

6. Constitution & Bylaws of Cordova Bay Preschool

Constitution

1. The name of the society is Cordova Bay Preschool.
2. The objects of the society are:
 - a. To operate a non-profit organization on a co-operative basis for the education of preschool aged children.
 - b. To give preschool aged children guidance in group participation.
 - c. To provide a transition for preschool aged children from home to school.
 - d. To assist preschool aged children to develop manual skills and to develop socially, emotionally and intellectually.
 - e. To promote active participation by the parents in the organization and operation of the society.
 - f. To help parents toward a better understanding of their children.
 - g. To provide a meeting of parents and teachers for mutual instruction and exchange of ideas and experiences.
3. The operations of the Society are to be chiefly carried on in the Greater Victoria area.
4. In the event that the Preschool ceases operation, all assets of the Preschool, after the discharge of all debts and obligations, shall be transferred to the Vancouver Island Cooperative Preschool Association, to be disposed of as the Association sees fit. This clause is unalterable.

Bylaws

Part 1 — Interpretation

1 (1) In these bylaws, unless the context otherwise requires:

“directors” means the directors (i.e. executive members) of the Preschool for the time being;

“E.C.E” means Early Childhood Educator;

“ordinary resolution” means a resolution passed in a general meeting by a simple majority of the votes cast in person by the members;

“parent” means parent or guardian;

“Preschool” means the Cordova Bay Preschool;

“registered address” of a member means the member's address as recorded in the register of members;

“Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it;

“special resolution” means a resolution passed in a general meeting by a majority of not less than 75% of the votes cast in person by the members; not less than 14 days notice must be given, specifying the resolution and the intention to propose it as a special resolution;

“V.I.C.P.A” means Vancouver Island Cooperative Preschool Association.

(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2 Words importing the singular include the plural and vice versa, and words importing a female person include a male person, and vice versa, *and a corporation*.

Part 2 — Membership

3 The members of the Preschool are the applicants for incorporation of the Preschool, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4 Any family with a Preschool-aged child, may apply to the directors for a family membership. Upon acceptance by the directors, which includes the approval for enrolment in the Preschool of the Preschool-aged child, the family membership will commence simultaneously with the commencement of the child’s enrolment.

- 5 There is only one vote per family membership, which can only be exercised by an adult family member. Voting Membership is also extended to any Director finishing a term of office.
- 6 A member in good standing is one who upholds the constitution, complies with the bylaws, policies and procedures, and rules and regulations of the Preschool.
- 7 There is an annual registration fee for a family membership, that includes membership in the VICPA, and that is determined by the directors and passed at a general meeting of the Preschool.
- 8 There are monthly tuition fees for a family membership that are determined by the directors and passed at a general meeting of the Preschool.
- 9 A family membership ceases:
 - (a) by delivering a resignation in writing to the Enrolment & Orientation Director or President of the Preschool or by mailing or delivering it to the address of the Preschool, 30 days in advance of the withdrawal, or one (1) month's fees shall be paid in lieu of notice. Upon withdrawal, all property of the Preschool shall be returned to the Preschool.
 - (b) on being expelled;
A notice stating the reason or reasons for the proposed expulsion shall be sent by the Secretary prior to the said expulsion and the member in question shall have the opportunity to appeal to the directors at their next meeting.
 - (c) on having been a member not in good standing for 3 consecutive months;
 - (d) when the family no longer has a child enrolled in the Preschool;
 - (e) when the directors require the withdrawal of a child, on the advice of the E.C.E., when that child constitutes a serious management problem.
- 10 (1) A member may be expelled by a resolution of the directors passed at a director's meeting.
 - (2) The notice of the meeting of directors at which a resolution of the directors for expulsion of a member is to be voted on, must be given to the member prior to the meeting, accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the director's meeting before the resolution is put to a vote.

Part 3 — Meetings of Members

- 11 General meetings shall be held four times a year between September to June inclusive, at a time decided by the directors.
- 12 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 13 The directors will designate a meeting as the Annual General Meeting. The Annual General Meeting shall; receive the annual reports of the outgoing directors, the year's financial reports, review the E.C.E.'s contract, the proposed budget, review school fees, elect the next year's directors, and vote on constitutional revision. The meeting will then be adjourned and non-returning parents excused. The new executive will then call the order the remainder of the meeting and bring forward any new business.
- 14 An extraordinary general meeting may be convened by the directors or by the Personnel Committee or by requisition to the President of not less than ten per cent (10%) of the Membership.

Part 4 — Proceedings at General Meetings

- 16 In all matters of procedure, parliamentary procedures shall be followed, in accordance with "Robert's Rules of Order".
- 17 Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at a general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;

(vii) the other business that, under these bylaws, ought to be conducted at a general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 18 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 19 Quorums shall be as follows:
- (a) For all General Meetings, fifty-one per cent (51%) of the voting members, but not less than three members.
 - (b) For Directors' Meetings, the majority of voting members.
- 20 Majorities shall be as follows:
- (a) Decisions regarding the E.C.E.'s Contract require a two-thirds (2/3) majority of those present.
 - (b) A simple majority is sufficient at all other meetings except in the case of a special resolution (see definitions).
 - (c) In any situation requiring it, the presiding chair shall cast the deciding vote.
- 21 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at that next meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum providing there is no less than 5 members present.
- 22 Subject to Bylaw 23, the President of the Preschool, the Vice-President or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 23 If at a general meeting
- (a) there is no President, Vice-President or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the President and all the other directors present are unwilling to act as the chair,
- then the members present must choose one of their number to be the chair.

