ALBERTA CONSUMER AND CORPORATE AFFAIRS CORPORATE REGISTRY

AMENDED BYLAWS OF ROBERT WARREN PARENTS ASSOCIATION

1. NAME

The name of the organization shall be known as Robert Warren Parents Association. (The "Society").

2. HEAD OFFICE

The Registered Office of the Society shall be located at such place in the City of Calgary, Province of Alberta, as the Board of Directors may decide from time to time. The books and records of the Society shall be maintained at Robert Warren School. (The "School").

3. OBJECTS

The objects of the society shall be as set out in the incorporating documents of the Society as amended from time to time.

4. MEMBERSHIP

Parents or guardians of students registered at Robert Warren School, as well as residents of the Canyon Meadows community, may be members of the Society. The qualifications for membership and the power to admit new members to the Society shall be solely in the discretion of the Board of Directors of the Society. (The "Board" or the "Board of Directors"). Any paid staff or administration at Robert Warren School may be members in an advisory capacity only, without voting or board privileges.

4.1. The Board of Directors may deliver to each applicant for membership the objects and standards of the Association and may obtain an undertaking in writing of the applicant that the applicant is prepared to follow them as an obligation of membership.

5. APPLICATIONS FOR MEMBERSHIP

Persons making applications for membership shall:

5.1. Make an application to the Society for membership in the form and manner as prescribed by the Board of Directors of the Society from time to time.

5.2. Ensure that the application shall be accompanied by the amount of the annual membership fee or prorated annual membership as the case might be.

5.3. Agree to hold the Society, its officers and members harmless with respect to any actions of discipline which may be imposed upon him or her as a member.

6. RENEWALS OF MEMBERSHIP

Provided that a member has complied with all the provisions of these Bylaws, the member shall be entitled to have the membership renewed annually provided such renewal is made within such time as the Board of Directors may set for renewals to be received in the office of the Society. Any renewal received after the specified date shall be treated as an application for a new membership.

7. TERMINATION OF MEMBERSHIP

Any member may resign at any time from the Society by submitting a written notice to this effect to the Secretary accompanied by a remittance in full of all dues and assessments payable by him or her to the date of termination. Any member who fails to renew a membership within the time fixed by the Board of Directors shall cease to be a member. Members may be expelled or suspended by the Board for failure to abide by the rules and regulations of the Society.

8. VOTING BY MEMBERS

Notwithstanding anything set out elsewhere in these Bylaws any member who is suspended shall not have any right to vote at any meeting of Members of the Society nor to take part in any of the proceedings of the Society.

8.1. Each member in good standing is entitled to one vote at any meeting of the members, unless prohibited by these Bylaws. No member may vote by proxy.

9. MEMBERSHIP FEES

The annual Membership Fees for all categories of membership shall be as established by the Board of Directors from time to time. Fees shall be payable in advance and in full as of the beginning of the fiscal year of the Society in each year or at such other time or in such portions as the Board of Directors may decide from time to time. Fees for new members enrolled throughout the year shall be in such amount as shall be set from time to time by the Board of Directors.

10. BUSINESS OF THE SOCIETY

The property and business of the Society shall be exclusively managed by the Board of Directors and all disbursements of finds shall be itemized and accounted for by the Board through the Treasurer at every annual meeting.

10.1. The powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by a resolution signed by all of the Directors who would be entitled to vote on that resolution at a meeting of the Board. If there is a vacancy in the Board, the remaining directors may exercise all of the powers of the Board so long as a quorum remains in office.

11. BOARD OF DIRECTORS AND OFFICERS

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer and a minimum of l and a maximum of 10 other Directors, who shall be elected by the Members from among the membership.

11.1 At all meetings of the Board every question shall be decided upon by a majority of votes cast on the question. Neither the Chairperson nor the Ex Officio members shall be entitled to vote on any Motion or Resolution with the Chairperson entitled only to cast a vote in the event of a tie. Should the Chairperson decide not to cast any vote, the motion or resolution shall be deemed to have been defeated.

