

## St. Adolphe Child Care Centre Inc. By-law

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## **ARTICLE 1: NAME & INTERPRETATION**

### **1.1 Naming Rights**

This non-profit organization shall be formally known as St. Adolphe Child Care Centre Inc (it's incorporated legal name). For general reference it may be known as St Adolphe Child Care, SACCCI and SANS (former name St Adolphe Nursery School). Hereinafter referred to as 'SACCCI'.

There are four branches of the organization

1. Nursery School (participants 3-4-year-old)
2. Pre-School Child Care (participants 2-6 years old)
3. School Age Child Care (participants 6-12 years old) before, after school and holiday care
4. Infant Child Care Care (participants 12 weeks to 24 months)

### **1.2 Interpretation**

#### **Definitions**

In this By-law, unless the context otherwise requires:

- a. "Articles" means the articles of the Centre upon which is endorsed to the certificate of incorporation dated February 2008 as from time to time amended, supplemented or restated and as the term "articles" is more particularly defined in the Corporations Act;
- b. "Board" means the board of directors of the Centre;
- c. "By-law or By-laws" means this general by-law of the Centre from time to time in force and effect;
- d. "Corporations Act" means The Corporations Act of Manitoba as amended from time to time;
- e. "Child Care Act" means The Community Child Day Care Standards Act of Manitoba as amended from time to time any statute enacted in substitution therefore from time to time;
- f. "Executive" means duly elected member of the Board;
- g. "Guardian" means a person other than a parent who has been appointed guardian of the person of the child by a court of competent jurisdiction;
- h. "Member" defines a Parent or Guardian, who is a member of the Centre;
- i. "Membership" means the members of the Centre;
- j. "Parent" means
  - a. The parent who has legal custody of the child;
  - b. The child's legal Guardian; or
  - c. The person who is married to, or lives in a common-law relationship with the child's parent who has legal custody; as identified in enrollment forms of the Centre.
- k. "Schedules" means the policies, procedures and/or duties of the Board as amended from time to time.

\*For all terminology used in this bylaw not defined in this article refer to Merriam-Webster dictionary

## **ARTICLE 2: PURPOSE**

### **2.1 Mission Statement**

At St. Adolphe Child Care Centre Inc., we strive to provide a safe, caring, learning environment for children, staff, and families. We believe in equality and inclusion and we respect diversity. We value openness, honesty, tolerance, fairness, and responsibility in social, moral, and academic matters.

Our goal is to help develop caring, capable, confident children by instilling in them a sense of self, a sense of wonder, and an understanding of functioning within a group. To do this we must give the children a chance to grow, to try, to succeed or miss and try again. We want to encourage their quest for autonomy and let them be proud of saying "I did it all by myself!" We want the children to develop problem-solving skills that will assist them with their day-to-day choices. We want to empower the children to make proper choices and have happy and healthy life!

### **2.2 Objective**

- a. To provide a safe, caring and positive program for children from 12 weeks old to 12 years old in their specific age group.
- b. To provide quality group care in a multi-age centre.
- c. To service a need in the community.

## **ARTICLE 3: BUSINESS**

### **3.1 Business Office**

The principal business office of the Centre is located inside SACCCI at 372 Main Street, St Adolphe, Manitoba. All business will be conducted from the principal business office unless otherwise decided by the Board of Directors.

### **3.2 Fiscal Year**

The fiscal year of the Centre shall be from July 1 - June 30 unless otherwise approved by the *Board*.

### **3.3 Auditors**

At the first meeting of the *Board* each year the *Board* shall appoint by resolution the auditor(s) of the Centre.

The auditor(s) shall hold office until the incoming *Board* can meet, following the Annual General Meeting, and shall be eligible for reappointment. Any vacancy in the office of auditor(s) throughout the fiscal year may be filled by appointment made by the *Board*.

At least once every year, as soon as possible after the end of the fiscal year, the accounts of the Centre will be examined. The auditor(s) shall ascertain the correctness of the statement of receipt, disbursements and balance sheet and the auditor(s) shall report therein to the *Board*.

### **3.4 Books & Records**

The *Board* shall ensure that all necessary books and records are regularly and properly kept at the Centre's business office, and secured electronically (with Executive Director's accessibility) including, but not limited to, the following:

- a. Adequate accounting records;
- b. Minutes of *Board* meetings;
- c. Minutes of Membership meetings;
- d. Resolutions of *Members*;
- e. Resolutions of the *Board*;
- f. Copy of the *by-laws* of the Centre (including all amendments);
- g. Licensing certificates, for example, health inspection reports, Coordinator inspection reports, fire safety plan, etc.; and
- h. A register of the Board of Directors (current & past), including their names, addresses and occupations.

