

DAY NURSERY CENTRE INC.

BY-LAWS

REVISED JUNE 2008

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DAY NURSERY CENTRE INC.

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1. PREAMBLE

This document is the By-laws of Day Nursery Centre Inc. (herein referred to as “DNC”). DNC is a non-profit corporation. These By-laws regulate the transaction of business and affairs of DNC.

2. DEFINITIONS

Within this document:

- 2.1 “**Member**” refers to Members of DNC consisting of all custodial parents or guardians of children receiving child care from DNC and any other person admitted as a Member by the Board;
- 2.2 “**Board**” refers to the DNC Board Members;
- 2.3 “**Officer**” refers to the President, Vice President, Treasurer and Secretary of DNC;
- 2.4 “**Executive Director**” refers to the person selected by the Board to manage the day to day operations of DNC under the guidance of the Board;
- 2.5 “**Staff**” refers to the employees of DNC other than the Executive Director;
- 2.6 “**Quorum**” refers to the number of persons who must be present at a meeting before business may be transacted.

3. INTERPRETATIONS

In all By-laws and special resolutions of DNC the singular shall include the plural, the word “person” shall include firms and corporations, the masculine shall include the feminine. Wherever reference is made in any By-laws or any special resolution of DNC to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment of such By-law, statute or section.

4. HEAD OFFICE

DNC’s head office shall be maintained at 103-222 Furby Street, Winnipeg, Manitoba.

5. SEAL

- 5.1 The Seal, an impression of which is stamped in the margin, shall be the seal of DNC;
- 5.2 The Seal shall remain at the head office of DNC;
- 5.3 The Seal shall not be affixed to any document except as authorized by a By-law or by resolution of the Board.

6. MISSION STATEMENT

DNC is a child care facility which emphasizes individual growth for all children by promoting a safe, healthy and caring learning environment through its dedication to the family and community.

7. MEMBERSHIP

7.1 ELIGIBILITY OF MEMBERS

Members of DNC consist of all custodial parents or guardians of children receiving child care from DNC and any other person admitted as a Member by the Board. Any staff presently or in the future granted membership in DNC or any staff having membership by virtue of having a child in the centre shall not have voting rights at any meeting of Members.

7.2 APPLICATIONS

Individuals who are neither custodial parents nor guardians may apply for membership to the Board and upon approval by the Board, become Members of DNC. The Board's acceptance or rejection of any application may be subject to review by the membership at any General Meeting of DNC. If a review is requested by the applicant or any five (5) members, it must be brought forth in writing to the Secretary of DNC at least fourteen (14) days prior to the General Meeting.

7.3 RESIGNATION

All custodial parents or guardians of children receiving child care from DNC automatically resign their membership when their child withdraws voluntarily or non-voluntarily (i.e. for non-payment of fees) from the centre effective the last day of receipt of care. Any non-parent or guardian members may resign from DNC by giving two (2) weeks notification in writing to the Secretary of the Board. The resignation becomes effective upon acceptance by the Board.

7.4 EXPULSION

A Member may be expelled by being notified in writing of the reason or complaint against them. The Member will be given the opportunity of being heard by the Board at a meeting called for that purpose. The Member will be notified, in writing of the Board's decision.

7.5 RIGHTS AND OBLIGATIONS OF MEMBERS

Every Member in good standing is entitled to:

- attend any Annual General Meeting, General meeting of Members;
- vote at any Annual General Meeting, General meeting of Members;
- seek election to the Board;
- seek membership on and participate in committees.

8. MEETINGS OF MEMBERS

8.1 ANNUAL GENERAL MEETING

There shall be an Annual General Meeting (AGM) held within four (4) months following the end of the fiscal year at which the Members shall receive the audited financial statements, receive the reports of the Board and the Executive Director, appoint auditors for the next fiscal year and conduct such other business as may come before it.

