

St. George Nursery Preschool Bylaws

Section 1 – Name

The name of the Organization is St. George Co-Op Nursery Preschool (SGCNS)

Section 2 – Description & Philosophy

St. George Co-op Nursery School (SGCNS) is a part-time preschool situated downstairs in a beautiful church at the Eastern end of the idyllic town of St. George. The school was started as a co-operative to provide families an unmatched opportunity to participate and engage in this next chapter of their children's' lives and education. The co-operative is committed to creating a close community and an educational environment that embodies the core values and traditions of each co-op family.

Our philosophy is to encourage our children's social, emotional, and intellectual growth in a safe, secure learning environment. SGCNS is also committed to implementing current educational best practices and following all legislation that pertains to the educational guidelines. We believe that children are competent, capable, curious and rich in potential.

Section 3 – Membership/Role of Members/Meeting of Members

3.1 Members

- A. Each family or legal guardian of a child enrolled at SGCNS shall be a member of the Cooperative. Each family will have one vote (only) at the Annual General Meeting of Members.
- B. Community Members are welcome to join the General Membership if residing in a local area which is serviced by SGCNS.
- C. Membership shall be without regard to race, color, religious creed, ancestry, union membership or political affiliation, age, sex, sexual orientation, national origin, or physical handicap.
- D. Applicants over and above the maximum number of children allowed shall be placed on a waiting list for the current year. There is no fee to be on the waitlist. Should placement become available applicants with siblings in the program will be given preference. Following sibling applicants, preference will be given to the first child on the waiting list who meets the following factors:
 - the child's age qualifies within the mixed ratio requirements; and
 - the pre-school can accommodate the health and safety requirements of the applicant child and continue to accommodate the health and safety needs of current children in the class

- E. Membership terminates on the date when the last registered child of the Member leaves the program. It may be accompanied by the signing of the Application for the Withdrawal of Membership. One may transition to a community member so long as one is open and states their interest to do so. A community member may terminate his/her membership by tendering his/her resignation in writing to the Board of Directors. For any members who have failed to terminate their membership in the above mentioned method and are no longer active, a special resolution may be passed by the Board to impose their removal.
- F. Where a parent or guardian desires to withdrawal their child from the school, written notice must be given 30 days prior to the child's last day.
- G. A parent may be asked to withdraw his/her child due to the child's failure to adjust to preschool programs or the parent's failure to participate and pay fees on time. The executive council will evaluate the situation to determine what the circumstances warrant. Possibilities include intervention, a verbal or written warning, suspension and/or dismissal.

3.2 Role of Members

SGCNS shall hold an Annual General Meeting of the Members each year in **April** conducted over email. For those without email access, a physical paper format will be provided.

- A. The Annual Meeting shall be held at the school or at an alternative location decided by the Board of Directors.
- B. Attendance at the Annual General Meeting is required of each family with an enrolled child at the school, unless excused. No written proxies will be accepted as votes.
- C. At every Annual Meeting, the Directors will report on the financial statements of the school, any financial review that has been completed, and will transact such other business as may be properly brought before the meeting.
- D. A General meeting where the membership conducts a clean and meet occurs each school month on the first Tuesday of each month at 7pm, unless otherwise stated by the President. Attendance is mandatory for the full length (1.5 hours); however members are permitted to miss one meeting per school year.
- E. Additional meetings – general or board only - may be called by the President as needed. The times and places for meetings will be determined by the Board. Notice of changes to meeting times and locations will be given to all Board members at least 3 days in advance, except in cases of inclement weather.

3.3 Voting by Members

- A. At all general or special meetings of Members, each Member family shall have one vote per resolution.
- B. These by-laws may be amended in whole or in part by a 2/3 vote of the total school membership.
- C. In order to authorize a petition for the dissolution of the corporation, a vote of 2/3 of the total school membership is required.
- D. Quorum - A simple majority of the total Board membership is necessary to constitute a quorum for the purposes of voting.

Section 4 – Board of Directors

The Board is responsible for overall policy and direction and supervision of the school. The Board of Directors shall manage the business and affairs of SGCNS. In addition to the powers and authorities expressly conferred upon them by these by-laws, the Board of Directors may exercise all such powers of the school and do all such lawful acts as are not expressly reserved in the by-laws for the Members.

Consistent with its mission, it is a value of the SGCNS that the Board of Directors, to the extent possible, represents the diverse programs and communities of the school.

The Board of Directors sets policies for the school, and delegates the responsibility to carry out these policies and the authority to uphold these policies to the Teacher.

4.1 Composition of the Board of Directors

- A. Board of Directors shall consist of between three(3) and six (6) members at any time – parent or guardian OR community member (non member).
- B. Directors, with the exception of the initial configuration of the Board, shall be elected for a one-year term. Upon expiration of a one-year term, a Director may choose to be re-nominated for an additional one-year term, to be voted on by the General membership.
- C. The President of the Board shall be a current Member (parent or guardian).
- D. Community members, if present act as a voice from outside the school. A community member representative is not required.
- E. No more than 1/5 of the Board of Directors can be a community member
- F. Community members are to follow the same procedure for nomination and election as regular members.