## **ARTICLE 4: MEMBERSHIP**

### **4.1 Eligibility**

*Members* are a parent(s) or guardian(s) of children currently enrolled in the Centre, who are in good financial standing with their accounts to the Centre, and any community members as approved by the *Board*.

Termination of *membership* occurs when the child(ren) are no longer attending the Centre by voluntary withdrawal or by discharge by the Centre.

A *member's* voting rights are suspended if the *member* has not submitted their fee payment(s) with the Centre until such time that accounts are current.

### **4.2 Powers, Responsibility and Voting**

Without limitation, *members* shall have the power and responsibility at meetings of members to elect the *Board*, to receive reports from and make recommendations to the *Board* and to adopt, confirm, ratify and approve by-laws, rules or regulations enacted by the *Board*, or to decline to do so.

All matters requiring a vote by *members* will be decided by a simple majority of the votes (50% plus 1) and in the event of a tie vote, the motion will be defeated. Each voting *member* has one (1) vote.

*Members* must vote in person or by proxy on all matters.

Voting is by a show of hands or, where requested by two *members* present, by secret ballot.

#### **4.3 Members Access to Information**

Information shall be made available to any *member* upon written request and approval of the *Board*, including the most recent audited financial statements. This information will be provided unless, in the opinion of the *Board*, such information should be kept confidential.

#### **4.4 Membership Fees**

There are no membership fees.

### **ARTICLE 5: BOARD OF DIRECTORS**

#### **5.1 Composition**

The board of directors will have the following Executive positions:

1. President (Chairperson)
2. Vice-President (Vice-Chair)
3. Secretary
4. Treasurer

The Board of Directors will have a minimum of five (5) and a maximum of ten (10) Executive including the four (4) positions noted above. All other positions will be Members at Large. Up to a maximum of two (2) *Executive* may be community members, including representatives from other organizations/groups.

The following positions will be Ex-Officio Members that are appointed to the *Board* and do not vote:

1. Executive Director
2. Staff Representative
3. Past President (shall serve at minimum a half term from September 1 to January 1 to act as an advisor and assist with the transition, if not elected as an *Executive*)

#### **5.2 Eligibility**

*Members* of the Centre are eligible to be on the Board of Directors however, no more than one (1) person from the same family receiving child care from the Centre may be on the *Board* at the same time. The *Board* may approve, by regular nominations and voting procedures, other person(s) to be on the *Board* such as community members and representatives from other organizations/groups.

A person cannot be an *Executive* if that person:

- a. Is less than 18 years old;
- b. Is of unsound mind, as found by a court of law;
- c. Is not an individual;
- d. Has claimed bankruptcy;
- e. Is in poor financial standing with the Centre; and/or

- f. Is an immediate family member of a SACCCI employee.

### **5.3 Election and Term of Office**

Vacant positions are elected by open vote\* at the Annual General Meeting (AGM) by the *members* present at the AGM including the current *Board*. Returning *Executive* are ratified at the AGM to continue on the *Board*. Elected *Executive* shall take office immediately following the AGM. Board members elected or appointed in mid-term to fill a vacancy shall take office immediately following such election or appointment.

*Executive* of the Centre include the President, Vice-President, Secretary, Treasurer, and any other positions as determined by the *Board*.

\*Where there are more candidates running for vacant positions at the AGM than there are positions open or where there is more than one person running for the same position, votes will be cast via secret ballot.

All *Executive* shall serve for a minimum of two (2) terms on the *Board* (one term is from the September AGM to the AGM of next September) and a maximum of four (4) years consecutively in the same position. There shall be a meeting for past and new board members following the AGM in order to transfer books and any current/outstanding business.

### **5.4 Nominations**

Candidates can apply by contacting the *Board*/nominating committee:

- a. When a call for nominations is made to fill vacant positions; and/or
- b. By recruiting from the *Board* when there are less applicants than vacancies.

### **5.5 Duties of the Board of Directors**

The Board of Directors and *Executive* must:

- a. Act honestly and in good faith with a view to the best interest of the Centre;
- b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- c. Sign a confidentiality agreement and not disclose information about the affairs of the Centre, its *members* or employees.

