

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: DEFINITIONS

3. In all Bylaws of the Association, unless the context otherwise specifies or requires:
 - a. **"Annual General Meeting"** - means a meeting of the Members that is held no later than November 30th of each year where audited financials and budgets are approved.
 - b. **"Board Meetings"** - includes regularly scheduled monthly meetings, Special Board Meetings, and In Camera Meetings of the Board.
 - c. **"Board of Directors"** - means the Board of Directors of the Association and is comprised of the President, Vice President, Secretary, Treasurer, and Director of the Association (hereinafter the "Board").
 - d. **"Committee"** - means a group of Members established by the Board to facilitate certain tasks and to which the Board has delegated specific powers.
 - e. **"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.
 - f. **"Elected Teacher Representative"** - an individual who is employed in a teaching capacity and who acts as a representative for all the teachers in an advisory capacity to the Board. The Elected Teacher Representative is elected by the teachers, does not sit on the Board, and does not have voting power.
 - g. **"General Meeting"** - a meeting of the Members that is held between March and June of each year whereby elections of the Board are held.
 - h. **"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.
 - i. **"Member", "Membership"** - means any individual who has applied for and been accepted into membership in the Association in accordance with these Bylaws. Parents or legal guardians of children enrolled in programs operated by the Association shall automatically become Members upon payment of the applicable registration fee. The requirements that a

Member be eighteen (18) years of age or older and a resident of Alberta apply to Voting Members, as set out in Article 3.

- j. **"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. Officers of the Board include President, Vice President, Secretary, Treasurer, and Director.
- k. **"Quorum"** - means three (3) Members in good standing constitutes quorum at any meeting of the Members, including General Meetings, Special Meetings, and Annual General Meetings.
- l. **"Special Meeting"** - means a meeting of the Members 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.
- m. **"Teacher" and "Teacher Assistant"** - mean the person(s) hired by the Association to provide instructional services for ECS programs operated by the Association. Teachers and Teacher Assistants can be non-voting Members of the Association.

ARTICLE 3: MEMBERSHIP

Membership

4. The Association shall have the following categories of membership:

- a. Voting Members
 - i. Parents or legal guardians of children currently enrolled in programs operated by the Association.
 - ii. Individuals accepted into membership by the Board who support the purposes of the Association.
 - iii. Voting Members must be eighteen (18) years of age or older and residents of Alberta.
- b. Non-Voting Members
 - i. Employees of the Association, including Teachers, Teacher Assistants, Educational Assistants, Therapists, and Administrative Staff.
 - ii. Other individuals designated by the Board.
- c. Membership shall commence upon acceptance by the Association or, in the case of parents or legal guardians of enrolled children, upon payment of the applicable registration fee, and shall remain in effect while the Member remains in good standing.

Good Standing

5. A Member shall be considered in good standing when the Member:

- a. complies with these Bylaws and any policies of the Association;

- b. has paid all fees, dues, or charges required by the Association;
- c. conducts themselves in a manner consistent with the purposes and values of the Association;
and
- d. is not subject to suspension or termination of membership.

Suspension or Termination

- 6. The board may suspend or terminate the membership of any Member who:
 - a. breaches these Bylaws;
 - b. breaches the Member Code of Conduct (Article 4);
 - c. acts in a manner that is harmful to the Association, its Members, employees, contractors, volunteers, children, or reputation;
 - d. engages in harassment, discrimination, bullying, intimidation, or threatening behaviour; or
 - e. fails to maintain good standing.
- 7. Prior to suspension or termination, the Member shall be provided written notice of the concerns and given an opportunity to respond. A decision of the Board requires a two-thirds (2/3) majority vote and shall be final.

Membership Fees

- 8. Membership Fees
 - a. The Board may establish annual membership fees from time to time.
 - b. Membership fees shall be approved by the Board and communicated to Members prior to the start of each membership year.
 - c. Families with children enrolled in programs operated by The Little Schoolhouse shall be deemed to have paid their membership fee through the registration fee charged by the Association.
 - d. The Board may waive or reduce membership fees for any category of Member where it is in the best interests of the Association.
 - e. Membership fees are non-refundable unless otherwise determined by the Board.

