

Mother Earth's Children's Charter School



Society BYLAWS

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Mother Earth's Children's Charter School
Society Bylaws

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ARTICLE 1 - PREAMBLE

1.1 Society Name and Number

Mother Earth's Children's Charter School Society is incorporated under the *Societies Act*, and the Corporate Access Number is 509934808, hereinafter called the "Society."

1.2 Society Name and Number

Mother Earth's Children's Charter School Society was incorporated on May 24, 2002. The objectives of the Society are to operate a Charter School.

1.3 Society Charitable Status

Mother Earth's Children's Charter School Society was granted charitable status under the Income Tax Act of Canada effective November 15th, 2010. The registration number is 859902462RR0001.

ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions: In these Bylaws, the following words have these meanings:

Board: means Mother Earth's Charter School Society Board of Directors.

Director: means member of the Charter School Board of Directors.

MECCS: means Mother Earth's Children's Charter School.

Parent: means parent or guardian of students attending MECCS.

School: means Mother Earth's Children's Charter School.

Staff: means all full and part-time employees of MECCS Society.

Student: means any individual officially enrolled as a student in MECCS.

2.2 Interpretation of the By-Laws

In these by-laws and in all other by-laws of the Society hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be, and vice versa, and references to persons shall include firms and corporations.

2.3 Amending the Bylaws

(a) Portions of these bylaws may be amended, revised or deleted through special resolution at the Annual General Meeting.

(b) MECCS Society Members must be provided with details regarding any proposed bylaw amendments, revisions, or deletions twenty-one (21) days prior to the Annual General Meeting.

- (c) Bylaw amendments may take effect after ratification at the Annual General Meeting, approval by the Minister of Education, and acceptance by the Corporate Registry of Alberta.

ARTICLE 3 - HEAD OFFICE

The Head Office of the Society shall be:

Box 11, Site 504, RR 5, Stony Plain, Alberta T7Z 1X5

ARTICLE 4 - CONDITIONS OF MEMBERSHIP

There shall be two categories of members of the Mother Earth's Children's Charter School Society

4.1 Members

Members may include all staff employed by the Society and- Parents and/or Legal Guardians of students registered in MECCS and current Directors.

4.2 Associate Members

Associate Members may include community members who may include individuals and stakeholders with a vested interest in the success of MECCS. Associate members do not have voting status.

4.3 Responsibility/Obligations of Members

Members will be governed by and operate as per bylaws and MECCS Charter. No fees will be charged to any member.

4.4 All Members have equal voting privileges of one vote per member.

4.5 Withdrawal of Membership

Any member may withdraw from the Society by delivering to the Society a written resignation and filing a copy of the same with the Secretary Treasurer of the Society. Members will be considered to have automatically withdrawn if they remove their children from attending the school, cease their employment by the school or are no longer a Director of the Board.

4.6 Forced Resignation of Members

Any member may have their membership revoked or amended (loss of voting privileges) by way of a special resolution if the member is no longer meeting the conditions of the membership. The special resolution will outline the specific reasons for the forced resignation.

ARTICLE 5 - REGULAR, SPECIAL AND ANNUAL MEETINGS

5.1 Regular Meetings

- (a) The Superintendent and Secretary-Treasurer must be in attendance at all Board meetings unless they are unavailable and have made provisions for such.
- (b) Regular meetings of the Board of Directors shall be held once a month.

- (c) The Board may hold additional meetings as it considers necessary to deal adequately with its business.
- (d) By resolution of the Board, Regular meetings shall state the date, time and place of the regular meeting.
- (e) The Board shall make rules governing its internal procedure and its meetings subject to the Charter Schools Regulation.
- (f) Meetings by telephone may be permitted, however any decisions must be made by resolution at a regular meeting of the Board.
- (g) Mail-in ballot or proxy voting is not allowed.
- (h) No act or proceeding of a Board is binding unless it is adopted at a meeting at which a quorum of the Board is present.
- (i) An agenda for the regular meeting of the Board shall be available twenty-four (24) hours before the meeting and shall be posted for Parents, Board of Directors and members to see.
- (j) The agenda for regular meetings of the Board shall be adopted at the beginning of each Board of Directors meeting.
- (k) The minutes of all meetings shall include the names of those in attendance, those absent, committee reports, recommendations, resolutions, and require the signature of the board chairperson.

