

Montessori Education Preschool & ECS Institute of Alberta Bylaws

ARTICLE 1 - Name

- 1.1 The name of the society shall be Montessori Education Preschool & ECS Institute of Alberta, hereinafter referred to as the “Society”.

ARTICLE 2 – Definitions

- 2.1 Member : Any parent or Guardian of a child currently attending the Centre or such individuals who express their interest, in writing, and accepted by the Board of Directors, in furthering the objectives of the Society.
- 2.2 Voting Member : All eligible Members who are financially current.
- 2.3 Board: All Board of Directors elected to hold office until the next annual general meeting
- 2.4 Board Executive: The President, Vice-President, Treasurer and Secretary of the Board of Directors
- 2.5 Annual General Meeting: A meeting held once a year on or before August 31st that is open to all Members and the public
- 2.6 Special Meeting: Special Meetings of the Society may be called by the Board of Directors or by a request to the President of the Board signed by a minimum of 3 members of the Society to address issues that cannot be tabled until the Annual General Meeting.
- 2.7 Special Resolution: Any issue that is subject to a vote at a Special Meeting
- 2.8 Presiding Officer: The President of the Board will be the Presiding Officer at every meeting of the Society
- 2.9 Society – Montessori Education Preschool & ECS Institute of Alberta Society unless otherwise specified.
- 2.10 Centre – The premises (Head Office) out of which the Society operates, currently 3 Windsor Crescent S.W.
- 2.10. The Societies Act – Alberta Provincial legislation governing registered non-profit societies in Alberta

ARTICLE 3 – Objectives

- 3.1 This Corporation shall administer a child development program providing quality care and education services for its Members.
- 3.2 This Corporation shall be self-supporting, nonprofit, organized on a non-stock basis, and shall be an equal employment opportunity employer. The bylaws will be governed, construed and interpreted by, through and under the laws of the province of Alberta.
- 3.3 The purpose of the Corporation is to provide child development and education services for

children ages two years 8months to six years of age. The Corporation provides these services to children of faculty, and staff, and of all families in the greater Calgary area.

ARTICLE 4 - Membership of the Society

- 4.1 The Membership in the Society shall consist of:
- a. Any parent or guardian of a child currently attending the Society
 - b. Such individuals who express their interest in writing in furthering the objectives of the Society and accepted by the Board of Directors
- 4.2 While not in default in complying with the Bylaws or the Policies approved by the Members from time to time, each Member shall be considered as a Member in good standing and may:
- a. attend all Annual General and Special meetings of the Society;
 - b. vote at all Annual General and Special Meetings of the Society. Members must be in attendance; proxy votes will not be accepted;
 - c. be eligible to stand for election to the Board of Directors of the Society; and,
 - d. participate in the general activities of the Society.
- 4.3 Members of the Society may resign by:
- a. Permanently withdrawing their child/children from attendance at the Centre if they are subject to 3.1a of these bylaws, or
 - b. Conveying their resignation in writing to the Chair of the Board of Directors if they are subject to 3.1b of these bylaws.
- 4.4 A Member may be expelled from membership in the Society by the Board in its sole discretion if the member fails to comply with the Bylaws or the rules and regulations approved by the Members from time to time.

ARTICLE 5 – Annual General Meetings or Special Meetings of the Society

5.1 The Society shall hold an Annual General meeting each year in the City of Calgary, in the Province of Alberta on or before the 31st day of August.

5.2 a. At least twenty-one (21) days written notice of the date and place of the meeting shall be given by the Secretary to the members of the Society by posting a notice in the common area of the Centre and by distributing the same notice to all members as defined in section 4.1 of these bylaws.

b. No action taken at an Annual General 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.

5.3 The Annual General Meeting agenda will deal with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. President's report;
- d. Treasurer's Report; including review of the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report (can also be presented by the auditor);
- e. Executive Directors report, including staff and program achievements, fundraising, goals and outline for the next year;
- f. electing the Members of the Board;
- g. other matters specified in the meeting notice;

5.4 a. The President of the Board will be the Presiding Officer at every meeting of the Society. The Vice-President will be the Presiding Officer in the absence of the President.

b. If neither the President nor the Vice- President is present within one-half (1/2) hour after the set time for the meeting, the Members present choose one (1) of the Members to preside at the meeting.

5.5 a. Three members in good standing or twenty percent (20%) of the active members in good standing of the Society, whichever is less, shall constitute a quorum for the Annual General Meeting

b. The Board President shall cancel the Annual General Meeting if a quorum is not present within one half (1/2) hour of the set time. If cancelled, the meeting shall be rescheduled for one (1) week later at the same time and place. If a quorum is not present within one half (1/2) hour of the set time of the second meeting, the meeting shall proceed in any event with the Members then in attendance.