ARTICLE 4: MEMBER CODE OF CONDUCT

General Expectations

- 9. All Members shall:
 - a. support and uphold the purposes, mission, and values of the Association;

- b. act honestly, respectfully, and in good faith when interacting with Members, Directors, employees, contractors, volunteers, children, and families;
- c. treat all individuals with dignity, respect, and courtesy;
- d. respect differing opinions and engage in constructive communication;
- e. comply with all applicable laws, regulations, Bylaws, and policies of the Association;
- f. maintain the confidentiality of information obtained through their involvement with the Association;
- g. raise concerns through appropriate channels and in a respectful manner; and
- h. contribute to a safe, inclusive, and welcoming environment.

Prohibited Conduct

10. Members shall not:

- a. engage in harassment, discrimination, bullying, intimidation, retaliation, or abusive behaviour;
- b. make knowingly false, misleading, or malicious statements about the Association, its Members, employees, volunteers, or contractors;
- c. disrupt meetings, programs, events, or operations of the Association;
- d. misuse confidential information obtained through the Association;
- e. act in a manner that places the safety or well-being of children, families, employees, volunteers, or Members at risk; or
- f. engage in conduct that may reasonably be expected to damage the reputation or operations of the Association.

Enforcement

11. Alleged breaches of this Code of Conduct shall be reviewed by the Board.

12. The Member who is the subject of the complaint shall not participate in any Board discussion or decision regarding the complaint.

13. Where the Board determines that a breach has occurred, the Board may impose one or more of the following measures:

- a. verbal or written warning;
- b. temporary suspension of membership privileges;
- c. removal from committees or volunteer positions;

- d. restrictions on participation in Association activities; or
- e. termination of membership in accordance with paragraph 7 of these Bylaws, including the written notice, opportunity to respond, and two-thirds (2/3) majority vote requirements set out therein.

ARTICLE 5: GOVERNANCE

- 14. The Association is a democratic organization, which is administered by the Board.
- 15. Subject to the Education 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.
- 16. 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.
- 17. A Teacher, Teacher Assistant, and an Employee may not be a voting Member of the Association and may not hold a position on the Board.
- 18. The Board may delegate a person(s) or committee(s) to help carry out the Association's powers.
- 19. The Board shall establish and review all tuition fees, registration fees, membership fees, and any other fees charged by the Association. Such fees shall be reviewed annually and communicated to Members as appropriate.
- 20. Members have the right to a reasonable opportunity to express views for consideration.
- 21. Members wishing to withdraw from Association may do so upon notice in writing to the Board of Directors, or the Teacher.
- 22. Members who fail to pay membership fees, tuition fees, registration fees, or other fees owing to the Association for more than one (1) month may have their membership privileges suspended by the Board until such fees are paid or satisfactory arrangements have been made.

ARTICLE 6: BOARD OF DIRECTORS

Composition of the Board:

- 23. The Board of Directors shall consist of the Officers of the Association and any additional Directors-at-Large elected by the Members at a General Meeting.
- 24. The Officers of the Association shall be President, Vice-President, Secretary, and Treasurer.
- 25. The Board shall consist of not fewer than four (4) Officers and not more than ten (10) Directors.
- 26. Directors-at-Large shall have the same voting rights and responsibilities as Officers but shall not hold a specific executive office unless elected or appointed to do so.

Terms:

27. 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.
28. The Board shall serve in one (1) year terms.
29. Board Meetings shall be held as often as may be required, but the Board must hold a minimum of eight (8) meetings per school year, between the months of September and June.
30. Board Meetings are to be held in-person, as long as reasonably allowed. Should force majeure arise, the Board shall conduct virtual meetings to conduct Association business. Minute taking, Robert's Rules and all other meeting requirements apply in the case of virtual meetings.
31. 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.
32. In the case of time sensitivity, the Board may make a motion through email and have it approved by a majority of Directors, provided that all Directors receive the email correspondence. The motion shall be ratified at the next Board Meeting, and the email correspondence shall be attached to those meeting minutes.
33. 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.
34. A Special Board Meeting is a meeting that may be called by the President or at the written request of at least two (2) Board Members in good standing, stating the reason for calling such a meeting.
35. Due Notice shall be given for all Board Meetings. "Due Notice" means notice provided at least seven (7) days in advance of any Board Meeting, specifying the date, time, place, and agenda of the meeting.
36. Any three (3) Board Members shall constitute quorum for Board Meetings.
37. 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.
38. At least seventy-five percent (75%) of the Board must at all times be comprised of elected Members, and no more than twenty-five percent (25%) of the Board may be appointed.
39. 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 are 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 Director or Officer appointed, person(s), group or committee, at the discretion of two-thirds (2/3) of the Board, who is/are not performing their duties.
40. Any expenditure of \$5,000 or more must be obtained at "arm's length", whereby three (3) quotes must be obtained from independent third parties.
41. 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 \$2,500. Any expenditures or improvements exceeding \$2,500 shall require Board approval. The Director of Education shall disclose all details of monies spent at the next Board Meeting.

