

**BY-LAWS  
OF  
THE BRAGG CREEK EDUCATION SERVICES ASSOCIATION**

**ARTICLE 1: PREAMBLE**

1. The name of the Association shall be the *Bragg Creek Education Services Association* (hereinafter “**Association**”).
2. The following articles set forth the *Bragg Creek Education Services Association Bylaw* (hereinafter “**Bylaws**”).

**ARTICLE 2: INTERPRETATION**

In these Bylaws:

1. In all Bylaws of the Association, unless the content otherwise specifies or requires:
  - 1.1 “Board of Directors” – means the Board of Directors of the Association and is comprised of the President, Vice President, Secretary, Treasurer, Director, and Appointed Teacher Representative of the Association (hereinafter the “Board”).
  - 1.2 “Director of Education” – an individual that oversees the day-to-day activities of the Association, and acts as liaison between the Association and Alberta Education; creates Alberta Education budgets, and ensures Alberta Education requirements are met for approval and funding. The Director of Education is hired by and reports to the Board of Directors. This individual must have an Education Degree, cannot be a Board Member, and does not have voting power.
  - 1.3 “Elected Teacher Representative” – an individual, who is employed in a teaching capacity, who acts as a representative for all the teachers, who is elected to the board. The Teacher Representative helps the board in decision making, and has voting power.
  - 1.4 “Member”, “Membership”, “Member Family” means – a parent, parents, guardians or those responsible otherwise for the child or children registered in the Association. Any one, or collection of these, constitutes collectively a single Member Family.
  - 1.5 “Board Meetings” – includes regularly scheduled monthly meetings, General Meetings, Special Meetings, and Annual General Meetings of the Board.
  - 1.6 “General Meeting” – a meeting that is held between March and June of each year whereby elections of the Board are held.
  - 1.7 “Special Meeting” – means a meeting that may be called by the President or at the written request of at least two (2) members in good standing, stating the reason for calling such a meeting.
  - 1.8 “Annual General Meeting” – means a meeting that is held no later than November 30<sup>th</sup> of each year where audited financials and budgets are approved.

- 1.9 “In Camera Meeting” - means a meeting of the Board or a Committee or a portion thereof which Members and the general public may not attend due to the confidentiality of matters discussed therein.
- 1.10 “Quorum” – means three (3) members in good standing constitutes quorum at any meeting.
- 1.11 “Officer” – means an individual elected to a specific office to act and vote on the Board and empowered to administer the Board’s affairs on behalf of its Members. Offices of the Board include, President, Vice President, Secretary, Treasurer, and Director.
- 1.12 “Committee” – means a group of Members established by the Board to facilitate certain tasks and to which the Board has delegated specific powers.
- 1.13 “Teacher” and “Teacher Assistant” - means the person(s) hired by the Association to provide instructional services for ECS programs operated by the Association. Can be a non-voting member of the Association.
- 1.14 “Employee” – means an individual hired and remunerated by the Association to assist the Association in carrying out its functions. Can be a non-voting member of the Association.
- 1.15 “Fees” - means non-refundable registration fees and preschool registration fees.
- 1.16 “School Act” - means the School Act found in the Statutes of Alberta as School Act, R.S.A. 2000, c. S-3.
- 1.17 “Vote” - means each Member Family shall be entitled to one vote regardless of the number of children registered or enrolled in the Association.
- 1.18 “Due Notice” - means notice delivered at least seven (7) days prior to a meeting to each Member by any of the following methods: mail, email, hand-delivery, newsletter (mailed, emailed or posted) or website.
- 1.19 “Force majeure” - means extraordinary event or circumstance beyond the control of the Association (war, strike, crime, epidemic, “act of God”).

**ARTICLE 3: GOVERNANCE**

- 1. The Association is a democratic organization, which is administered by the Board.
- 2. Subject to the Schools Act, Societies Act and/or other municipal, provincial or federal jurisdictions regarding specific regulations or licensing and these Bylaws, the Association shall have the power to manage the activities of the Association and to make and implement policies in the Association considered necessary to carry out its function.
- 3. Robert’s Rules of order shall govern all meetings of the Association, unless they conflict with these Bylaws in which case these Bylaws shall govern.
- 4. A Teacher, Teacher Assistant and an Employee may be a Member but may not hold a position on the Board, except the Elected Teacher Representative.
- 5. The Board may delegate a person(s) or committee(s) to help carry out the Association’s powers.
- 6. Fees shall be set by the Board prior to the General Meeting.
- 7. Members have the right to a reasonable opportunity to express views for consideration.

