

Blueberry Playschool Association Bylaws

Blueberry Playschool Association
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Article 1-Preamble

1.1 The Society

The name of this society shall be the Blueberry Playschool Association and shall hereinafter be referred to as the “playschool”.

1.2 The Bylaws

The following articles set forth the bylaws of the playschool.

Article 2-Objects of the Playschool

2.1 The objects of the playschool are detailed in the Article of Incorporation.

Article 3-Membership

3.1 Member

To become a member, the individual must be a parent or guardian of a child or children registered in playschool.

A child is considered registered if:

- a. All registration forms have been submitted, and
- b. All required fees have been paid, and
- c. All required deposits have been submitted.

3.2 Membership Fees

3.2.1 Fees shall be set by the board prior to spring registration.

3.2.2 Payment date for fees

The required fees must be paid on or before the first day of classes for both the fall and winter terms. For members joining after the start of classes, fees must be paid prior to a child commencing attendance at playschool.

3.3 Rights and Privileges of Members

3.3.1 Any member is entitled to:

- a. Receive notice of meetings of the playschool;
- b. Attend any meeting of the playschool;
- c. Speak at any meeting of the playschool;
- d. Exercise other rights and privileges given to members in these bylaws.

3.3.2 Number of votes

A voting member family is entitled to one (1) vote per registered child at a meeting of the playschool.

3.4 Member Responsibilities

3.4.1 All members are expected to act with honesty and integrity while representing the playschool;

3.4.2 All members are responsible for staying current on playschool news and events;

3.4.3 All members are expected to fulfill any and all duties and to follow all rules and regulations as outlined in the current Parent Handbook;

3.4.4 Any knowledge of criminal or moral wrongdoings committed by another member or playschool employee are to be reported to the board immediately.

3.5 Termination of Membership

3.5.1 Resignation

Any member may resign by notifying the board in writing.

3.5.2 Deemed Withdrawal

If a member has not paid all required fees within thirty (30) days following the date the fees are due the member is considered to have submitted his/her resignation. *Extenuating circumstances will be given full consideration by the board.*

3.5.3 Expulsion

3.5.3.1 The playschool may expel any member for any cause that is deemed sufficient in the interests of the playschool.

3.5.3.2 This decision is final and effective immediately.

3.5.3.3 The board shall advise the member in writing the reason(s) for the expulsion as well as any action that will be taken;

3.5.3.4 Should the member in question also hold an executive position, refer to section 5.1.5.3.

3.6 Limitation on the Liability of Members

No member is, in his/her individual capacity, liable for any debt or liability of the playschool.

Article 4-Meetings of the Playschool

4.1 The Annual General Meeting

4.1.1 The playschool holds its Annual General Meeting in September of each year. The board sets the place, date and time of the meeting.

4.1.2 Notice

The Secretary mails, emails or delivers a notice to each member family at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting and any business requiring a special resolution.

4.1.3 Agenda for the meeting

The Annual General Meeting deals with the following matters:

- a. Adopting the agenda;
- b. Adopting the minutes of the last Annual General Meeting;
- c. Considering the president's report;
- d. Reviewing the financial statements setting out the playschools income, disbursements, assets and liabilities;
- e. Electing the members of the board;
- f. Considering matters specified in the meeting notice;
- g. Other specific motions given prior to the meeting.

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4.1.4 Quorum is defined as 50% of the member families at the Annual General Meeting.

4.2 Special Meetings of the Playschool

4.2.1 Calling of a Special Meeting

Special Meetings of the playschool may be called at any time by the President of the board.

4.2.2 Notice of Special Meeting

The Secretary mails, emails or delivers a notice to each member family at least seven (7) days before a Special Meeting. This notice states the place, date and time of the meeting and any business requiring a special resolution.