11.2. Directors shall not be held personally responsible for any debts incurred by the Society.

12. QUALIFICATIONS OF DIRECTORS

All Directors shall be individual members of the Society and over the age of 18.

13. TERM

The members of the Board of Directors shall be elected each year at the annual meeting of the Society for one year term which shall terminated upon their successors taking office. A member can be elected to the Board of Directors again at the end of the one year term. An officer can be elected to his or her position for two consecutive terms. If a member does not step forward, an officer may be elected into the same position for a maximum of four consecutive terms.

13.1. A Director ceases to hold office when that Director:

a) dies or becomes incapacitated;

b) is removed from office by the members'

c) misses three consecutive meetings of the Board without good cause, at which time the Board may by a majority vote remove that Director from office;

d) submits a written resignation to the Board.

14. EX OFFICIO MEMBERS

The Principal, Members of the Administrative Team of Robert Warren School and the Immediate Past-President of the Society shall be Ex-Officio members of the Board of Directors. All Ex-Officio members are entitled to attend any meetings of the Board of Directors and participate in any discussions or proceedings at such meeting but are not entitled to vote on any matters of the meeting.

15. QUORUM

A Quorum for any meeting of the Board of Directors shall be a majority of the elected directors. In the absence of a quorum no business may be transacted except a motion to adjourn and a motion to set a date for the next meeting of the Board of Directors. A meeting which is properly convened with a quorum present may continue to its conclusion notwithstanding that at some point during its deliberations a quorum is not present or is not present at its termination. Financial decisions shall not be made without a quorum present.

15.1. A Quorum for any Special Meeting, an Ordinary Meeting or the Annual General Meeting of members shall be five members of the Society who are in good standing with the Society at the time of the Meeting, or at least one half of the members of the Society who are in good standing with the Society at the time of the meeting, whichever is less.

16. OFFICERS

The officers of the Society shall be the President, Vice President, Treasurer and Secretary. An officer of the Society may not hold more than one office at any one time.

17. PRESIDENT

The President shall be the presiding officer of the Board of Directors whose duties shall be those which usually pertain to this office. The President shall be an Ex Officio member of all standing and special committees. At any meeting of the Board or of the Members, the President while acting as Chairperson (or any other person if acting as Chairperson) of the meeting shall not have a vote except in the case of a tie. All Society business requiring a signature shall be signed by the President who shall also be one of the signing officers for bank records and cheques.

18. VICE PRESIDENT

The Vice President shall perform the duties of the President whenever the President is unable to attend or perform the duties of that office and shall be a member of the Membership Committee. In the President's absence, the Vice-President shall have signing authority on all banking records and cheques.

19. TREASURER

The Treasurer shall be the official custodian of all money and financial records of the Society and shall have signing authority along with the President and Vice-President on all banking records and cheques. An accounting and full report of all transactions of this office shall be made at every meeting and at any other time required by the Board of Directors.

19.1. The Treasurer shall present the original, current Bank Statement(s) at each monthly meeting of the Society for review by the Board of Directors.

20. SECRETARY

The Secretary shall be the official custodian of the Minute Book, seal and all other records of the Society, except those maintained by the Treasurer, including a permanent record of the Minutes of all Special Meetings of the Society, the Annual General Meeting of members and of all meetings of the Board of Directors, and shall carry out all other duties as assigned by the Board of directors, by these Bylaws, or which are usually assigned to the Secretary of similar Societies.

21. REMUNERATION

The Officers and the Directors shall not receive any remuneration for their services, except such reimbursements of expenses incurred as the Board of Directors may authorize.

22. VACANCIES

Any vacancies arising from the resignation or retirement of a Director or Officer may be filled by a Resolution of the Board of Directors. The person so appointed shall be a member in good standing with the Society and shall hold office for the balance of the term of the Director of officer who has retired or resigned. Should a vacancy arise from the failure of members to elect a minimum number of Directors, the Board shall immediately call a Special Meeting of the Members to fill the vacancy.