8. Members are members as long as in good standing with the Association, and so long as they have child(ren) registered in the Association.
9. Members wishing to withdraw from Association may do so upon notice in writing to the Board of Directors, or the Teacher.
10. Members in arrears for fees over 1 month shall be automatically suspended and shall have their membership privileges or powers in the Association suspended until reinstated.

#### **ARTICLE 4: BOARD OF DIRECTORS**

##### **A. Composition of the Board:**

1. The Board shall consist of Officers and not less than three (3) and not more than (5) as elected at a General Meeting. The Officers are the President, Vice President, Secretary, Treasurer and an Elected Teacher Representative.

##### **B. Terms:**

1. The Board of Directors shall, subject to the Bylaws or directions given it by majority vote of the Members, at any meeting properly called and constituted, and with consultation of the Director of Education, have full control and management of the affairs of the Association.
2. The Board shall serve in one (1) year terms.
3. Meetings of the Board shall be held as often as may be required, but must hold a minimum of eight (8) meetings per school year, between the months of September and June.
4. Meetings are to be held in-person, as long as reasonably allowed. Should force majeure arise, the board shall conduct virtual "in-person" meetings to conduct Association business. Minute taking, Robert's Rules and all other meeting requirements apply in the case of virtual meetings.
5. The Board can motion to go "in camera" to discuss matters of legal issues, hiring, wages, employee evaluations, staffing strategies or firing of personnel. All employees of the Association must step out of the in-camera meeting, with the exception of the Director of Education, unless the matters are directly related to the Director of Education. A motion must be made to leave the in-camera meeting. Discussions in-camera will be documented in separate minutes but kept confidential and stored separately from regular meeting minutes.
6. In the case of time sensitivity, the Board may make a motion through email and have it approved. The motion shall be ratified at the next Board Meeting, and the email shall be attached to those meeting minutes.
7. Notice of meeting dates, changes to meeting dates, and a summary of all Board meetings shall be posted in the school or on the website.
8. A Special Board Meeting is a meeting that may be called by the President or at the written request of at least two (2) members in good standing, stating the reason for calling such a meeting.

9. Due Notice shall be given for all Board Meetings.
10. Any three (3) Board Members shall constitute quorum.
11. The Board, upon consultation with the Director of Education, has final responsibility of administration of all functions of the Association and is accountable to the Membership.
12. A majority of the Board must at all times be made up of Members.
13. Duties of the Board include, but are not limited to the following:
  - a. Manage the business of the Association with the direction of the Director of Education; in line with current Alberta Education funding regulations and guidelines.
  - b. Make short and long-term plans for the Association.
  - c. Authorize urgent financial decisions, under the direction of the Director of Education. Financial decisions to be made at Board Meetings after full disclosure of details and voting. In urgent or extenuating matters, email voting shall be permitted and the vote shall be recorded in the minutes at the next board meeting.
  - d. Appoint person(s) or committee(s) to oversee specific matters under guidelines set out by the Board and the Director of Education.
  - e. Consult with Staff on issues regarding the Association's programs.
  - f. Approve plans that are developed by Staff, the Director of Education, or individuals, groups or committees, that fulfill designated duties. These are to be approved prior to plans being implemented or monies spent.
  - g. Oversee finances of the Association, under the guidance of the Director of Education and in accordance with Alberta Education regulations and guidelines.
  - h. Remove from office any Board Member appointed, person(s), group or committee, who, at the discretion of two-thirds (2/3) of the Board, who is/are not performing their duties.
14. Unless authorized by Members at any meeting, no Board Member shall receive any remuneration for their services.
15. Any remuneration that is to be \$5000 and above, must be done at "arm's length", whereby three (3) quotes must be obtained.
16. The Director of Education is authorized to make decisions on individual expenditures that are necessary for school functioning or school improvement, up to an amount of \$2500. Any expenditures or improvements exceeding \$2500 shall require Board approval. The Director of Education shall disclose all details of monies spent at the next board meeting.

**C. Duties of Board Members and Officers:**

1. Following each election, those individuals elected as Directors and Officers must review and sign the *Code of Conduct for Officers and Directors* and *Board Confidentiality Agreement* and adhere to the terms and conditions contained

therein. If an individual refuses to sign the document and/or adhere to its terms and conditions, he or she must offer his or her resignation to the Board immediately.

2. The duties of the Directors and Officers include, but are not limited to the following:
  - a. Fairly representing all Members of the Association and promoting their objectives.
  - b. Representing the Board by participation in and/or acting as the chair of Committees when required.
  - c. On termination of office, surrendering all books, records and other property of the Association to the Director of Education.
3. All Directors and Officers shall be indemnified and held harmless from and against all claims, actions, causes of action, demands, costs, losses, damages, expenses, suits of other proceedings by whomever made, brought, or prosecuted in any manner based upon or related to the activities of the Association.