5.2 Special Meetings of the Board

- (a) Special Meetings of the Board of Directors may be called by the Chairperson of the Board, a majority of the Directors or the Minister of Education.
- (b) A notice of a Special Meeting of the Board shall state the date, time and place of the Special Meeting, and the nature of the business to be transacted at the Special Meeting.
- (c) The notice of the Special Meeting shall be sent to each Director by registered mail, or electronic mail, at least 7 days before the date of the meeting.
- (d) Unless all the Directors present at the Special Meeting agree to it, no business other than that stated in the notice of the Special Meeting shall be transacted at the Special Meeting.
- (e) Notwithstanding clauses (b), (c), and (d) a Special Meeting of the Board may be held in the event of an emergency without notice being given under this section if every Director agrees.

5.3 Annual General Meetings

- (a) The Annual or any other general meeting of the members shall be held at the head office of the Society, or any place as the Board of Directors may determine and on such day as the said Directors shall appoint.
- (b) At every annual meeting, in addition to any other business that may be transacted, the financial statement, and the report of the auditors shall be presented, and an auditor appointed for the ensuing year.
- (c) Annual General Meetings require 21 days prior written notice. The notice must include the date, time, location, and business to be transacted. Only the items stated in the notice will be discussed. Notice will be sent home with students and sent by ordinary mail, fax, or email at the last known address on file for the parent.
- (d) Fourteen (14) days prior to the AGM, any member may submit, in writing, agenda items to the Board Chairperson, to be discussed at the Annual General Meeting of the Society.
- (e) A minimum of 5 members in good standing plus a majority of the Board of Directors shall constitute quorum.

5.4 Special General Meetings of the Members

- (a) A Special meeting is any meeting called for the purpose of i) dealing with special resolutions, ii) dealing with important concerns of the membership; iii) dealing with urgent issues where the Board may require member input.
- (b) A Special meeting may be called at any time: a) by resolution of the Board, b) upon The Board of Directors receiving a written request of Members carrying not less than 10% of the vote. The request must state the reason for the Special Meeting and the motions intended to be submitted.
- (c) Special Meetings require 21 days prior written notice. The notice must include the date, time, location, and business to be transacted. Only the items stated in the notice will be discussed. Notice will be sent home with students and sent by ordinary mail, fax, or email at the last known address on file for the parent.
- (d) Quorum for a Special General Meeting will be 10% of all members. In the event a quorum is not present, the meeting may proceed, however decisions cannot be acted upon until such time as ratified by a meeting where quorum is present.
- (e) At any Special Meeting a vote will be decided by a show of hands unless at least two members request a written poll. Mail-in ballot or proxy voting is not allowed.

ARTICLE 6 - GOVERNANCE STRUCTURE

6.1 Board of Directors

- (a) The property and business of MECCS shall be managed by the Board.
- (b) The Board shall be comprised of a Chairperson and up to 6 Directors, of which a majority shall constitute a quorum. The Chairperson and Directors must be eighteen years of age or over.
- (c) Directors shall be elected by the membership for the sole purpose of operating the Charter School.
- (d) Directors shall serve terms which will allow the Board to replace members on a staggered basis. Terms for two directors appointed in 2009 will end in August of 2011; one in August 2012; two in August 2013; and two in August 2014. From the point of election as of 2010, Directors will serve a five year term.
- (e) No person shall serve more than 2 consecutive terms as a Director.
- (f) No person shall serve more than 2 consecutive terms as a Chairperson.
- (g) No person shall serve as a Chairperson or a Director if they are an employee of MECCS Society.
- (h) Nominations to stand for election at an Annual General Meeting shall be made from the floor and seconded by members of the Society. Nominees must agree to be nominated.
- (j) Directors must sign an ethics form outlining roles and responsibilities in carrying out MECCS business.

