

Comox Valley Montessori Society Constitution and Bylaws March 2015

Constitution

The Organization

The name of this organization shall be Comox Valley Montessori Society (CVMS).

The Purpose of the CVMS

- (a) To work with School District 71 to integrate, maintain, promote, and otherwise support the Montessori program of choice in the Comox Valley's public school system.
- (b) To further develop and maintain working relationships with local School District staff and all other non-partisan partners to ensure an on-going sustainable program.

The Aims and Objectives

Section 1: The aims and objectives of CVMS Board of Directors include;

- (a) to help maintain the specialized Montessori materials for each classroom,
- (b) to manage and maintain records of all materials purchased by the CVMS,
- (c) to create policies that ensure members can successfully meet the goals as set out in this document,
- (d) to provide leadership in initiating, maintaining, and encouraging membership participation,
- (e) to facilitate non-partisan member involvement in society decision making,
- (f) to provide a framework for communication and information-sharing among the members, parents, educators, administrators, and all partners involved,
- (g) to ensure equal access for any children in Comox Valley to public Montessori education,
- (h) to support diversity within our schools and community,
- (i) to welcome all ideas put forth by members while encouraging any member who presents a problem to the Board to come with a possible solution.
- (j) to advocate for the program and maintain that it is kept to the standards that were set forth by the Board.
- (k) responsible for the promotion of the program through community awareness and ensuring the growth and development of the program.

Section 2: The aims and objectives of CVMS General Membership;

- (a) to work with the School District to ensure enough money is raised to purchase and maintain the specialized materials for each classroom,
- (b) to regularly attend and participate in monthly meetings,
- (c) to bring forward any ideas to the board including suggested solutions to any challenges brought forward.

Here set out, in numbered articles, are the Bylaws providing for the matters referred to in section 6(1) of the Society Act.

Bylaws

Article I: The Society Membership

Section 1: Eligibility:

- (a) Membership shall be open to any parent, guardian or grandparent who has a child currently registered in School District 71's Montessori Program of Choice and/or to any person supporting the society's goals.
- (b) Every member, in order to remain in good standing, must uphold the Constitution and comply with these Bylaws.

Section 2: Selection:

Members are required to provide current name and contact information to the Society and are strongly encouraged to attend and participate in monthly meetings.

Section 3: Voting Eligibility:

- (a) Every member, provided they are a member in good standing for the previous 2 months, shall have one vote for all motions during regular meetings except those circumstances listed herein these bylaws, and providing they exercise such vote in person.
- (b) Every member is eligible to vote during the annual elections for the Board providing they are a member in good standing for at least 2 months prior to that meeting, and providing they exercise such vote in person.

Section 4: Ceasing to be a Society Member;

- (a) by delivery of his or her resignation in writing to the Society Secretary,
- (b) on his or her death,
- (c) on being expelled,

Section 5: Expulsion of a Society Member:

- (a) A member may be expelled by a special resolution of the members passed at a regular meeting.
- (b) The notice of a special resolution for expulsion must include a brief statement of the reason for the proposed expulsion.
- (c) The person who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the regular meeting before the special resolution is put to a vote.

Article II: Meetings of The Society

Section 1: Annual General Meetings:

- (a) Annual General Meeting shall be held at least once in every calendar year, preferably in May of every year.
- (b) At the annual general meeting the following must be transacted:
 - (i) report and consideration of the financial statements including adoption of the annual budget,
 - (ii) report(s) of the Board of Directors,
 - (iii) any such business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Board of Directors issued with the notice convening the meeting,
 - (iv) unless otherwise decided, elections of the Board will be conducted at the AGM, as long as notice has been issued according to the bylaws listed herein this document.

Section 2: Regular General Meetings:

- (a) Regular meetings of the Society will take place once a month with the exception of the following months: July and August. By the discretion of the Board a meeting may or may not take place in the month of December.
- (b) Unless otherwise provided in these Bylaws, all motions arising at regular meeting will be decided by a simple majority vote.
- (c) In the case where a tie exists, the motion will be lost.
- (d) Attendance:
 - (i) Although attendance is not mandatory for society members they are strongly encouraged to attend and participate in monthly meetings.
 - (ii) All board members are required to attend a minimum of 50% of the year's regular board meetings.

Section 3: Special Meetings;

- (a) Extraordinary meetings may be called at the discretion of the Board and/or special request by the voting members provided the request includes the purpose of the meeting and subsequently approved by the board.
- (b) Minutes shall be taken at all special meetings.