## **ARTICLE 6: EXECUTIVE**

### **6.1 The President (Chair)**

The President oversees the general and active management of the affairs of the *Board* and ensures that all orders and resolutions are carried into effect. The President shall:

- a. Ensure that meeting notices and agendas are prepared and distributed within the appropriate time frames.

- b. Chair the regular board meetings and the AGM; at the meetings, it is the responsibility of the President to bring unfinished and new business forward.
- c. Be available to the Executive Director as needed; the Executive Director communicates to the President any concerns that have implications to the SACCCI or may require Board input and ensures that the other officers are kept informed.
- d. Be a designated signing officer for the *By-laws*, minutes and other documents requiring the signature of an *Executive* or as requested by the Executive Director.
- e. Manage the board email and cloud drive including forwarding and responding to inquiries on behalf of the *Board* when necessary.

## 6.2 The Vice-President

The Vice-President assists the President in overseeing the general management of the affairs of the Board. Whenever possible, the Vice-President position should be filled with someone preparing to take on the role of the President in the future. The Vice-President shall:

- a. Participate in board meetings as a voting member.
- b. In the absence of the President, perform the duties of and exercise the powers of the President.
- c. Perform other duties that are assigned by the *Board* from time to time.
- d. Attend to communication duties alongside the President or on behalf of the President, *Board* and committee members as required.

## 6.3 The Secretary

The Secretary records minutes of meetings, ensures their accuracy, and availability, proposes policies and practices, and submits various reports to the *Board*. The secretary shall:

- a. Participate in the board meetings as a voting member.
- b. Record meeting minutes as described to include:
  - Date & Time
  - Location of meeting
  - List of those present and absent
  - Items discussed
  - Reports presented (Executive Directors, Treasurers, etc.)
  - Motions presented and description of their disposition

The Secretary, along with the President, approves a copy of the final minutes.

- c. Ensure that the records of the organization are maintained as required by law and made available when required by authorized persons, including lists of board members, board meeting minutes and other official records.
- d. Ensure all board and committee member documentation is appropriately filed on the shared cloud drive as required for the book of records.

- e. Distribute copies of minutes to each member of the *Board* within one week of the meeting.

#### **6.4 The Treasurer**

The Treasurer oversees the financial affairs of the Centre. The Treasurer ensures that the accounting for the operations of the Centre is complete and accurate. The treasurer shall:

- a. Participate in the board meetings as a voting member
- b. Be available to the Executive Director as needed for all financial matters.
- c. Communicate to the *Board* the financial results of the SACCCI on a regular basis to aid the *Board* in making decisions affecting the financial operations of the SACCCI.
- d. Be a designated signing officer of the organization on all financial transactions.
- e. Prepare copies of the organization's financial statements and preliminary budget for distribution for the AGM.
- f. Review documentation for audit provided by the Executive Director for the annual audit review.
- g. Arrange the annual tax return completion and with the assistance of the Executive Director or designate provide receipts for tax purposes to all members.
- h. Establish and maintain separate banking accounts as selected by board, including an "Emergency Fund". The account must always maintain a minimum balance of \$5000 to cover current insurance policy deductibles and any other unforeseen emergency expenditures.

#### **6.5 Members At Large**

Members at Large shall:

- a. Participate in board meetings as a voting member;
- b. Be knowledgeable about the *by-laws*, policies and financial goals of the SACCCI;
- c. Will assume responsibilities as needed;
- d. Outline concerns or provide recommendations for change; and
- e. Will, if necessary, assume the duties of an Executive, if that member is unable to fulfill duties.

#### **6.6 Executive Director**

The *Board* shall appoint an Executive Director who shall:

- a. Be an employee of the Centre;
- b. Be an ex-officio non-voting member of the *Board*;
- c. Be responsible for the daily operations of the Centre; and
- d. Carry out all lawful instructions of the *Board*.

## **ARTICLE 7: MEETINGS**

### **a. Notice of Meetings**

Notice of board meetings shall be delivered via email to each member not less than seven (7) days before the meeting is to take place; provided always that a meeting of the *Board* may be held at any time without formal notice if all of the members are present or those absent have waived notice. No errors or accidental omissions in giving notice for a meeting of the *Board* shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting. All announcements of meetings must state the day, time and the location of the meeting. Board members may participate in board meetings by telephone or other communication device, if needed.

### **b. Quorum**

Fifty percent (50%), plus one (rounded up to the next whole number) of members of the *Board* shall form a quorum for the transaction of business.