4.2.3 Agenda for Special Meetings

A Special Meeting deals with the following matters:

- a. Adopting the agenda and any additions;
- b. Adopting the minutes of the last meeting;
- c. Considering the President's report
- d. Considering the Vice President's report;
- e. Considering the Treasurer's report;
- f. Considering the Secretary's report;
- g. Considering the other director's report(s);
- h. To pass any special resolutions;
- i. Other specific motions that any member has given notice of before the meeting is called.

4.2.4 Procedure at a Special Meeting

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. (Refer to 5.1.4 and 5.3.5)

4.3 Proceedings at the Annual General Meeting or a Special Meeting

4.3.2 Attendance by the public

Meetings of the playschool are open to the public.

4.3.2 The President cancels the meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting will be rescheduled. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the members in attendance.

4.3.3 Presiding officer

4.3.3.1 The President chairs every general meeting of the playschool. The Vice President chairs in the absence of the president.

4.3.4 Voting

4.3.4.1 Each voting member family has one (1) vote per registered child. A show of hands decides every vote at every general meeting.

4.3.4.2 The President votes as a tiebreaker only.

4.3.4.3 A majority of the votes of the voting members present decides each issue and resolution, unless the issue needs to be decided by a special resolution.

4.3.4.4 All members may agree to and sign a resolution. This resolution is as valid as one passed at any meeting. It is not necessary to call a meeting. The date on the resolution is the date it is passed.

Article 5- The Governance of the Playschool

5.1 The Executive Board

5.1.1 Governance and Management of the Playschool

The board governs and manages the day to day operations of the playschool.

5.1.2 Powers and duties of the board

The board has the powers of the society, except as stated in the *Societies Act*.

The powers and duties of the board include:

- a. Promoting the objects of the playschool;
- b. Promoting membership in the playschool;
- c. Maintaining and protecting the playschool's assets and property;
- d. Approving an annual budget for the playschool;
- e. Paying all expenses for operating and managing the playschool;
- f. Paying all persons for services and protecting persons from debts of the playschool;
- g. Financing the operations of the playschool and raising monies;
- h. Making policies, procedures, rules and regulations for managing and operating the playschool and using its facilities and assets;
- i. Hiring all teachers and ensuring qualifications are met;
- j. Approving all contracts for the playschool;
- k. Maintaining all accounts and financial records of the playschool;
- l. Appointing legal counsel as necessary;
- m. Selling or disposing of any or all of the property of the playschool; and
- n. Without limiting the general responsibility of the board, delegating its powers and duties to the members of the society.
- o. Following up on any concerns brought to the attention of the board by any member;
- p. Following any policies and procedures outlined in the Officer Code of Conduct (Refer to current document for school year).

5.1.3 Composition of the board

5.1.3.1 The board shall consist of a group of elected officers.

5.1.3.2 The playschool shall have no directors.

5.1.3.3 The following officers shall make up the board:

- a. The President;
- b. The Vice President;
- c. The Secretary;
- d. The Treasurer;
- e. Up to six (6) additional officers.

5.1.4 Election of the board

5.1.4.1 At each succeeding Annual General Meeting of the playschool, voting members shall elect the President, Vice President, Secretary, Treasurer and officer(s), each serving a term of one (1) year.

5.1.4.2 Any member shall be eligible to hold any position on the board.

5.1.4.3 The teacher(s) is not eligible to vote on the election of the board.

5.1.4.4 The period of time from the election of the incoming board until the first board meeting in September shall be considered a changeover period. During this time both outgoing and incoming board members may attend board meetings and cast votes.

5.1.5 Resignation/Expulsion of an officer or executive position changes

5.1.5.1 An officer may resign from the board by giving notice in writing.

5.1.5.2 An officer shall be deemed to have vacated his/her position under the following circumstances:

- a. Refusal to acknowledge or sign the playschool's Officer Code of Conduct;
- b. Failure to uphold the playschool's Officer Code of Conduct;
- c. Upon delivery in writing, a letter of resignation to the President;
- d. Upon being expelled by a resolution of the majority of the board (Refer to 5.1.5.3);
- e. At the end of their 1 year term.