Section 4: Proceedings at Society Meetings

- (a) The President or Vice-President of the Society, or in their absence any other Officer or Director, must preside as Chair of a society meeting.
- (b) In the Secretary's absence, any board member shall take minutes. Minutes must be taken in order for business to be conducted.
- (c) Accepted rules of order will be engaged for the purpose of encouraging all members to participate in discussion. In the event of disputed "accepted rules of order" Robert's Rules of Order will automatically be adopted and enforced. The Secretary shall have a copy (electronic or hardcopy) available at all meetings.
- (d) A quorum is defined as 50% of board membership. A quorum must be in attendance in order to conduct the business of the organization.

Article III: The Board

Section 1: Composition:

- (a) There shall be a maximum of twelve Board positions at any one time.
- (b) The 12 Board positions shall include 4 executive officer positions: President, Vice President, Secretary and Treasurer.
- (c) One of the Directors At Large must hold the position of Inventory Controller, and a third the position of Liaison Chair.
- (d) The remaining 6 positions will be considered Directors At Large.

Section 2: Terms of Office

- (a) Terms of Office shall typically be staggered for Officers such that elections at any annual general meeting shall occur for:
 - (i) either President or Vice President,
 - (ii) either Secretary or Treasurer, and,
 - (iii) all directors at large.
- (b) Each officer is expected to remain in office for 24 consecutive months, unless allowed otherwise herein these bylaws. Officers may be re-elected into the same position or elected into a different position.
- (c) All directors and officers must attend a minimum of 50% of the regular and special meetings called.
- (d) Directors at Large are expected to remain in office for a one-year term or until the next annual election, which ever is shorter, with the opportunity to be re-elected on an annual basis.
- (e) The newly elected Board members begin their tenure on June 1 of the year they are voted in.
- (f) Any position can be shared by 2 members.
- (g) If a position is shared by two members only one vote can count between the two of them. If, between them, they are undecided on an voting issue, neither vote shall count.
- (h) Under special circumstances it may be necessary for the board to extend or reduce any of the 4 executive positions by one year in order to re-establish and/or maintain

alternating positions. If so, the motion must be passed by a 75% majority from the Board members only.

Section 3: Nominations To The Board of Directors for the Annual Elections (after May 2012)

- (a) All officers and directors of the Society must be elected into his/her position.
- (b) To be eligible for nomination, that person must have held a membership in good standing with the Society for at least six months.
- (c) All Society members must be given notice of nomination procedures at least two months prior to the election date.
- (d) Nominations for the Board may be made in writing by any member of the Society and submitted according to the Board's stipulations one month prior to the date of the meeting at which elections are to be held.
- (e) Two members who are not seeking election themselves must be responsible for recording all names of the candidates.
- (f) All nominees will be notified with the position(s) they have been nominated for and will have two weeks prior to the election to accept the nomination in writing according to the Boards' stipulations.
- (g) Prior to the election the names of all candidates must be presented to the membership in a timely fashion so the candidates can properly promote themselves to the voters.
- (h) Last call for nominations will be made from the floor at the election meeting.

Section 4: Procedures for Voting Board Members at the Annual Elections:

- (a) Unless otherwise decided, annual elections will be conducted at the society's AGM.
- (b) Notice of election date will be given to membership at least two months in advance.
- (c) The Secretary will ensure a complete list of members is available at the election for the purpose of verifying members standing.
- (d) At the election meeting the Secretary, or delegate, will confirm that each member in attendance is in good standing. Upon verification they will then be provided with a ballot or ballots as required.
- (e) Each member present at the election meeting, and in good standing according to these bylaws, shall have one vote for each vacancy. Vote by proxy is not allowed.
- (f) Votes are to be cast by secret ballot. Two members in non-officer positions not wishing to be nominated/elected themselves will conduct the election.
- (g) The person receiving the most votes from the membership determines election into a board position.
- (h) Nominees need not be present as long as written acceptance of nomination has been received and verified by a board member who is present at the meeting.
- (i) In the event of a tie vote, if agreeable by both candidates, the position can be shared between the two. If not agreeable, the winner shall be decided by drawing straws.
- (j) An election may be made by acclamation.

Section 5: Vacancies - Vacancies of office must strictly adhere to the following:

(a) Resignations:

An officer wishing to resign from his/her position is required to either verbally state his/her resignation at a board meeting or provide written resignation to another officer, which must then be read at a board meeting.

