



Montessori School of Regina
PROMOTING THE LOVE OF LEARNING SINCE 1971

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POLICY 106

Board Bylaws

1. DEFINITIONS

- 1.1. In these bylaws, unless the context otherwise requires:
- 1.2. “Board” or “Board of Directors” mean the Board of Directors of the School;
“School” means the Montessori School of Regina Inc.

2. OBJECTIVES

- 2.1. The objectives of the School are:
 - a) to promote and encourage the optimal intellectual, social, and physical development of children through the Montessori approach to education; and
 - b) to maintain a non-sectarian Montessori school that does not discriminate against individuals on the basis of race, creed, religion or sex in either its admission or employment policies.

3. MEMBERS

Application for Membership

- 3.1. Any person who is at least 16 years old and has a child enrolled or is the legal guardian of a child or a family member of a child in the School may apply for a regular membership.

Membership Fee

- 3.2. Each parent/guardian of a child registered at the Montessori School of Regina is considered to be a member. Membership renews automatically when the child(ren) are registered to attend the School. Membership ceases immediately when: the child(ren) are no longer enrolled at the School, or *please see Sections 3.3 – 3.9 for termination of membership*).

Cessation of Membership

- 3.3. A member may apply to withdraw his/her membership by providing written notice to the School one month in advance of the withdrawal, or on any shorter notice that is acceptable to the Board.
- 3.4. The Board may, by a two-thirds majority vote, order the termination of a membership following a fair hearing afforded to the aggrieved member. A Committee of the Board shall be struck to hear terminations and appeals of termination of membership, consisting of:
 - a Board member;
 - a member at large from the membership of the School (neither the Board member nor the member at large should be from the same location as the appellant);
 - a staff member of the school. The Head of School and the appellant will both be invited to present to the Committee.
- 3.5. A member may appeal a termination order by providing a written notice of appeal to the Secretary within 30 days after the date on which the member receives notice of the termination order.
- 3.6. A special meeting of the Board must be held within 60 days after the date on which the Secretary receives the notice of appeal, and the member is entitled to make submissions to the Board at that meeting.
- 3.7. The Board may, by a two-thirds majority vote, rescind an order terminating a membership.
- 3.8. Membership ceases when the Board approves an application to withdraw or issues an order of termination.
- 3.9. A withdrawal or termination of membership does not affect the conditions of any existing agreement .

4. MEETINGS OF MEMBERS

Annual meeting date

- 4.1. The annual meeting of the membership of the School must be held in September or October of each year, on a date to be determined by the Board.

Annual Meeting Agenda

- 4.2. The agenda for the annual meeting shall include the following:

- The meeting to be called to order by the chairperson
- Reading and disposal of the minutes
- Business arising out of the minutes
- Reports of chairperson and other officers
- Auditor's report and consideration of the financial statement
- Resolutions, recommendations and bylaws
- Appointment of Directors
- Unfinished business
- Remuneration of Directors' wages, mileages, etc.
- Appointment of auditor
- New business
- Adjournment

Procedures

4.3. The procedures at all meetings shall be governed by the most recent edition of Robert's Rules of Order, Revised.

Quorum

4.4. Fifteen members present constitutes a quorum at any meeting of members.

Voting

4.5. Members shall vote by a show of hands or, where three voting members so demand, by secret ballot.

4.6. The chairperson of the meeting has the right to vote but is not entitled to a second vote in the event of a tie.

5. DIRECTORS

Number and Term

5.1. The Board shall consist of 9 members recruited, vetted and presented by the Nominations Committee as dictated by the Nominations Committee Charter, and approved by the board. No member under the age of 18 is eligible to be a Director.

- a) 1 person (out of the 9) shall hold a voting position on the board who is not a member of the school, as a public representative. This would allow the board to solicit skills that do not exist among the current membership, such as a Legal background or someone with significant non-profit board experience.

5.2. One half of the members of the Board shall be appointed for a two-year term at each

annual meeting of members

- 5.3. A member who has served four consecutive terms on the Board is not eligible as a candidate for re-election until a period of one year has elapsed.

Removal from Board

- 5.4. If any member or staff has a complaint about a board member and believes they have broken the Code of Conduct, the member shall lodge a formal complaint with the board chair. If the complaint is about the board chair, the member shall lodge the complaint with another board member.
- 5.5. Upon receiving a complaint, the board shall convene an investigation into the complaint.
- 5.6. If the complaint is deemed to be a valid breaking of the Code of Conduct, the board member shall be removed from the board, and the Nominations Committee will begin the process of finding a new board candidate.