23. NOMINATIONS AND ELECTIONS

A nominating committee, consisting of a Director and two other members who are not Directors shall be appointed by the Board each year to make nominations and generally to oversee and supervise the election of Directors and of the Officers of the Society. Members of the Nomination committee are eligible for office if they step down from the committee during the ballot casting and counting procedure for the position they are nominated for. During the time that a member of the nominating committee is running for a position, a current member must replace them during the ballot casting and counting procedure.

23.1. Nominations of Officers and Directors may be made by members from the floor at the Annual General Meeting.

23.2. There shall be no maximum number of terms for directors.

23.3. In the event that the persons nominated by the Nominating Committee and from the floor equal exactly or are less than the positions to be filled, the Chairman shall declare the Nominees elected by acclamation and no ballot shall be required. Only if two people or more are running for the same position shall a ballot be required.

23.4. Where an election is necessary, all ballots shall be cast by secret ballot at the Annual General Meeting.

23.5. The nominee receiving the majority of votes cast for any office or position shall be declared elected. In the event that no person receives a majority, the name of the person receiving the least number of votes shall be removed from the ballot eligibility list and a new ballot be taken. This process is continued until a candidate receives a majority of the votes cast.

24. TAKING OFFICE

Directors whether elected by ballot or by acclamation shall take office at the conclusion of the Annual General Meeting or at such time during that meeting as the Chairperson of the meeting so declares.

25. ELECTION OF OFFICERS AND DIRECTORS

All Officers and Directors of the Society shall be nominated by the Members at the annual general meeting.

26. TERM OF OFFICERS

The Officers of the Society shall hold office until the conclusion of the next succeeding Annual General Meeting of members of the Society or the declaration by the Chairman of that meeting of the election of Office of the new Directors (whichever first occurs). Any Officer may be removed from Office during the term and/or, replaced by the Board of Directors by a Resolution brought upon notice in writing to the Officer to be removed and to the other Directors specifying the Resolution to be brought. Any Officer who is the subject of the Resolution shall be entitled to address the Board on the issue.

26.1. The President shall serve for a one year term. If re-elected he/she can serve up to a maximum of two consecutive terms in that position.

26.2. The Vice-President shall serve for a one year term. If re-elected he/she can serve up to a maximum of two consecutive terms in that position. The Vice-President should consider preparing his/her self for the possible undertaking to succeed as President to ensure continuity.

26.3. The Secretary and Treasurer shall serve for a one year term and shall not serve for more than two consecutive terms in the same office. If the situation arises and no members step forward for the position of Secretary and/or Treasurer, the current Secretary and/or Treasurer may be re-elected into the same position for a maximum of four consecutive terms.

27. COMMITTEES

The Committees of the Society shall be as established by the Board of Directors from time to time.

28. NOTICE OF MEETING

Notice of the time and place of each meeting of the Board shall be given in writing or verbally in person or by telephone to each Director not less that forty-eight (48) hours before the time when the meeting is to be held. Notice of a meeting of Directors need not specify the purpose of or the business to be transacted except where the Act may require such specification. A Director may waive notice of or otherwise consent to a meeting of the Board.

28.1. Attendance of a Director at a meeting shall constitute a waiver of notice of that meeting except where the Director attends for the express purpose of objecting to the transaction of business on the grounds that the meeting is not lawfully called.

28.2 Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of the Members at which the Board is elected.

29. ANNUAL GENERAL MEETING

The Annual General Meetings and the Ordinary General Meetings of the Society shall be held at a time and place designated by the Board of Directors. Notice of such meeting shall be given to each member of the Society at least seven (7) days prior to such a meeting. Such notice shall be sufficiently given if published in any publication of the Society if such publication is mailed or sent by way of the School newsletter/website to the members at least seven (7) days prior to the date set for the Meeting.