5.1.5.3 Expulsion

- a. An executive officer can be expelled for any reason deemed sufficient by the board, including, but not limited to reasons detailed in the Officer Code of Conduct as well as any other moral or criminal infractions;
- b. The officer on notice of expulsion is to be notified of the intent to expel prior to the meeting at which the expulsion will be voted. The officer will be given a maximum of 5 minutes to speak on their own behalf at same meeting, after which they will be excused for discussion and voting to commence;
- c. The officer on notice will not have a vote in for items related to their expulsion;
- d. The board's decision to expel must be unanimous;
- e. The officer on notice of expulsion does not need to be present for the vote to pass. If absent, the officer will be notified in writing of the decision;
- f. If expulsion occurs, the Board will also need to determine whether the ex-officer will also be expelled as a regular member (Refer to 3.4.3)
- g. Should the ex-officer be allowed to maintain regular membership status, parental responsibilities may be limited/revoked upon majority vote of the Board (ie. Parent helper days, field trips, and/or any other playschool related activities). The member will be notified of these decisions in writing;
- h. Should the member dispute any decisions, the Board may need to seek legal counsel.

5.1.5.4 If any executive position becomes vacant, the board may appoint a replacement to serve the remainder of the term.

5.1.5.5 If the office of President shall become vacant, the vice-president shall assume that office until the expiration of term. The board shall appoint a member to assume to the role of Vice-President until the expiration of the term. Should the Vice-President decline the position, the board may appoint an alternative member to fill the position of President.

5.1.5.6 General members are to be notified in writing of any executive position changes and are to be given 72 hours from notification to dispute or oppose the Boards recommendations. Should any regular member oppose the changes, an official vote may need to take place by means of a General Meeting or signed resolution (refer to 4.3.4.4)

5.1.6 Meetings of the board

5.1.6.1 The board will hold executive meetings once a month during the school year.

5.1.6.2 The President calls the meetings and will give at least seven (7) days notice in writing.

5.1.6.4 A sixty (60) percent quorum is necessary at any executive meeting. In extreme circumstances, a member may attend the meeting via video streaming, phone or text as long as they are available in this capacity for the duration of the meeting.

5.1.6.5 If there is no quorum, the president adjourns the meeting and will reschedule the meeting for a later date.

5.1.6.6 Each officer has one (1) vote.

5.1.6.7 The President votes as a tiebreaker only.

5.1.6.8 Meetings of the board are open to members of the playschool and teachers, but only officers may vote. Members and teachers are only permitted to participate in a discussion when invited to do so by the board. A majority of the officers present may ask any other members, teachers or other persons present to leave for any reason.

5.1.6.9 All officers may agree to and sign a resolution. This resolution is as valid as one passed at any board meeting. It is not necessary to call a board meeting. The date on the resolution is the date it is passed.

5.1.7.0 The numerical outcome of any votes will be recorded in meeting minutes. Names of officers and their individual votes are not to be recorded.

5.2 Duties of the Officers of the Playschool

5.2.1 President

- a. Supervises the affairs of the playschool and the board;
- b. Prepares the agenda for all meetings of the playschool and board;
- c. Attends and chairs all meetings of the playschool and the board;
- d. Is an ex-officio member of any other committees;
- e. Has signing authority;
- f. Delegates board tasks as required.

5.2.2 Vice President

- a. Assumes the role of the president in his/her absence;
- b. Attends all meetings of the playschool and the board;
- c. Assigned to special projects;
- d. Acts as a liaison with Blueberry Community Hall and attends monthly hall meetings during the school year;
- e. Has signing authority.