Responsibilities

- 5.7. All members of the Board of Directors shall:
- a) support the goals and policies of the School;
 - b) accept and support the Montessori philosophy of education;
 - c) accept all aspects of confidentiality during and after terms of office;
 - d) be willing and able to devote the time necessary to Board activities;
 - e) avoid engaging in activities that constitute a conflict of interest and abstain from voting on issues in which the Board determines that a conflict of interest exists; and
 - f) refrain from representing him/herself as a spokesperson of the Board without the express authorization of the Chairperson.

Meetings

- 5.8. Regular meetings of the Board of Directors shall be held at least once each month during the course of the school year.
- 5.9. All questions at meetings of the Board or any committee of the Board are decided by a simple majority vote and, in the case of an equality of votes, the motion is lost.
- 5.10. The Chairperson, or any other member who presides, may vote on any resolution but does not have a second or casting vote in the event of a tie.

Employees

- 5.11. The Board has the power to appoint, define the duties, and fix remuneration of the Head of School as the Board considers necessary for the carrying on of the activities and services of the School. The Head of School shall appoint, define the duties, and fix remuneration of all other staffs/he considers necessary for the carrying on of the activities and services of the School.

Conflict of Interest

- 5.12. Any member of the Board who has, or is perceived to have a financial, personal or official interest in, or conflict (or appearance of conflict) with any matter pending before the Board, shall excuse him/herself and leave the meeting during discussion and voting on the matter.

6. OFFICERS

Appointment

- 6.1. Within 14 days following the conclusion of the annual meeting in each year, the Board shall appoint, as its officers to hold office until the conclusion of the next annual meeting, a Chairperson, Vice-Chairperson and Finance Committee Chair from among its members, and a Secretary who may, but need not, be a member of the Board.
- 6.2. The Board may appoint any additional officers and delegate any powers and duties to them that the Board considers necessary to properly conduct the affairs of the School.
- 6.3. The Board, in its discretion, may remove any officer and appoint another member to fill the unexpired portion of that individual's term of office.
- 6.4. No person may hold more than one office.

Duties and Responsibilities

- 6.5. The Chairperson shall:
- a) preside as Chairperson at all meetings of the School and of the Board, unless some other member is appointed by the meeting to do so;
 - b) Be an ex officio member of all committees appointed; and
 - c) perform any other duties and exercise any other powers that are incidental to the office or that may be required from time to time by the Board.
- 6.6. In the absence of the Chairperson, the Vice-Chairperson shall discharge the duties of

the Chairperson.

6.7. The Secretary is responsible for the minutes of the Board and is the custodian of the Corporate Seal and shall:

- a) keep all approved minutes in a minute book and send out copies of minutes to those entitled to receive them; and
- b) perform any other duties and exercise any other powers that are incidental to the office or that may be required from time to time by the Board.

6.8. The Finance Committee Chair shall:

- a) keep records of the School's budget and prepare financial reports as needed; and
- b) perform any such duties and exercise any other powers that are incidental to the office or that may be required from time to time by the Board.

6.9. The Past Chairperson is responsible for advising and assisting the Board on matters of importance to the School.

7. COMMITTEES

7.1. The Board of Directors may establish committees to deal with special issues or projects

7.2. Membership on any committee is open to all members.

7.3. No member may be appointed to a committee without his/her knowledge.

7.4. The chairperson of each committee shall be elected by the members of the committee.

7.5. Subject to the approval of the Board, each committee chairperson shall determine the size of the committee, the plans for carrying out its work and the committee's rules of procedure.

7.6. Each committee chairperson shall:

- a) maintain a file of committee minutes and detailed reports of committee activities;
- b) provide a report at each Board meeting; and
- c) be responsible for orientation of his/her successor.

7.7. An Executive Assistance Committee comprising past members of the Board shall be maintained to provide continuity, policy and general advice to the Board when

requested

8. BUSINESS OF THE SCHOOL

Fiscal Year

8.1. The fiscal year of the School shall end on the 31st day of July in each year.

Signing Officers

8.2. All cheques shall be signed by any two of the following: the Chairperson, Vice-Chairperson, Secretary, Finance Committee Chair, Head of School and any other persons that are appointed for this purpose by the Board.

8.3. A Global Payment Card(s) shall be made available for use to the Head of School and Office Administrator and any other persons that are appointed for this purpose by the Board.

Borrowing Powers

8.4. Any loans or borrowings or financial commitment made by the School exceeding \$10,000 must have the approval of the board.

Fees

8.5. Each member who has a child or children enrolled in the School is required to pay the fees set by the Board, which may vary from one service to another, and which are non-refundable, except at the discretion of the Board.

8.6. Subject to any written agreement to the contrary, monthly services must be paid for on or before the first day of the month of service.

8.7. Members wishing to terminate services shall give 30 days' notice.

Insurance

8.8. The Board shall ensure that the School carries appropriate insurance.