(b) Expulsion of a Board Member

- (i) Board members may be removed from office by majority (51%) of vote of the other board members if actions are deemed inappropriate.
- (ii) The board member is permitted to speak before the Board of Directors and the general membership about the charges made concerning his/her performance.
- (iii) The board member is not permitted to participate in the deliberation of the board of directors regarding the charges.
- (iv) The board member may or may not be further expelled from the society membership according to further bylaws in this document. (See Article I)

Section 6: Filling Vacancies - Outside of Regular Elections:

- (a) If for any reason, and at any time, a position is vacant the following must be followed:
 - (i) When a vacancy occurs, that position will automatically be filled during the following monthly meeting.
 - (ii) Voting procedure will be a simple majority vote by the membership via a show of hands.
 - (iii) Nominations can be made in writing by any member of the society. Written verification of acceptance by the nominee is required before the Board can present it to the members.
 - (iv) Nominations can be accepted from the floor during the meeting the voting takes place.
 - (v) To be eligible for nomination, that person must have held membership with the Society for at least six months, and be a member in good standing.
 - (vi) Candidates need not be present when the voting takes place as long as written acceptance has been received and verified by a board member who is present at the time of voting.
- (b) If the President position is vacated, the Vice- President will automatically take the role of acting President until the next Annual Election take place.
- (c) If at the end of the monthly meeting the position still remains vacant, whether due to lack of interest or any other reason, the procedure shall be carried forward, month by month until such time that a nomination comes forward.

Article V: Job Descriptions of the Board

Section 1: All Board Members including Executive Officers:

- (a) must have a thorough understanding of the CVMS Constitution and Bylaws as set out in this document and will exercise duty of care to ensure to that any possible problem or challenge they may notice is brought before the Board,
- (b) must maintain communication and meet with other board member(s) regularly,
- (c) must attend a minimum of 50% of the year's regular meetings,
- (d) must maintain awareness of financial expenditures,

- (e) must promote the society within the community,
- (f) are allowed one vote on all issues brought before the board, unless otherwise specified in this document.

Section 2: Executive Officers

(a) President

- (i) The President provides leadership to ensure all members of the Board of Directors and society members: - are aware of and fulfill their responsibilities, comply with applicable bylaws, and conduct CVMS business effectively and efficiently. In order to fulfill these responsibilities, and subject to the CVMS bylaws, the President presides over meetings, proposes policies and procedures, over sees and/or submits various reports, sits on various committees, and performs other duties as the need arises and/or defined by these bylaws and the Board.
- (ii) The President, in consultation with the Board Members, serves as the chief volunteer /communicator in matters involving SD71 within the CVMS mandate.
- (iii) Accountability: The President is accountable to the Board of Directors and the Society Members.
- (iv) Meetings Duties: Ensures an agenda is planned, a quorum is present, and then chairs meetings according to accepted rules of order for the purpose of encouraging all members to participate in discussion. In the event of disputed “accepted rules of order” Robert’s Rules of Order will automatically be adopted and enforced.
- (v) Other duties will include, but not be limited to, maintain communications with all officers, directors and society members, promote the Society within the community, communicate w/SD staff, principal, teacher, and parents about the program, ensure purity of the program in cooperation with teachers, parents, administration.

(b) Vice-President

- (i) The Vice-President must carry out the duties of the President during the Presidents absence. In order to fulfill these responsibilities he/she must be comfortably involved with the President’s activities including all duties listed under the Presidents job description.
- (ii) Other duties will include, but not be limited to: correspond with local media on any particular events of the Society, promote the society within the community, maintain communications with all other officers, board members, and society members.
- (iii) The Vice-President will succeed to the position of President in the case of that officer’s resignation or removal outside of regular elections.

(c) Secretary - The CVMS is required by law and by custom to maintain certain records for several purposes, including, accurate recollection of decisions, determination of eligibility to vote, continuity of policies and practices, and accountability of directors and officers.

- (i) The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was/is conducted. In order to fulfill these responsibilities, and subject to the CVMS bylaws, the Secretary records minutes of meetings, ensures their accuracy, and availability, proposes policies and procedures, oversee and/or submits various reports, maintains membership records, fulfills any other requirements of a Director and Officer, and performs other duties as the need arises and/or defined by these bylaws and the Board.
- (ii) **Specific Duties of The Minutes** - The secretary is responsible for ensuring that accurate minutes are taken and approved. The Secretary signs a copy of the final, approved minutes and ensures that this copy is maintained in the official CVMS records. Minutes will include the minimum of the following:
 - date, time and location of meeting
 - list of those present
 - list of items discussed
 - list of reports presented
 - text of motions presented and description of their disposition
- (iii) The Secretary ensures that all CVMS records are maintained and made available when required. These records may include founding documents, lists of directors, board meeting minutes, financial reports, and other official records.
- (iv) The Secretary ensures that official records are kept of all members, and they be available when required for elections, referenda, and other votes.
- (v) The Secretary ensures that an up-to-date copy of the bylaws is available at all meetings, also, a copy of Society Act, Roberts Rules, special rules of order, standing rules, and any other official documentation that may be required (electronic or hardcopy).
- (vi) The Secretary ensures that proper notification is given of directors' and members' meetings as specified in these bylaws. The Secretary manages the general correspondence of the Board of Directors to the members, except for such correspondence assigned to others.
- (vii) The Secretary is the registered agent with respect to the laws of the Society Act; the person upon whom legal notice to the CVMS is served and responsible for ensuring that documents necessary to maintain the CVMS are filed.