Duties of Board Members and Officers:

42. 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.
43. 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.
44. Upon termination of office, Directors and Officers shall surrender all books, records and other property of the Association to the Director of Education.
45. 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 or other proceedings by whomever made, brought, or prosecuted in any manner based upon or related to the activities of the Association, provided that no Director or Officer shall be indemnified for any act or omission involving fraud, wilful misconduct, or gross negligence.

Duties of Officers:**President:**

46. 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; and
- 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.

Vice President:

47. 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. perform such other duties as may be assigned by the Board or the President; and
- f. be an Authorized Signing Officer, in the absence of the President.

Secretary:

48. The Secretary shall:

- a. maintain the official records of the Association including correspondence, resolutions, and other documents as directed by the Board;
- 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 minutes of all Board Meetings and distribute the same to Board Members in a timely fashion;
- d. ensure that all minutes are properly recorded, maintained, and made available for inspection in accordance with these Bylaws and the Alberta Societies Act; and
- e. have the preparation and custody of the minutes of all meetings of the Association and all meetings of the Board of Directors.

Treasurer:

49. The Treasurer shall perform the following duties:

- a. have custody of all books and records of the Association other than minutes;
- b. maintain accurate financial records including all financial books, accounts, ledgers, and supporting documentation;
- c. ensure all financial records are properly organized and available for inspection in accordance with these Bylaws and the Alberta Societies Act;
- d. review finances monthly and provide monthly reports, with correspondence from the Director of Education;
- e. advise on investments and expenditures based on current financial standing;
- f. consult with the Director of Education on budgets, accounting and funding;
- g. 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;
- h. prepare an annual operating budget for the Little Schoolhouse, which operates within the Association;
- i. sign contractual documents of the Association and ensure that the terms of the contracts are adhered to by the Association;
- j. note the fiscal year end for financial statements is August 31st; and
- k. have the Association's accounts audited once each year.

ARTICLE 7: BOOKS AND RECORDS

50. The books and records of the Association, including minutes of meetings, financial records, membership lists, and other documents, shall be kept at the registered office of the Association or such other location within Alberta as the Board may determine.
51. Any Member in good standing may inspect the books and records of the Association at the registered office (or such other location as determined under paragraph 50) during regular business hours, provided that the Member gives forty-eight (48) hours' written notice to the Secretary or President specifying the records they wish to inspect. Regular business hours for inspection purposes shall be Monday through Friday, 9:00 a.m. to 4:00 p.m., excluding statutory holidays and days when the Association office is closed.
52. The Board may designate the Secretary, Treasurer, or Director of Education to facilitate such inspections and ensure the protection of confidential information. The Board may also reasonably refuse or limit inspection if:
 - a. the Member is not in good standing;
 - b. the request is for an improper purpose;
 - c. the records contain confidential personnel, legal, or in-camera matters; or
 - d. providing access would violate privacy laws or other legal obligations.
53. Members may request copies of non-confidential records. The Board may charge a reasonable fee for copying costs, not to exceed the actual cost of reproduction.
54. The Treasurer shall have custody of all books and records of the Association other than the minutes referred to in the duties of the Secretary. The Treasurer may delegate day-to-day record-keeping to the Director of Education but shall retain ultimate responsibility for the custody and accuracy of all such books and records.

ARTICLE 8: MEETINGS

55. Board Meetings 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.
56. For General Meeting, Annual General Meeting and Special meetings, if and only if there is a force majeure event, 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.

General Meeting

57. 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.

58. Due Notice of date, time and location of the General Meeting shall be provided to Members in accordance with the Bylaws.

Special Meeting

59. A Special 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.

Annual General Meeting

60. Annual General Meetings shall be held no later than November 30th of each year. The exact meeting date shall be set by the Board.

61. Audited financials and current year budgets are to be presented and approved at this meeting.

62. Notice of date, time and location of the Annual General Meeting shall be provided to Members in accordance with the Bylaws.