- 24 (1) A general meeting may be postponed from time to time and from place to place.
- (2) When a meeting is postponed for 10 days or more, notice of the place, day and hour of the replacement meeting must be given to each of the members.
- 25 (1) A family membership in good standing is entitled to one vote and that vote must be exercised by an adult family member who is present at a meeting.
- (2) Voting is by show of hands or by secret ballot upon request.
- (3) Voting by proxy is not permitted.
- 26 Any issue at a general meeting which is not required by the Society Act or these bylaws is to be decided by an ordinary resolution.
- 27 In the case of a tie vote the chair shall cast the deciding vote providing that this vote is not in addition to the vote he is entitled to as a member.

Part 5 — Directors and Officers

- 28 A director's meeting shall be held monthly to plan the General Meeting agenda and to carry out directors' responsibilities. The directors shall also meet whenever necessary for the welfare of the Preschool.
- 29 (1) The directors may exercise all the powers and do all the acts and things that the Preschool may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Preschool in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the Preschool,
 - (b) these bylaws, and
 - (c) policies, procedures and rules, not being inconsistent with these bylaws, that are made from time to time by the Preschool in a general meeting.
- (2) A rule, made by the Preschool in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

- 30 (1) The President, Vice-President, Secretary, Treasurer, parent education director, marketing director, equipment director, fundraising director and orientation director are the directors of the Preschool. The past President may also serve as a director.
- (2) The number of directors can be reduced or increased from time to time at a general meeting providing there are never less than 5 directors.
- (3) The President, Vice-President, Secretary and Treasurer are the officers of the Preschool.
- 31 (1) The directors shall be elected before May of each year. The incoming directors assume office on May 15th after the outgoing directors resign. The resigning directors will work together with the incoming directors until the end of the Preschool term in June. All directors must be members in good standing.
- (2) Separate elections must be held for each office to be filled.
- (3) An election may be by acclamation or by secret ballot
- (4) If a successor is not elected, the President will hold the vacant position until the position is filled by election at a general meeting.
- (5) Each class must have a representative on the Board of Directors.
- 32 (1) If a director resigns his or her office or otherwise ceases to hold office, the President takes the place of the former director until the position is filled by election at a general meeting.
- (2) An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.
- 33 The members may, by ordinary resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 34 A director or officer must not be remunerated for being or acting as a director or officer but a director or officer must be reimbursed for all expenses necessarily and reasonably incurred by the director or officer while engaged in the affairs of the Preschool.

Part 6 — Proceedings of Directors

- 35 The directors are responsible for the general management of the Preschool and the day-to-day business affairs between monthly general meetings.

- 36 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The President is the chair of all meetings of the directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the Secretary, on the request of a director, must, convene a meeting of the directors.
- 37 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 38 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 39 The members of a committee may meet and adjourn as they think proper.
- 40 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Preschool a waiver of notice, which may be by letter, e-mail, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
- (b) any and all meetings of the directors of the Preschool, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 41 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) The chair shall vote only in the case of a tie.
- 42 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

- 43 A resolution in writing, signed by all the directors and placed with the minutes of the director's meeting, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 — Duties of Officers and Directors

- 44 The directors are responsible to the membership for the general management of the Preschool.
- 45 Between the general meetings, the business affairs of the Preschool and problems arising shall be settled by the directors.
- 46 The directors shall approve expenditures of the Preschool, but shall obtain an ordinary resolution of the membership at a general meeting for unbudgeted expenditures exceeding \$100.00.
- 47 The directors shall administer and enforce all policies approved by resolution of the general membership at a general meeting.
- 48 The directors shall hire a properly qualified E.C.E. on the recommendation of the Contract Committee. They shall also handle all issues relating to employment contracts with exception of the discharge of an E.C.E. The members in attendance at a general meeting shall vote, by special resolution requiring a 75% majority, to discharge an E.C.E.
- 49 The directors shall be guided by the advice of the E.C.E. in all matters regarding the daily Preschool program.
- 50 The directors shall appoint any committees and fill vacant positions as deemed necessary.
- 51 The President shall:
- (1) preside at all directors' and general meetings and shall have no vote in the meeting except in the nomination and election of officers and in the case of tie, when he shall cast the deciding vote;
 - (2) be ex-officio member of all committees, and a member of the E.C.E. Hiring Committee, and shall perform such additional duties as may be required from time to time;
 - (3) take on the role of the delegate to the V.I.C.P.A. at the V.I.C.P.A meetings and shall attend all V.I.C.P.A. meetings and act as a liaison between the V.I.C.P.A. and the Pre-school, reporting all pertinent information; Should the President not be able to attend a meeting, the Vice President shall attend.
 - (4) be the Chief Executive Director of the Preschool and must supervise the other directors in the execution of their duties.