#### **D. Duties of Officers:**

##### **E.1. President:**

The President shall:

- a. Call, conduct and chair all meetings when present, in accordance with these Bylaws. If absent, the Vice President shall preside at such meetings;
- b. Preserve order and lay all business before the Association in a fair and proper manner;
- c. Ensure that all business referred to the Board by the Membership is documented and addressed;
- d. Conduct all business of the Association with assistance of the Board and the Director of Education;
- e. Give all Members a reasonable opportunity to express their views for consideration;
- f. Set agenda and order at Board Meetings. Agenda to be distributed with Due Notice to allow for preparation;
- g. Be an Authorized Signing Officer;
- h. Sign contractual documents of the Association and ensure that the terms of the contracts are adhered to by the Association;
- i. Sign approved minutes from all Board Meetings;
- j. Appoint a replacement, in the event that a Director or Officer vacates his or her position for any reason before the end of his or her term, with the approval of two-thirds (2/3) majority vote of the Board.

##### **E.2 Vice President:**

The Vice-President shall:

- a. Attend all Board Meetings;
- b. Assist the President in carrying out his or her duties;
- c. Preside over all Board Meetings in the absence of the President;
- d. If vacated, assume the President's position for the remainder of the original term of office;

- e. Be an Authorized Signing Officer, in the absence of the President.

### **E.3 Secretary:**

The Secretary shall:

- a. Attend all Board Meetings;
- b. Give Due Notice to Members of the date, time and place of Board Meetings in accordance with these Bylaws;
- c. Keep full and accurate of all Board Meetings and distribute the same to Board Members in a timely fashion;
- d. Sign approved minutes from all Board Meetings;

### **E.4 Treasurer:**

The Treasurer shall:

- a. Attend all Board Meetings;
- b. Have a good understanding and knowledge of accounting and financial management;
- c. Review finances monthly and provide monthly reports, with correspondence from the Director of Education.
- d. Advise on investments and expenditures based on current financial standing;
- e. Consult with the Director of Education on budgets, accounting and funding;
- f. With direction of the Director of Education, prepare and submit applicable government reporting in order to keep the Association in compliance with applicable regulations and in good standing;
- g. Prepare an annual operating budget for the Little Schoolhouse, which operates within the Association;
- h. Sign contractual documents of the Association and ensure that the terms of the contracts are adhered to by the Association;
- i. Note the fiscal year end for financial statements is August 30<sup>th</sup>;
- j. Have the Associations accounts audited once each year;
- k. Be an Authorized Signing Officer.

## **ARTICLE 5: MEETINGS**

1. Meetings of the Board shall be held as often as may be required, upon instruction of the President or Board, by Due Notice, with at least eight (8) meetings per school year, between the months of September and June.
2. Meetings are to be held in-person, as long as reasonably allowed. Should force majeure arise, the board shall conduct virtual "in-person" meeting to conduct Association business. Minute taking, Robert's Rules, and all other meeting requirements apply in the case of virtual meetings.
3. Notice of meeting dates, changes to meeting dates, and a summary of all Board meetings shall be posted in the school or on the website.
4. Due Notice shall be given for all Board Meetings.

5. Three (3) Members in good standing shall constitute a quorum at any meeting of the Association.
6. For General Meeting, Annual General Meeting and Special meetings, if and only if there is force majeure, it will be allowed to hold such meetings, at their regularly scheduled times, virtually, through a secure virtual meeting site. Notice, as stated in these Bylaws, and all other meeting rules will apply. In the event of a vote, as might be required at the General Meeting, the Board will provide a voting method for the Members.

**A: General Meeting**

1. A General Meeting must be called between March and June of each year, usually after registration for programs, whereby elections of the Board will be held.
2. Due Notice of date, time and location of the General Meeting shall be provided to members in accordance with the Bylaws.

**B: Special Meeting**

1. A Special Board Meeting is a meeting that may be called by the President or at the written request of at least two (2) members in good standing, stating the reason for calling such a meeting.

**C: Annual General Meeting**

1. Annual General Meetings shall be held no later than November 30<sup>th</sup> of each year. The exact meeting date shall be set by the Board.
2. Audited financials and current year budgets are to be presented and approved at this meeting.
3. Notice of date, time and location of the Annual General Meeting shall be provided to members in accordance with the Bylaws.

**ARTICLE 6: ELECTIONS**

1. The Association shall elect the following Officers and Directors at the General Meeting:
  - President;
  - Vice President;
  - Secretary;
  - Treasurer;
  - Teacher Representative
2. Any Member is eligible to be nominated for a Board position.
3. Voting will occur by ballot, except where the office or position is filled by acclamation.
4. A majority vote by eligible voters shall be conclusive.
5. Members may not vote by proxy.
6. The term of each Officer is one year.