- 5.6 a. Special Meetings of the Society may be called by the Board President, Board of Directors or by a request to the President of the Board signed by three members of the Society. Notice of the time, place and purpose of the meeting must be given in writing to all Members by the Secretary at least twenty-one (21) days prior to the meeting by posting a notice in the common area of the Centre and by distributing the same notice to all members as defined in section 4.1 of these bylaws.
- b. Three members in good standing or twenty percent (20%) of the active members in good standing of the Society, whichever is less, shall constitute a quorum for the Special Meeting
- 5.7 Only the matter(s) set out in the notice for the Special Meeting are to be considered at the Special Meeting.
- 5.8 Seventy-five percent (75%) of the Voting Members in attendance at a Special Meeting with the approval of majority of the Executive present shall decide any issue including an amendment to the Bylaws, borrowing by the issue of debentures, or any other matter relating to the Society.
- 5.9 a. All meetings shall be conducted according to recognized rules of parliamentary procedure.
- b. All voting rules, quorum requirements and meeting procedures applicable to the Annual General Meeting shall also be applicable to Special Meetings.
- 5.10 The Annual General Meeting and Special Meetings of the Society are open to the public. A majority of the Members present may require any persons who are not Members to leave during discussions of a sensitive nature.

ARTICLE 6 – Voting and Adjournment at Annual General Meeting or Special Meetings

- 6.1 Each Member has one (1) vote at every Annual General Meeting or Special Meeting. 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.
- 6.2 Members may withdraw their request for a ballot.
- 6.3 In the case of a tie, the President shall cast the deciding vote.
- 6.4 A Voting Member may not vote by proxy.
- 6.5 Seventy-five percent (75%) of the Voting Members present decides each issue and resolution unless specified otherwise in these bylaws
- 6.6 The President 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.
- 6.7 a. The President may adjourn any Annual General Meeting or Special Meeting with the consent of the majority of Members at the meeting. The adjourned Annual General

Meeting or Special Meeting conducts only the unfinished business from the initial Meeting

- b. No notice is necessary if the Annual General Meeting or Special Meeting is adjourned for less than thirty (30) days.
- c. The Society must give notice if an Annual General Meeting or Special Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any Annual General Meeting or Special Meeting.

ARTICLE 7 – Government of the Society (Board of Directors)

7.1 The affairs of the Society shall be managed by a Board of not less than Five (3) or more than Ten (10) Directors, each of whom at the time of his/her election and throughout his/her term of office shall be a member of the Society.

7.2 Each Director shall be elected to hold office until the first annual meeting after being elected or until a successor has been duly elected and qualified. The whole Board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot is demanded pursuant to section 5.1 of these bylaws.

7.3 All members of the Executive shall hold office until re-elected or until a successor is elected, subject to the sections 4.4, 7.3 and 7.4 of these bylaws

7.4 The members of the Society may, by resolution passed by at least seventy-five percent (75%) of the votes cast at an Annual General Meeting or Special Meeting of which at least twenty-one (21) days' notice has been given, remove any Director before the expiration of his or her term of office, and may by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of that Director's term of office.

7.5 The Board of Directors shall, at its first meeting after the Annual General Meeting of the Society, elect from among the Directors the Executive for the ensuing year, which shall consist of the President, Vice-President, Secretary and Treasurer.

7.6 All Directors shall serve on the Board without remuneration. However, Directors of the board may also serve as employees of the society. When paid members of the board are present during voting, at least 50% of the voting members must not be paid employees.

7.7 A member of the Board who fails to attend three consecutive meetings without justifiable cause may be given notice by the Board, and after a fourth consecutive absence without justifiable cause, may be terminated from the board.

- a. At any time the Board of Directors may remove any Director who is determined by the Board to have failed to comply with the bylaws or the rules and regulations approved by the Members from time to time.
- b. A member of the board who wishes to resign will give one month's written notice to the President of the Board.

7.8 The Executive shall perform the duties of their offices and as directed by the bylaws, the Society and the Board of Directors. Their duties shall include the following:

- a. The President shall call and preside at all meetings, provide active leadership, initiate

policy, and keep fully informed on the operations of the Society.