- 52 The Vice-President shall:
- (1) assist the President and shall assume the duties of the President in her absence;
 - (2) chair the Standards, Personnel, Nominating and Contract Committees;
 - (3) be responsible for preparing the job list;
 - (4) be responsible for the Preschool evaluation forms;
 - (5) be a member of the Budget Committee, and the E.C.E. Hiring Committee;
 - (6) perform such additional duties as may be required from time to time.
- 53 The Secretary shall:
- (1) conduct the correspondence of the Preschool;
 - (2) issue notices of meetings of the Preschool and directors;
 - (3) keep minutes of all directors' and general meetings; post the minutes of all general meetings at the Preschool location within seven (7) days after the general meeting;
 - (4) keep all records and documents of the Preschool other than financial records;
 - (5) maintain records of attendance at directors' meetings, parent education sessions and general meetings;
 - (6) be responsible for filing the Annual Report with the Registrar of Companies and sending three (3) copies to the VICPA;
 - (7) make available upon request the books and records of the Preschool for inspection by the members of the Preschool;
 - (8) chair the Policy and Procedures/Constitution and Bylaw Review Committee;
 - (9) be responsible for ensuring that the Parent's Portfolio is maintained and updated as required and be responsible for the collection and distribution of these Portfolios, including any deposits required of the members;
 - (10) perform such additional duties as may be required from time to time.
- 54 In the absence of the Secretary from a meeting, the directors must appoint another person to act as Secretary at the meeting.
- 55 The Treasurer shall:
- (1) keep the financial records, including books of account, necessary to comply with the Society Act;
 - (2) prepare a financial statement for each directors' and general meeting;
 - (3) pay all ordinary and extraordinary accounts upon approval of the directors;
 - (4) chair the budget committee;
 - (5) have the year-end financial records completed for presentation at the annual general meeting, and have them audited, certified and posted at the Preschool by May 31st;
 - (6) follow the fiscal year May 1st to April 30th;
 - (7) make available upon request the books and records of the Preschool, and shall perform such additional duties as may be required from time to time.

- 56 The Enrolment and Orientation Director shall:
- (1) act as the public relations person for the Preschool; informing new parents of the Pre-school's programs, policies, by-laws and philosophy;
 - (2) enroll new parents;
 - (3) keep a record of priority lists;
 - (4) keep records of all enrolment documents;
 - (5) see that each parent and designate receives the required amount of orientation;
 - (6) perform such additional duties as may be required from time to time.
- 57 The Marketing Director shall:
- (1) promote the Preschool in the community in collaboration with the other directors;
 - (2) liaise with the V.I.C.P.A. marketing as needed;
 - (3) work with the Enrolment & Orientation Director to organize publicity campaigns as needed.
- 58 The Parent Education Director shall:
- (1) co-ordinate Parent Education to enrich general meetings by providing programs which will fulfill the needs of the Membership;
 - (2) maintain and upgrade the parent education library;
 - (3) perform such additional duties as may be required from time to time.
- 59 The Fundraising Director shall:
- (1) chair the fundraising committee;
 - (2) be responsible for coordinating and organizing all fundraising activities;
 - (3) perform such additional duties as may be required from time to time.
- 60 The Equipment Director shall:
- (1) chair the Equipment Committee;
 - (2) maintain an inventory of all equipment;
 - (3) recommend purchases of equipment to the directors;
 - (4) keeps the equipment in good repair;
 - (5) prepare emergency student information and maintain emergency and first aid supplies;
 - (6) ensure that VICPA equipment is available to the Preschool at the designated times;
 - (7) perform such additional duties as may be required from time to time.

61 Past-President

The Past President may serve in an advisory capacity to the directors and the Preschool and may (at the discretion of the directors) be Chairperson of the Nominating Committee, and may perform such additional duties as may be required from time to time.

Part 8 — Borrowing

62 In order to carry out the purposes of the Preschool the directors may, on behalf of and in the name of the Preschool, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

63 A debenture must not be issued without the authorization of a special resolution.

64 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 9 — Access to Books and Records

65 The books and records of the Preschool and any employment contracts may be inspected by the members of the Preschool by request and may be inspected by any of the Directors at any time.

Part 10 — Bylaws

66 On being admitted to membership, each member is entitled to, and the Preschool must give the member without charge, a copy of the constitution and bylaws of the Preschool.

67 These bylaws must not be altered or added to except by special resolution.

Part 11 — Standards

68 The Preschool adheres to the standards of the V.I.C.P.A.

Part 12 — Priority Statement

- 69 Children currently enrolled in the three's class have priority in the following year's four's class.

No more than 3 children may be held back in any given year with priority.

Parents with children previously enrolled in the school have priority over new families.

To guarantee registration, returning families must provide a cheque for the VIPCA fees to the Enrolment officer by February 1. New parents, when notified space is available, must provide the Enrolment officer with a cheque for the VIPCA fees. This guarantees registration.