## **ARTICLE 7: NOTICE**

1. Where these Bylaws require that due notice be given to Members or the Board, including but not limited to notice of Board Meetings, such notice shall be provided in the following ways:
  - a. e-mail, mail, or fax; and/or
  - b. publication on the Association website.
2. Notice is deemed to be given once posted or sent, as the case may be.
3. Where these Bylaws require a specific notice period, the date on which notice is given and the date of the event for which notice is given shall be included in calculating the notice period.
4. The requisite notice periods for Board Meetings is as follows:
  - a. The notice period for a regular Board Meeting shall be at least seven (7) days.
  - b. The notice period for a General Meeting shall be at least fourteen (14) days.
  - c. The notice period for a Special Meeting shall be at least fourteen (14) days.
  - d. The notice period for an Annual General Meeting shall be at least fourteen (14) days.

## **ARTICLE 8: ENROLLMENT**

1. Priority for enrollment will only be in effect until the registration deadline; once the registration deadline passes, the below-listed priority schedule will be terminated. After registration deadline, any remaining places will be filled on a first come, first serve basis irrespective of any of the below priorities.
  - First Priority: Existing Members of the Association
  - Second Priority: Siblings of Current Member Families
  - Third Priority: Past Member Families
  - Fourth Priority: Bragg Creek, Redwood Meadows, and Priddis residents
  - Fifth Priority: Areas outside Bragg Creek
2. A child is considered registered if:
  - 2.1 The registration fee has been submitted;
  - 2.2 The child's enrollment has been confirmed by the Teacher.

## **ARTICLE 10: FINANCIAL AND AUDIT**

1. The Authorized Signing Officers shall sign all legal and official documents of the Association.

2. The President and Treasurer are the Authorized Signing Officers for the Association. They are authorized to sign all documents on behalf of the Association where an “authorized signature” is required.
3. This privilege may be temporarily delegated to the Vice President in the President’s absence.
4. All financial institutions require that an organization name a Bank Signing Authority who may make banking transactions on behalf of the organization. The Treasurer must be one of the Bank Signing Authorities on all bank accounts of the Association. A Bank Signing Authority may not delegate his or her authority to anyone else.
5. As per Alberta Education regulations, an annual audit of the books, accounts, and records of the Secretary and Treasurer shall be conducted as of August 30<sup>th</sup> of each year, in time to be presented at the Annual General Meeting, and interim audits at any time as required by the Board. A duly qualified auditor shall be appointed annually by the President, with approval of the Board, and ratified by Members at the Annual General Meeting.
6. A Director shall not receive remuneration of any kind unless authorized as outlined in the Code of Conduct for Officers and Directors.

#### **ARTICLE 9 : CONFLICT RESOLUTION**

1. During any meeting, if the membership is seriously divided on an issue, that issue may be tabled to a subsequent meeting or referred to a special committee chaired by a member of the Board. At the initial meeting, the President will give notice of a Special Meeting to be held within ninety (90) days to deal with the findings of the special committee.
2. If the Board is of the opinion that it has exhausted all other means of conflict resolution it may initiate facilitation, mediation, or arbitration.
3. If the Board is of the opinion that any vote of the membership at a Board Meeting did not represent the best interests of the Association, a Special Meeting may be called by the President to re-examine the issue.

#### **ARTICLE 10: BORROWING POWER**

1. For the purposes of carrying out its objectives, the Association may borrow, raise or secure the payment of money in such a manner as it thinks fit. In particular the issue of debentures shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

#### **ARTICLE 11: SALE OF CAPITAL ASSETS**

1. Sale of capital items over \$2500 or more shall be allowed with the consent of two-thirds (2/3) of the Members present at a Board Meeting.

#### **ARTICLE 12: BY-LAW AMENDMENTS**

1. The Bylaws shall not be rescinded, altered, or added to except by special resolution of the Association. Such amendments will take effect only after successful filing with the Corporate Registry Office.
2. Notice of a Special Meeting to amend the Bylaws but be provided to Members at least fourteen (14) days prior to the meeting, in accordance with the notice provisions set out in the Bylaws.
3. A special resolution to amend the Bylaws must be passed by a seventy-five percent (75%) majority of those Members present and entitled to vote.

#### **ARTICLE 13: DISSOLUTION OF ASSOCIATION**

1. If by special resolution it is determined to dissolve or wind up the Association, after fulfilling all legal and legislated obligations any remaining assets will be distributed back its funder, if required, or to one or more educational charitable organizations in Canada.
2. A Committee will be formed, comprised of the President, The Treasurer, a Director, and a minimum of two Members at large, to manage the disposition of assets and the dissolution of the Association.