6.2 Resignations or Disqualification of Members of the Board of Directors

- a) A director may resign by delivering a written resignation to the Chair or Secretary of the Board. The Board has the right to appoint an individual to carry out that member's term.
- b) The offices of a Director shall be automatically vacated: a) if he/she is found by a court of law to be of unsound mind, b) by passage of a special resolution, c) upon death, d) if disqualified in accordance with the *School Act*, e) if they fail to obtain a satisfactory Criminal Record Check, f) missing 3 consecutive regularly scheduled Board Meetings except in the case of illness as outlined in the *School Act* or without prior approval of the Board. The Board has the right to appoint an individual to carry out that member's term.
- c) A Special General meeting of members will be called or, in default, the Board has the right to appoint an individual to carry out the term of a Trustee whose seat has been vacated.

6.3 Indemnities to Directors Officers and Others

- (a) The Chairperson and Directors shall serve as such without receiving any remuneration directly or indirectly from his/her position. A Director may be paid out of pocket expenses incurred by him/her in the performance of his/her duties and by resolution of the Board of Directors.
- (b) A retiring or/resigning Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement or resignation is accepted.
- (c) The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors. Positions shall be filled based on merit. Individuals shall not be employed in positions where they are subject to the direct or indirect influence of a family member.
- (d) The reimbursement of all Directors, agents, employees, and committee members shall be fixed by the Board of Directors by resolution.
- (e) The Society will indemnify and save harmless, any Director or other person working on behalf of the Society, from any liability incurred in the performance of his or her obligations as follows: a) all costs, charges and expenses whatsoever which such Director or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability; b) other reasonable costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own wilful neglect or default.

6.4 Powers of the Directors/Chairperson

- (a) The sole responsibility of the Chairperson and Directors of the Society shall be the governance of the Charter School.
- (b) Subject to the limitations of the *School Act*, *Societies Act*, and the Charter, the Board holds ultimate authority and is responsible for the operation and management of MECCS. The Board has the authority to ensure that the Charter School philosophy is adhered to and the goals of the school are met. The Board is vested with ultimate responsibility for the finances of the school.
- (c) The Directors/Chairperson shall be guided by the vision, mission, and philosophy of the Charter.
- (d) The Charter School Board of Directors shall take such steps as they may deem requisite to enable the School to acquire, accept, solicit or receive

legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the School.

- (e) From time to time, the Board may deem it necessary to raise funds. This may be done in a manner decided on by the majority vote of the Board. This may include the borrowing of money pursuant to the *School Act*.

ARTICLE 7 - DIRECTORS OF THE MOTHER EARTH'S CHILDREN'S CHARTER SCHOOL BOARD

7.1 Directors of the Board

The Directors of the Board shall include:

- (a) Chairperson;
- (b) Vice-Chairperson;
- (c) 5 Directors

7.2 Chairperson

The Chairperson shall:

- (a) Preside at all meetings of the Board of Directors and the Society;
- (b) Be the official spokesperson of the Society but may delegate such authority in this regard as the Chairperson, in consultation with the Board of Directors, deems appropriate;
- (c) From time to time, with the concurrence of the Board of Directors, approve the formation of ad hoc committees of the Society, and prescribe their functions and limitations, and appoint such persons to sit thereon; provided however that each appointment to membership on each committee shall end on the day prior to the Annual General Meeting following such appointment;
- (d) Act as an ex-officio member of all committees;
- (e) Inform and work with the Superintendent of MECCS in accordance with the Society bylaws and the *School Act*.

7.3 Vice-Chairperson

The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and shall perform such other duties as may, from time to time, be imposed upon the Vice-Chairperson by the Board of Directors.

ARTICLE 8 - CONTRACTORS/EMPLOYEE

8.1 Superintendent

Subject to the Charter School Regulations, a Board shall appoint an individual Superintendent for a period of not more than 5 years.

To appoint the Superintendent, the Board must submit a Notice of Intent

requesting, in writing, the approval of the Minister of Education.

- (a) The Superintendent is the Chief Executive Officer of the Board and the Chief Education Officer.
- (b) The Superintendent shall carry out the duties assigned to the Superintendent by the Board.
- (c) The Superintendent shall supervise the operation of schools and the provision of education programs, in accordance with the *School Act*.
- (d) The Superintendent shall report to the Minister in accordance with the *School Act*.
- (e) The office of Superintendent shall be automatically vacated if:
 - he delivers a written resignation to the Chairperson of the Society;
 - he is found, by a court, to be of unsound mind;
 - the Minister of Education withdraws his approval;
 - at a Special meeting of the Board of Directors a resolution is passed by a quorum of the Board that he be removed from office;
 - on death; or
 - he becomes bankrupt.
- (f) If any vacancy shall occur for any reason in this position, the Board of Directors may, by majority vote, fill the vacancy, by appointment, with another Superintendent acceptable to the Minister of Education.