30. SPECIAL MEETINGS

Special meetings of the Society shall be held at a time and place as determined by the Board of Directors or upon a request in writing signed by (a) a majority of the members of the Board of Directors or (b) TWENTY-FIVE PERCENT (25%) of the members of the Society, provided that a notice specifying the matters to be discussed at such meeting is also given at the same time as the request is delivered. The request shall be delivered to the President of the Society, or if unavailable, to the Vice-President, which person shall immediately call a meeting to be held and shall give a least 21 days' notice to all members of the Society of the Special Meeting and the matters to be discussed at that meeting. Notice shall be sufficiently given if in writing and mailed or sent by way of the School newsletter/website to members. The special meeting shall be held within 35 days of delivery of the request to the Officer.

31. FISCAL YEAR END

The fiscal year of the Society shall be as determined by the Board of Directors from time to time.

32. BANKING

The banking of the Society including; without limitation, the borrowing of money and the giving of security, shall be transacted with such banks, trust companies or other corporations or organizations as may from time to time be determined by the Board and shall be transacted under such agreements, instructions and delegations of power as the Board may from time to time prescribe or authorize.

32.1. All securities owned by the Society shall be lodged in the name of the Society with a chartered bank or a trust company or be placed in a safety deposit box or in such other depositories as may from time to time be determined by the Board.

33. ACCOUNTING REVIEW OR AUDITS

The Board of Directors shall appoint annually a qualified Accountant or any two members who are not Officers or Directors as auditors to perform such audit of the books and records as the Directors may determine from time to time, and to report to the Society at the Annual General Meeting.

34. BORROWING POWER

Subject at all times to any over-riding provisions of the Societies Act, RSA 1994, (the "Act") and in particular any requirement for approval of the members by Special Resolution or otherwise, providing that it is done to promote the objects of the Society, the Board may from time to time on behalf of the Society and without authorization of the Members:

(a) Borrow money upon the credit of the Society;

(b) Issue, re-issue, sell or pledge bonds, notes or other evidence of indebtedness or guarantees of the Society, whether secured or unsecured;

(c) Deliver guarantees of the Society to secure the performance of any present or future indebtedness, liability or obligation of any person.

35. CORPORATE SEAL

The Society shall have a seal as the Board shall decide and the seal shall be kept at the Robert Warren School.

36. SIGNATURES

Any document which requires the Corporate Seal to be affixed shall be signed by a least two of the Officers of the Society and the President shall be one of the signing officers unless another person has been designated by the President in his or her absence.

37. INSPECTION BY MEMBERS

Any member of the Society may inspect the official books and record of the Society at the offices of the Society during normal school hours. A member may make such copies as the member requires at the cost of the member.

38. INDEMNITY

Every Director and Officer of the Society who has acted honestly and in good faith with a view to the best interests of the Society and exercised the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances on behalf of the Society, shall be indemnified by the Society of any matter or liability or cost to which such person is exposed to or required to pay by reason of so acting.

39. RULES OR ORDER

Roberts Rules of Order shall govern all meetings conducted by the Society.

40. EFFECTIVE DATE

These Bylaws come into effect upon registration of a copy with the Consumer and Corporate Affairs Department of the Province of Alberta.

41. BYLAW AMENDMENTS

These Bylaws may be repealed or amended by Special Resolution passed at a Special Meeting or at the Annual General Meeting of which at least 21 days' notice has been given, specifying the intention to propose the Resolution and which Resolution is passed by a vote of at least 75% of those members entitled to vote who are in attendance.

42. DISSOLVING THE SOCIETY

Any resolution to dissolve the Society shall include a resolution to transfer and deliver any surplus of funds or assets of the Society, after payment of all debts of the Society, to a society or association with the same, or similar, objects to those of the Society, or to the Robert Warren School or to another public school serving the junior high school age children of the Robert Warren School designated areas.