ARTICLE 9: ELECTIONS

63. Any Member is eligible to be nominated for a Board position. The Association shall elect the following Officers and Directors at the General Meeting:

- a. President;
- b. Vice President;
- c. Secretary;
- d. Treasurer; and
- e. Director.

64. Voting for the election of Officers and Directors will occur by ballot, except where the office or position is filled by acclamation.

65. A majority vote by eligible voters shall be conclusive.

66. Each Member in good standing shall be entitled to one (1) vote at all General Meetings, Special Meetings, and Annual General Meetings of the Association.

67. Voting at all meetings of the Association shall be conducted by a show of hands unless a secret ballot is requested by any Member present.

68. Members may not vote by proxy.

69. The term of each Officer is one year.

ARTICLE 10: NOTICE

70. 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.
71. Notice is deemed to be given once posted or sent, as the case may be.
72. Where these Bylaws require a specific notice period, the date on which notice is given shall be included in calculating the notice period, but the date of the event for which notice is given shall not be included.
73. The requisite notice periods for meetings is as follows:
- a. The notice period for a 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, subject to the twenty-one (21) day requirement in paragraph (e) below if a Special Resolution will be considered.
 - d. The notice period for an Annual General Meeting shall be at least fourteen (14) days, subject to the twenty-one (21) day requirement in paragraph (e) below if a Special Resolution will be considered.
 - e. The notice period for any Special Meeting at which a Special Resolution will be considered shall be at least twenty-one (21) days.

ARTICLE 11: ENROLLMENT

74. Priority for enrollment in programs operated by The Little Schoolhouse 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.
- a. First Priority: Children currently enrolled in The Little Schoolhouse;
 - b. Second Priority: Siblings of currently enrolled children;
 - c. Third Priority: Former Little Schoolhouse families;
 - d. Fourth Priority: Bragg Creek, Redwood Meadows, and Priddis residents;
 - e. Fifth Priority: Families residing outside the local area.
75. A child is considered registered if:
- a. the registration fee has been submitted; and

- b. the child's enrollment has been confirmed by the Teacher.

ARTICLE 12: FINANCIAL AND AUDIT

- 76. The Authorized Signing Officers shall sign all legal and official documents of the Association.
- 77. 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.
- 78. This privilege may be temporarily delegated to the Vice President in the President's absence.
- 79. All financial institutions require that an organization name Bank Signing Authorities 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.
- 80. 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 31st 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.
- 81. Members may inspect the books and records of the Association at the registered office (or such other location as determined under paragraph 52) during regular business hours upon providing forty-eight (48) hours' prior written notice to the Secretary or President, subject to the limitations and procedures set out in paragraphs 51 and 52.

ARTICLE 13: CONFLICT RESOLUTION

- 82. During any meeting, if the Members are 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.
- 83. If the Board is of the opinion that it has exhausted all other means of conflict resolution, it may initiate facilitation, mediation, or arbitration.
- 84. If the Board is of the opinion that any vote of the Members at a General Meeting, Special Meeting, or Annual General 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 14: BORROWING POWER

- 85. 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 15: SALE OF CAPITAL ASSETS

86. The sale of capital items of \$2,500.00 or more shall be allowed with the consent of two-thirds (2/3) of the Directors present at a Board Meeting. Any such sale shall be conducted at fair market value. Where the sale price is \$5,000.00 or more, the Board shall make reasonable efforts to obtain alternative quotations, appraisals, or other evidence of fair market value prior to the sale.

ARTICLE 16: BY-LAW AMENDMENTS

87. 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.
88. Notice of a Special Meeting to amend the Bylaws must be provided to Members at least twenty-one (21) days prior to the meeting in accordance with the notice provisions set out in Article 10.
89. A Special Resolution to amend the Bylaws must be passed by a vote of not less than seventy-five percent (75%) of those Members entitled to vote who vote in person at the Special Meeting.

ARTICLE 17: DISSOLUTION OF THE ASSOCIATION

90. Upon dissolution or winding up of the Association by Special Resolution, and after fulfilling all legal and legislated obligations, any remaining assets will be distributed back to the Association's funder, if required by the funder, or to one or more registered charitable organizations in Canada with similar educational purposes as determined by the Dissolution Committee.
91. The Dissolution Committee will be formed, composed of the President, the Treasurer, one (1) Director, and a minimum of two (2) Members at large, to manage the disposition of assets and the dissolution of the Association. The Dissolution Committee must act in accordance with the Societies Act (Alberta) and all other applicable legal requirements governing the dissolution of societies in Alberta.