4.2 Conflict of Interest of the Board of Directors

- A. The Directors shall “exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of the co-operative, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances”
- B. In the event that a Director has a conflict of interest on an issue being discussed and voted on by the Board, the Director must state the conflict at the beginning of the meeting before the agenda is passed. The Director may not vote on the issue.
- C. There may be times when ethical conflicts of interests arise, even when no legal conflict exists. In such cases, Directors should still state the conflict at the beginning of the meeting, to allow an opportunity for open discussion of the issue.
- D. Program administrators (teacher or employees) will not be deemed to have a conflict of interest on budget issues.

4.3 Voting of the Board of Directors

- A.** A simple majority of the Board of Directors shall constitute a quorum.
- B.** Each member of the Board of Directors shall have one vote with respect to Board business.
- C.** A simple majority of the Board Directors may adopt a resolution.
- D.** In the case of a tie vote as to Board Business, the President will lead further discussion, and hold a second vote. If the vote remains a tie, the President will determine the outcome of the vote.
- E.** Voting shall be taken by a show of hands, except if a Director attending the meeting requests secret ballot.
- F.** Discussion and votes of Financial issues and issues of policy must have a majority of the Board of Directors in attendance.
- G.** In the case of general salary and benefit issues, program administrators shall not have a vote.

4.4 Meetings of the Board of Directors

- A.** The Board of Directors shall meet on a regular basis to insure the smooth operation of the school. A minimum of five (5) meetings must be held within each calendar year. The Board will agree to the best time, date and location to have the meeting with the President overseeing final meeting authorization.
- B.** The minutes of meetings will be kept to preserve evidence of the discussion and must set forth the date, time, place, members present or absent, and the actions taken.

Section 5 - Officers

The Officers of SGCNS shall be comprised of a President, a Vice-President, a Secretary, and a Treasurer. The Board may decide to name others as the need arises. One person may hold more than one office. Officer positions will be held for a one-year term, with the option to extend on a year by year basis given that the extension serves the best interest of SGCNS.

Officer positions shall be held by the members of the general membership (including community members). The position of President shall be held by a voting (parent or guardian) member. Officers will be elected by a majority vote of the current Directors.

Officers shall have such authority and shall perform such duties as are provided by the Bylaws. At the discretion of the board, responsibilities can be altered and/or redistributed among different officer positions. Individuals may be removed from their officer role

- If the officer delivers a letter of resignation to the Board
- If the Board votes two thirds in favor of removing an officer
- If an officer withdraws from the membership for any reason

5.1 Description of the Board of Directors

President

The President shall be the chief executive officer of the Corporation. They shall also, when present, preside as President of all meetings of the Board and of the members.

Vice President

The Vice-President shall in the absence of the President perform the duties of the office of the President. The Vice-President is charged with general external relations and the co-ordination of activities with other organizations in the childcare field.

Treasurer

The Treasurer shall monitor the books of account and accounting records of the Corporation and shall be responsible for the care and custody of the funds and investments of the Corporation.

Secretary

The Secretary shall give or cause to be given notices of all meetings of the Board of Directors and of the members, and shall have the charge of the minute book, registers and other corporate documents except as otherwise determined by the Board.

Section 6 - Rules regarding the service of the Board of Directors

6.1 Removal of Director(s)

- A. The Board of Directors may remove any Officer or Committee Chair of the Board of Directors by two-thirds vote of the Board whenever in its judgment the best interests of the school will be served thereby.
- B. Apart from the regular end of term in office, a Director will automatically be removed from the Board:
 - If the Director delivers a letter of resignation to the Secretary
 - If the Members vote two thirds in favor of removing a Director at a special meeting called for that purpose.
 - If a Director fails to attend two (2) consecutive Board meetings with no advanced cause given.
 - If the Director withdraws from the program for any reason.

6.2 Vacancies on Board of Directors

- A. A vacancy on the board, however caused, may exist as long as a quorum (simple majority vote) of Directors remains in office. In this case vacancies can be filled at the next Member's Meeting by election.
- B. If there is not a quorum of Directors remaining in office, the remaining Directors shall immediately call a meeting of the Members to fill the vacancy.

6.3 Remuneration

The directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from her/his position as a director; provided that a director may be paid reasonable expenses incurred by her/him in the performance of her/his duties.

Section 7 - Committees

- A. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more board directors, including a program administrator participating ex officio with no committee vote, and an appropriate number of school Members (parents or guardians) as determined by the Board.
- B. All committees serve at the pleasure of the Board. Committee recommendations and actions should be brought before the full Board for discussion and for votes.
- C. All committees are responsible for maintaining accurate records, minutes, and appropriate documents of all meetings held, and should provide periodic reports of activities to the full Board.