(d) Treasurer

- (i) The Treasurer is responsible for ensuring that financial records, including books of accounts are maintained, as necessary to comply with the Society Act.

- (ii) The Treasurer must ensure financial statements are rendered to the Board of Directors, Society Membership, and others when requested. This includes providing a monthly written report of the Society that is current and includes the society's opening balance, itemized receipts and disbursements, and the closing balance for every account. This information may be presented at the monthly meeting verbally while ensuring a written copy is on hand and immediately available.
- (iii) Ensure a completed Statement of Revenue and Expenditures is prepared annually and at any other time when requested by the Board.
- (iv) Serve as custodian of the funds of the organization, keeping careful records of all receipts and making no disbursements without the authority of a quorum.
- (v) Take responsibility for any and all reports required by taxing authorities.
- (vi) Working in conjunction with other directors to develop the society's budget and present it to membership for a vote.
- (vii) Cosign on society's cheques when possible.

Section 3: Directors

(a) Inventory Controller/Director

- (i) Oversee and maintain the ad hoc Materials Committee when and as needed according to the instructions of the Board
- (ii) Ensure accurate inventory records are kept of all materials and items purchased and/or acquired on behalf of the CVMS where possible to include the purchase price of each item.
- (iii) Oversee and submit reports to the Board as requested,
- (iv) If a Materials Committee is created the Inventory Controller may take the position of Committee Chair.
- (v) Additional duties as requested by the board as they relate to inventory control.

(b) Liaison Chair/Director

- (i) To oversee and maintain a Parent Liaison Committee.
- (ii) Ensure each classroom is represented by at least one member of the society who will act as a communicator between the Directress/Director, the parents, the CVMS, and any other partners deemed appropriate by the Board.
- (iii) Maintain a framework for information sharing and communication for each directresses/directors and the parents/guardians of their students as directly as possible,
- (iv) Maintain a framework for information sharing and communication between the CVMS and the parents/guardians of all students.
- (v) Ensure all liaisons have access to the information to do their job while ensuring it accurately reflects the CVMS events and decisions and is also consistent between all classes.

- (vi) Ensure committee meetings are called as required and are conducted as stipulated in these bylaws and should include the taking of minutes of the meetings.
- (vii) Ensure reports are prepared and submitted to the board monthly or as requested by the Board.

(d) Director At Large

- (i) Supports the Executive Officers with work and responsibilities.
- (ii) Any other duties as specified by the Board and Membership.

Article VI: The Committees

Section 1: The Board identifies the need for committees to support the work that is required and approves the terms of reference for each committee.

- (a) The Society will typically maintain a Liaison Committee.
- (b) A Materials Committee and Fundraising Committee will be created on an “as needed” basis and as stipulated in these bylaws.
- (c) The chair (or his/her delegate) of each standing committee must report to the membership of the Society at the monthly meetings. The chair of each standing committee may be appointed by the Board.
- (d) Unless otherwise mentioned in these Bylaws, the Board will determine the role of each committee.
- (e) Other Ad Hoc committees may be established as issues arise and/or at the will of the Board when it is necessary to do so to maintain the society’s goals.

Article VII: Finance

Section 1: Oversight:

The treasurer together with the executive officers is responsible for any oversight in funds.

Section 2: Source of funding:

Accumulation of funds for the Society will rely on fundraising from the annual tea and silent auction, donations, grant applications and other legal means.

Section 3: Maintenance of funds:

All monies belonging to Comox Valley Montessori Society shall be deposited and disbursed through a bank account established for Comox Valley Montessori Society by a signing officer. Any money that is donated to School Board 71 for the purchase of new materials will need to be deemed for a specific purchase and will be placed in a separate bank account by SD71.

Section 4: Disbursement of funds:

All requests for funding, whether through cheque or purchase order, must be approved by quorum. All requests must include a receipt or invoice.

Section 5: Fiscal year: June 1 to May 31.

Article VIII: Code of Ethics

The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.

Article VIII: Dissolution

In the event of winding-up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with the social problems or organizations promoting the same purposes as this Society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that such organization referred to in this paragraph shall be a registered charity recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

Article X: Amendments

Any board member may propose amendments to this constitution. The board of directors must review all amendment proposals. The President of the Society and a majority of board members must approve all amendments.

Signature of President

Date