5.2.3 Secretary

- a. Attends all meetings of the playschool and the board;
- b. Keeps accurate minutes of all meetings and records all motions and decisions made at said meetings and keeps copies of the minutes;
- c. Is responsible for maintaining the playschool's registration documents and handbook;
- d. Makes sure notices of all meetings are sent;
- e. Shall keep an updated list of all members including addresses and phone numbers;

5.2.4 Treasurer

- a. Attends all meetings of the playschool and the board;
- b. Prepares and maintains a budget for the playschool;
- c. Ensures that all monies paid to the playschool are deposited in the appropriate bank account;
- d. Prepares and submits a financial report for each board meeting;
- e. Has signing authority.

5.2.5 Officers

- a. Attends all meetings of the playschool and the board;
- b. Other duties as assigned by the board.

5.3 Code of Conduct

The Blueberry Playschool Association Officer Code of Conduct governs the executive. All officers are expected to acknowledge and sign the code of conduct document prior to the first executive board meeting.

Article 6-Finance and Other Management Matters

6.1 The Registered Office

The registered office of the playschool is located in Stony Plain, Alberta.

6.2 Finance and Auditing

6.2.1 The fiscal year of the playschool ends on June 30th of each year.

6.2.2 A reconciliation of the bank statements must be done on a monthly basis by an officer of the board without signing authority as per insurance regulations.

6.2.3 There must be an audit of the books, accounts and records of the playschool at least once a year. This must be done by two (2) officers without signing authority.

6.2.4 An audited financial statement must be presented by the treasurer at the Annual General Meeting.

6.3 Cheques and Contracts of the Playschool

6.3.1 The designated officers of the board sign all cheques drawn on the monies of the playschool. Two (2) signatures are required on all cheques.

6.3.2 All contracts of the playschool must be signed by the officers or other persons authorized to do so by resolution of the board.

6.3.3 No one member or officer is permitted to enter any contract on behalf of the playschool.

6.4 Borrowing/Lending Powers

6.4.1 The playschool may raise funds to meet its objectives and operations. The board decides the amounts and ways to raise money.

6.4.2 No member or officer of the playschool is permitted to borrow money on behalf of the playschool.

6.4.3 No member or officer of the playschool is permitted to lend money on behalf of the playschool.

6.5 Payments and Reimbursements

6.5.1 No member or officer of the playschool shall receive any payment for services rendered as a member or officer.

6.5.2 Reasonable expenses incurred by members or officers while carrying out duties of the playschool may be reimbursed upon board approval. Expenses must be approved by the board in advance of purchase. Official receipts must be submitted or no reimbursements will be made.

6.6 The Keeping and Inspection of Records

6.6.1 The Secretary records and keeps a copy of the minutes of all meetings of the members and the board.

6.6.2 The board keeps and files all necessary books and records of the playschool as required by the bylaws, the *Societies Act* or any other statute or law.

6.6.3 A member or teacher wishing to inspect the books or records of the playschool may do so at any time during regular business hours at the playschool.

6.6.4 All financial records of the playschool are open for such inspection by the members or teacher with reasonable notice. Other records are open for inspection as long as they have not been deemed confidential by the board.

6.7 Seal of the Society

The playschool shall not own a seal.

6.8 Protection and Indemnity of Officers

6.8.1 Each officer holds office with protection from the playschool. The playschool indemnifies each officer against all costs or charges that result from any act done in his/her role for the playschool.

6.8.2 No officer is liable for the acts of any other officer or employee. No officer is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the playschool. No officer is liable for any loss due to an oversight or error in judgment, or by act in his/her role for the playschool, unless the act is criminal in nature, dishonest or in bad faith.

6.8.3 Officers can rely on the accuracy of any statement or report prepared by the playschool's auditor. Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 7- Amending the Bylaws

7.1 The playschool bylaws may be cancelled, altered or added to by special resolution at any Annual General Meeting or Special Meeting of the playschool.

7.2 The amended bylaws take effect after approval of the special resolution and after being accepted by the Corporate Registry of Alberta.

Article 8- Dissolution Clause

8.1 In the event of dissolution of the playschool, any assets remaining after paying debts and liabilities will be disbursed to eligible charitable or non-profit organizations with similar objectives or transferred in trust to a municipality for dispersal to same.