### **c. Voting at Board Meetings**

At all meetings every motion shall be decided by simple majority vote unless otherwise required by the by-laws or applicable statute or law. All voting shall be by a show of hands unless any member demands a vote by secret ballot. Upon a show of hands, a declaration by the President that a resolution has been carried or lost shall be made. When a secret ballot is demanded, the President shall appoint scrutineers to take the vote. In the event of a tie vote, only the President shall have a casting vote. Voting issues may be tabled, if deemed necessary, by the President. A quorum is not needed to conduct a regular meeting with voting excluded.

### **d. Minutes of Board Meetings**

The minutes of the board meeting shall be available to everyone one week following the date of the meeting. Each member shall receive a copy of such minutes via email, and will be slated for the following agenda for approval by majority vote. Minutes shall be recorded concisely and professionally following the information outlined in Article 6.3. Amendments to the minutes will be discussed prior to the approval of minutes at the next meeting, and will be incurred only by majority decision. All meetings of the *Board*, or its committees, shall be conducted in accordance with Robert's Rules of Order or in accordance with an appropriate adaptation thereof.

### **e. Annual General Meeting (AGM)**

The AGM will be held in September of each year. At the meeting the *Board* shall report on the affairs of the Centre and present the audited financial statements for the last fiscal year.

a. The AGM may be held at any place within St. Adolphe as agreed upon by the *Board*; most often it will take place at the SACCCI.

b. Notice stating the day, time and place of meeting and the general nature of the business to be transacted for the meeting shall be given to each *Member* not

- less than 21 days and not more than 35 days before the date of the meeting in such a manner as the *Board* may determine.
- c. The accidental omission to give notice of any meeting or the non-receipt of any notice shall not invalidate any resolution passed or any proceedings taken at such meeting.
  - d. A *member* may at any time waive notice of any meeting.
  - e. No business shall be transacted at any meeting unless the quorum requisite is present at the commencement of the meeting. A quorum shall consist of a majority of the *membership*.
  - f. When a *member* is not able to attend a meeting the *member* may appoint a proxy. The person appearing as a proxy shall indicate to the Secretary of the *Board*, prior to the meeting that he or she is appearing as proxy. The person appearing as a proxy must present the Secretary an instrument in writing, signed by the *member*, appointing the proxy.
  - g. Each family unit shall be entitled to one vote. Voting policies and procedures are outlined in Article 4.2.

Further policies (cell phone policies, emergency policies, and procedures are outlined in the parents' manual. These policies are reviewed each year and modified as deemed necessary. Parents will be notified of policy and procedure changes in writing and by a posted notice on the SACCCI notice board.

#### **ARTICLE 8: AMENDMENTS**

The Constitution & Bylaws of this organization may be amended by the presentation of the resolution at a general meeting for discussion and then a majority vote on the resolution at the next general membership meeting.

These bylaws will be received at the beginning of each term and reviewed by the *board* at the end of the President's two year term prior to the AGM.

#### **ARTICLE 9: DISSOLUTION**

Dissolution of the SACCCI shall be made by a majority vote of the general *membership*.

Neither the Board of Directors nor the general *members* shall have any personal interest in the organization's property or assets.

Upon dissolution any funds and assets left, after all liabilities have been satisfied, shall be distributed to an organization whose purpose is most similar to that of this organization as determined by the general *membership*.

***Adopted by***  
***St. Adolphe Nursery School Inc.***  
***on January 16, 2023***

<i>Signed by President</i>	<i>Date</i>
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<i>Signed by Co-Chairperson</i>	<i>Date</i>
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<i>Signed by Secretary</i>	<i>Date</i>
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<i>Signed by Treasurer</i>	<i>Date</i>
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<i>Signed by Director</i>	<i>Date</i>
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**Originally Created June 18, 2007**

**Adopted August 21, 2007**

**Amended in accordance with Article XII: February 20, 2010 by dissolving the Nursery School Constitution and the Before and After School Constitution to amalgamate the programs in the one centre under the one Constitution.**

**Created February 10, 2010**

**Adopted on February 20, 2010**

**By a majority vote of the members of St. Adolphe Nursery School Inc.**

***From this date on Amendments will be noted below:***

Amendment to:

Article #: Entire Constitution revamped.

Date: March 6, 2020

Article #: Entire Constitution revamped.

Date: January 11, 2023

Article #:  
Date:

Article #:  
Date:

Article #:  
Date:

Article #:  
Date: