.3 Subject to directions of the Directors, each committee shall determine its own procedure.
- 9.4 The members of a committee may meet and adjourn as they think proper.
- 9.5 A Director shall
- a) act honestly and in good faith and in the best interests of the Society; and
 - b) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.
- 9.6 A Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his or her interest all of the Directors and shall otherwise comply with the requirements of the *Society Act*.
- 9.7 The Directors shall enter in the register the names of applicants for incorporation, and the name of every other person admitted as a Member of the Society, together with the following particulars of each:
- a) the full name and residence address;
 - b) the date on which a person is admitted as a Member; and
 - c) the date on which a person ceases to be a Member
- 9.8 The Directors shall prepare all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting.

- 9.9 The Directors shall on behalf of the Society file all financial and other reports that have to be filed after the annual meeting as required by the *Society Act* and *Income Tax Act* or other law.
- 9.10 The Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
- a) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
 - b) every asset and liability of the Society; and
 - c) every other transaction affecting the financial position of the Society.
- 9.11 The Directors may invest the assets of the Society as the Directors in their absolute discretion consider advisable and shall not be limited to those investments authorized by law for trustees.
- 9.12 The Board of Directors may from time to time retain investment counselors, professional advisors and other persons for the purpose of counseling the Society with respect to the investment of its assets.
- 9.13 The Board of Directors may, in consultation with investment counselors and professional advisors, adopt by resolution a policy with respect to the investment objectives and guidelines for the investment of assets of the Society and such policy may be rescinded or amended from time to time by resolution of the Board of Directors.
- 9.14 The Directors may appoint any agents and retain any employees that it considers necessary. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the Directors.
- 9.15 The remuneration for any agents or employees shall be fixed by the Directors at the time of their appointment by resolution and reviewed by the Directors from time to time. The resolution shall be effective on the date set out in the resolution until the next annual general meeting of the Members, at which time it shall be confirmed by resolution of the Members. If the Members fail to confirm the resolution, payments to the agents or employees shall cease to be made.

PART 10

OFFICERS

- 10.1 The Officers of the Society shall be as follows:
- a) President;
 - b) Vice-President;
 - c) Secretary;
 - d) Treasurer;

- and such other Officers as may be determined by the Board of Directors from time to time.
- 10.2 Officers shall be appointed by the Directors. All officers shall be Directors and shall cease to be officers upon ceasing to be Directors.
- 10.3 A Director may hold an Officer position for a one (1) year term, which may be renewed up to three (3) times. Notwithstanding, the term of the Office of President shall be a two (2) year term, which may be renewed up to three (3) times.

PART 11

PROVISIONS FROM THE SOCIETY'S PRE-TRANSITION CONSTITUTION

- 11.1 No part of the Society's assets shall enure to the benefit of any private individual, and no part of the activities of the Society shall consist of participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for office. The Society shall not carry on propaganda, or otherwise attempt to influence legislation to an extent which would disqualify it from status as a registered charitable public foundation under the Income Tax Act. Notwithstanding any other provision in the Constitution, the Society shall not engage in any activities or exercise any powers that are not in furtherance of its purposes. This provision was previously unalterable.
- 11.2 The purposes referred to in paragraph 2 shall be limited to the sole purposes and objects of a registered Canadian charitable foundation under the Income Tax Act. This provision was previously unalterable.
- 11.3 Upon the winding-up or dissolution of the Society, the funds and assets of the Society shall not be distributed among the members or any of them. After all debts have been paid or provision for their payment has been made, the assets remaining shall be paid, transferred and delivered to The Board of School Trustees of District No. 35 (Langley) provided that it is then a qualified donee. In the event that The Board of School Trustees of District No. 35 (Langley) is not then a qualified donee, the remaining assets of the Society shall be paid, transferred and delivered to such other qualified donee as the Directors of the Society shall determine. This provision was previously unalterable.
- 11.4 No part of the income of the Society shall be payable or otherwise available for the personal benefit of any member, director or officer of the Society. This provision was previously unalterable.
- 11.5 The Society shall be carried on without purpose of gain for its members, directors or officers and any profits or other accretions of the Society shall be used solely for promoting its purposes. This provision was previously unalterable.
- 11.6 No director or officer of the Society shall be remunerated for being or acting as director or officer of the Society, but a director or officer of the Society may be reimbursed for expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society. This provision was previously unalterable.