- b. In the absence of the President, the Vice-President shall have and exercise all such duties; privileges and powers as normally reside in the President.
 - c. The Secretary shall, in so far as reasonably possible, attend all meetings of the Society, the Board of Directors and the Executive, keep records of all minutes of all meetings, maintain an attendance record for each member, conduct correspondence for and on behalf of the Society.
 - d. The Treasurer shall, in so far as reasonably possible, attend all meetings of the Society, the Board of Directors, and the Executive, supervise the Executive Director in his/her keeping of all records, books, cheques, accounts and vouchers of the Society, the entering and recording of all bills, cheques, drafts and moneys received for or paid out on behalf of the Society, and render a just and true account of all moneys received and spent to the Society, the Board of Directors and/or the Executive when required to do so.
- 7.9 A meeting of the Board of Directors may be called at any time by the President. If the meeting is called at any other time than at a regular scheduled meeting of the Board of Directors, twenty-four hours notice of the meeting shall be given.
- a. The Board shall meet a minimum of four times yearly.
 - b. Fifty per cent (50%) of the Directors shall constitute a quorum at a meeting of the Board of Directors.
 - c. Unlike the Annual General Meeting, Proxy voting is permitted, provided all necessary information regarding the motion is made available to all board members a minimum of 48 hours in advance
 - d. In the case of a tie vote the Chair shall cast the deciding vote.
 - e. In the absence of the President and Vice-President from any meeting of the Board of Directors, the Directors present shall elect a Presiding Officer for the meeting.
 - f. Voting and participation through alternate means such as phone or Skype in a Board meeting is permissible provided advance notice is given
- 7.10 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.
- 7.11
- a. The Board of Directors shall be responsible for engaging an Executive Director who shall carry out the day-to-day activities of the Society policies under the direction of the Board in accordance with the current policies of the Society and job description for the position. The Board of Directors may hire any other staff it may deem necessary for the proper conduct of the affairs of the Society and determine the remuneration of all employees.
 - b. The Board of Directors shall be responsible for approving all personnel policies for the Society, including policies on recruitment, evaluation, dismissal, and contracts of employment, salaries, wages and employee benefits.
- 7.12 The powers of the Board of Directors are subject to the Societies Act. The powers and duties of the Board include, but are not limited to:
- a. Promoting the objects of the Society;
 - b. Promoting membership in the Society;

- c. Hiring the Executive Director to operate the Society;
- d. Determining employees' wages through the development and approval of annual budget;
- e. Maintaining and protecting the Society's assets and property;
- f. Approving an annual budget for the Society;
- g. Paying all expenses for operating and managing the Society;
- h. Paying persons for services and indemnifying employees from obligations reasonably incurred in good faith in promoting the interests of the Society;
- i. Financing the operations of the Society, and borrowing or raising monies;
- j. Approving policies for managing and operating the Society, including bylaws, as written by the Executive Director and the appropriate Committee;
- k. Approving all contracts for the Society;
- l. Maintaining all accounts and financial records of the Society;
- m. Appointing legal counsel as necessary;
- n. Selling, disposing of, or mortgaging any or all of the property of the Society; and.
- o. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Director

ARTICLE 8 – Auditing

- 8.1 The Fiscal Year of the Society shall end on the 31st day of August each calendar year, unless otherwise ordered by the Board of Directors
- 8.2 The financial records of the association shall be audited, at the close of each fiscal year, by a duly qualified accountant, recommended by the Executive Director and approved annually by the Board of Directors. A financial report will be submitted to the membership at the Annual General Meeting.
- 8.3 The financial records shall be kept regularly and properly by the Board of Directors and may be examined by members or the Board and those persons to whom the Board may grant permission.
- 8.4 All monies received by the Society shall be deposited in a chartered bank, trust company, or Government of Alberta Treasury Branch authorized to receive deposits and shall be withdrawn by cheque.

ARTICLE 9 – Signing Authority

- 9.1 The Executive Director, Director and the members of the Board Executive shall be given authority to sign each document or cheque.

ARTICLE 10 – Inspection of Books and Records

- 9.1 Members in good standing have the right to inspect the minutes or financial records of the Society pursuant to the following procedure:

- a. The request to inspect the book of minutes or financial records must be in writing and directed to the President of the Board or the Executive Director;
- b. The Executive Director, upon receiving the request, shall make the minutes and financial records of the Society available at a mutually convenient time within twenty days;
- c. The minutes and financial records may not be physically removed from the Centre; and,
- d. The Executive Director or his/her designate shall supervise the inspection

ARTICLE 11 – Amendments

- 11.1 These Bylaws may only be amended by a resolution passed as follows:
- a. At an annual or special meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given. and,
 - b. By a vote of not less than seventy-five percent (75%) of the members present and eligible to vote at an Annual General Meeting or Special Meeting.

ARTICLE 12 – The Seal of the Society

- 12.1 The Seal of the Society will be in the possession of the Executive Director, at the offices of the Society, at all times, and will be available to any member of the Executive in the event their use of it is required.

ARTICLE 13 – Non-Profit Operations

- 13.1 The Association shall be carried on without purpose of gain for its members and any profits or other acquisitions of the Society shall be used to:
- a. Repay any outstanding debts or loans;
 - b. Maintain reasonable fees paid by parents;
 - c. Promote the objectives of the Association.
- 13.2 The property and assets of the Society shall belong to the Society as a corporate entity, shall not constitute the property of any individual member, and no person shall have any claims upon the property and assets of the Society on ceasing to be a member or at any time thereafter.

In the event of the dissolution of the Society, all of its remaining assets, after payment of liabilities, shall be distributed to one or more charitable organizations to be voted upon by the membership and Board of Directors.