Section 8 – Records, Books and Finances

8.1 Records

- A. The SGCNP shall keep an accurate record of the proceedings (meeting minutes) of the members and the Directors, the copy of its Bylaws, including any amendments to date, certified by the Secretary of the Board. The school will also keep appropriate, complete, and accurate books, correspondence files or records of account.
- B. Official Records to be kept include:
 - Articles of incorporation
 - Bylaws; including resolutions made to change bylaws
 - Register of members arranged alphabetically (including people who have been members within the last 10 years)
 - List of all current and past directors with details of terms of office and addresses
 - Proper Accounting records showing all financial and other transactions
 - Minutes from meetings

8.2 Books & Finances

- A. The fiscal year will begin on January 1st and end on December 31st.
- B. All issued cheques require 2 signatures from those with banking authorization
- C. Financial statements are to be regularly reviewed and signed off by the board of directors
- D. A budget will be developed during the year and reviewed regularly to ensure finances are on track and adjustments can be made where necessary – full input of the board of directors is required.

8.3 Audit

- A.** Details regarding an Audit from the Co-operative Corporations Act – 4/1/12
- The Co-Op may be exempt from conducting an audit if the following conditions are met:
 - The Co-Op has fewer than 51 members
 - None of the Co-Op's (a) capital (b) assets (c) gross revenues or sales exceed \$500,000; and
 - No government grant or subsidy that the co-op receives has a condition that requires it to get its financial statements audited
 - If the above conditions are met, then a co-op can exempt itself from an audit provided one of the following conditions is met:
 - If a co-op has fewer than 15 members and all the members provide consent in writing to forgo an audit
 - If a co-op has more than 15 members but fewer than 51 members and the co-op passes a special resolution to forgo an audit. However, if 3 or more members provide notice in writing to the co-op within 14 days of the resolution that they require an audit, then the co-op will need to get an audit
 - The special resolution to forgo the audit will be developed at the General Meeting held in April
- B.** At the annual meeting of the Corporation, there shall be appointed an auditor or auditors for the ensuing year. No person shall be appointed as an auditor of the Corporation who is a director, officer, or employee of the Corporation or who is a partner or employee of any such director, officer or employee. The report of the auditor(s) shall be submitted at the annual general meeting of the Corporation and shall be open to inspection by any member of the Corporation as well as sent to the City of Brantford, if requested.

Section 9 - Liability of the Board of Directors

- A.** No director shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as director notwithstanding any provision of law imposing such liability, provided however that this provision shall not eliminate the liability of a director, to the extent that such liability is imposed by applicable law;
- a. For any breach of the directors duty of loyalty to the corporation or its members
 - b. For acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; and
 - c. For any transaction from which the director derived an improper personal benefit.
- B.** No provision, repeal, or amendment of these by-laws shall eliminate the liability of a director for any act or omission occurring prior to the provision, repeal, or amendment.

Section 10 - Staff

The Board of Directors handles the responsibilities for the daily management of the school, including but not limited to the hiring, evaluation, and dismissal of employees

10.1 Evaluation

The SGCNS will regularly evaluate its programs, staff, and Board of Directors using a variety of mechanisms to collect evidence of the extent to which programs meet the expected standards of quality. In order to assure that evaluation systems are effective:

- Evaluation will be used for continuous improvement, and focus on processes and implementation as well as outcomes
- Opportunities for self-evaluation will be central in each evaluation process
- Identified goals will guide the evaluation process
- Goals will be comprehensive, and relate to families, staff, and the community, as well as to child-oriented developmental goals

10.2 Grievances

- A. Any grievances, whether relating to parents, employees, or the Board of Directors, will be brought up directly with the party in question first, in the interest of coming to a quick and direct resolution.
- B. If concerns cannot be resolved directly, then the party's immediate supervisor will be consulted, and that supervisor, or, in the case of the chief program administrator, a designated Board member, will be consulted and will join communication processes in a mediating role.
- C. Whenever this problem solving method is adopted, a written record of any meetings will be kept, and will include the date, names of participants, a description of the nature of the grievance, record of agreements made, a follow up plan to assure that the issue has been resolved, and the signatures of all parties present.

Section 11 - Amendments

These Bylaws may be amended when necessary by a two-thirds majority of the Members. Proposed amendments must be submitted to the Secretary of the Board of Directors, to be sent out with regular meeting notices.

ACKNOWLEDGEMENT

These updated bylaws were last reviewed at the meeting of the members and Directors of the St. George Cooperative Nursery Preschool on Sept 6, 2023.

Last Reviewed

Date	Who
March 3, 2024	Exec

*Note: this review chart was added in 2023 for documentation purposes