8.2 Secretary-Treasurer

The Board shall appoint a Secretary Treasurer, forthwith notify the Minister of the appointment, and arrange for the bonding of the Secretary-Treasurer, in an amount that is reasonable in the circumstances.

- (a) The Secretary Treasurer shall supervise the financial operations of the school in accordance with the *School Act*;
- (b) Report to the Superintendent;
- (c) Attend all meetings of the Board of Directors;
- (d) Perform any other duties required by the Superintendent.

8.3 Principal

The Board shall assign a Principal to the School who shall:

- (a) Perform the duties specified under the *School Act*;
- (b) Report to the Superintendent;

- (c) Attend meetings of the Board of Directors as requested/directed by the Superintendent;
- (d) Perform any other duties required by the Superintendent.

ARTICLE 9 - ACCOUNTABILITY

9.1 Charter School Board

The Board is accountable to the membership of the Society and to the Minister of Education. The areas of accountability are:

- (a) The School operates in accordance with the applicable provisions of the *School Act*, regulations and policies;
- (b) A general learning environment is present and students are learning in accordance with Charter goals and objectives;
- (c) Students demonstrate increased learning and participate in Provincial Achievement Tests and Diploma Examinations;
- (d) Planning and scheduling are in order and followed;
- (e) The School facility complies with building standards and zoning regulations.

9.2 Execution of Documents

- (a) The Board has decided not to have a Society seal.
- (b) In the absence of a Society seal, contracts, documents, or any instruments in writing requiring the signature of the Board shall be signed by the Chairperson and/or any one other Director appointed by the Charter School Board of Directors as having signing authority for such documents.
- (c) All cheques require 2 signatures, the Secretary-Treasurer and the other shall be the Superintendent or one of the designated members as per board motion.

9.3 Fiscal Year

The fiscal year shall be September 1 to August 31 unless otherwise ordered by the Board of Directors.

9.4 Auditor

The Board of Directors shall, at each Annual General Meeting, appoint an auditor to audit the accounts. The remuneration of the auditor shall be fixed by the Board of Directors. No member, Director, or employee of the Society can be allowed to do the audit.

9.5 Books and Records

- (a) The Board of Directors shall see that all necessary books and records of the Society required by the bylaws, or any applicable statute of laws, are

regularly and properly kept.

- (b) Anyone wishing to inspect the books of the Society must give reasonable notice to the Chairperson of their intention to do so. Such inspection will only take place at the school and in the presence of at least one director. Confidential student and personnel records protected under the *Freedom of Information and Privacy Act* will not be open for inspection.

9.6 Rules, Regulations, and Policy

The Charter School Board of Directors may prescribe such rules and regulations, consistent with these bylaws, relating to the management and operation of the Charter School, as they deem expedient. The Board of Directors is responsible for the development and implementation of the student code of conduct, the discipline policy, suspension and expulsion policies, personnel policies, and a management operation plan in keeping with the provisions of the *School Act*.

9.7 Administration in the Absence of Policy

The Board of Directors recognizes that situations might arise where there are no specific provisions in policy or precedence and action must be taken. In such cases the Principal shall have the power to act in accordance with the following guidelines:

Guidelines:

- (a) If a situation arises where the Principal is of the opinion emergency action is required, and there is no policy or precedent to provide guidance, the Principal has the authority to act.
- (b) If time permits the Principal shall contact the Superintendent or, in his absence, the Board Chairperson.
- (c) When circumstances dictate that the Principal make an immediate decision without contacting the Superintendent or Chairperson, the Principal is authorized to act in accordance with the best established practice using common sense procedures. The Principal shall inform the Superintendent as soon as possible of the action taken.
- (d) Actions taken by the Principal in emergency cases shall be reviewed at the next meeting of the Board of Directors, and if appropriate an interim policy recommendation shall be proposed.