

# Legacies Academy Foundation Bylaws

An Alberta Society incorporated under the Societies Act

***Date Approved:** January 2020*

***Date Reviewed:** May 2023*

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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.
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## **Article 2: Purpose**

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

- a) Establish, operate, and maintain Legacies Academy, a private educational institution;
  - b) Develop and implement curriculum and programs consistent with Alberta legislation and the Society's faith-based mission;
  - c) Promote and support educational excellence and character development consistent with the Society's Vision, Mission, and Statement of Faith.
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## **Article 3: Membership**

**3.1** - Membership in the Society shall be open to individuals who support its purposes and are approved by the Board.

**3.2** - Membership categories and voting rights shall be determined by policy.

**3.3** - Members shall be entitled to receive notice of, attend, and vote at Annual and Special General Meetings.

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## Article 4: Governance

### 4.1 - 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.
- b) Directors shall be elected by the Members at the Annual General Meeting (AGM) for a term of one (1) year and may be re-elected, subject to a maximum of six (6) consecutive years on the Board.
- c) Directors shall hold office until the close of the AGM following their election, or until their successors are elected or appointed.

### 4.2 - 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 Members.
  - b) The Board shall:
    - Develop, implement, and monitor Board Policies;
    - Hire and, if necessary, terminate the Head of School (with prior approval of the Members);
    - 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 5: Officers

### 5.1 - 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 one (1) year terms and may be re-elected, subject to term limits.

### 5.2 Duties of Officers

#### a) Chair

- Presides at all Board and Member 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.

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

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

#### c) Secretary Treasurer

- Ensures meeting notices and minutes are properly recorded and circulated;
  - Maintains Board Policy documents;
  - Oversees official correspondence as directed by the Board.
  - Advises the Board on financial matters;
  - Oversees preparation of financial statements and budgets;
  - Confirms compliance with statutory remittances;
  - Serves on the Audit and Finance Committee.
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## **Article 6: Meetings of the Board**

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

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

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

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

**6.5** - A quorum is a majority of Directors in office.

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

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

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## **Article 7: Committees**

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

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

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## **Article 8: Financial Management**

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

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

**8.3** - The Board shall engage an independent auditor to conduct an annual financial audit.

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

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

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## **Article 9: Head of School**

**9.1** - The Head of School shall be appointed and, if necessary, terminated by the Board, with prior approval from the Members.

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

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

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## **Article 10: Protection of Directors & Officers**

**10.1** - 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.

**10.2** - 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.

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## Article 11: Amendments

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

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## Article 12: Dissolution

**12.1** - 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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