8.2 GENERAL MEETINGS

General meetings may be requisitioned by the Board or five (5) Members of DNC for any purpose stated in the requisition. This meeting may be attended by all Members of DNC and the Board.

8.3 NOTICE

Every Member of DNC shall be given fourteen (14) days notice, in writing of the meeting stating the date, place and time of the meeting, and the nature of the business to be transacted.

8.4 QUORUM

Attendance of 10 Members (including Board Members) at the AGM and any General Meeting is quorum.

8.5 VOTING RIGHTS

Every Member shall be entitled to one vote at the AGM and any General Meeting; voting by proxy will be permitted. There shall be no provision for proxy voting. Voting will be conducted by majority show of hands unless a ballot is demanded.

9. BOARD OF DIRECTORS

9.1 POWERS OF THE BOARD

The Board shall ultimately be responsible for the overall management of DNC. As outlined in the Board orientation, the Board is responsible for developing and setting policy, goal setting, hiring of the Executive Director, and overseeing financial outcomes.

9.2 DUTIES OF THE BOARD

The Board, in exercising their powers and discharging their duties, shall:

- keep all information confidential;
- act honestly and in good faith with a view to the best interests of DNC;
- exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances;
- not authorize non-routine expenditures over current bank balance without authority from a General Meeting of DNC;
- have authority to make decisions regarding expenditures for the purpose of furthering the objectives of DNC.

9.3 LIMITATIONS ON POWERS OF INDIVIDUAL BOARD MEMBERS

No individual Board Members shall have any authority to act on behalf of the Board with respect to agents, members, employees, or transactions of the affairs of DNC except as provided in this By-law or by resolution of the Board.

9.4 COMPOSITION OF THE BOARD

The affairs of DNC shall be managed by a Board consisting of not less than twelve (12) and not more than eighteen (18) voting Members. At least 20% of the Board Members must consist of parent or guardian Members. The Executive Director (or a designate) of DNC shall be present at all Board meetings to facilitate the work of the Board but shall not be a Member of the Board.

9.5 QUALIFICATIONS OF BOARD MEMBERS

All Board Members must:

- be committed to furthering the mission of DNC;

- be a Member in good standing with DNC;
- be at least eighteen (18) years of age;
- not be an undischarged bankrupt;
- not be a Member of the immediate family of an employee of DNC;
- not be a Member of any other Board that would have any conflict of interest with DNC.

9.6 ELECTION

Board Members shall be elected at the AGM of DNC. The Nominating Committee shall prepare a list of suitable candidates for the vacant positions. The election may be by majority show of hands unless a ballot is demanded.

9.7 TERMS OF OFFICE

9.7.1 Board Members shall be elected to a four (4) year term at the AGM at which point their term of office immediately commences.

9.7.2 At the end of their four (4) year term, a Board member may request, in writing, that their term be extended one (1) year. The Board may grant such an extension provided such further term is approved by the majority of the Members at the AGM.

9.7.3 No Board Member shall be eligible for re-election until one (1) year has elapsed from expiry of their last term.

9.8 VACANCIES

If any Board Member resigns their position, is absent from three (3) or more Board meetings within one year without reasonable excuse, or is suspended or expelled from DNC, the Board may declare their position vacated and may appoint a successor in their place. Leave of absence may be obtained upon approval from the Board.

9.9 REMOVAL

Any Board Member may be removed from their position, by resolution passed by at least two-thirds of the votes cast at a Board Meeting. Notice specifying the intention to pass such resolution shall be given to the Board Members not less than 48 hours before the time of the meeting. The Board Member will be given the opportunity of being heard by the Board prior to the vote.

9.10 BOARD MEETINGS

Board meetings shall be held a minimum of eight (8) times a year with no meetings held in July, August and December. Meeting dates shall be determined by the Board.

9.11 SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the President or by not less than four (4) Board members in writing to the Secretary, setting forth the purpose of the meeting. Written notice indicating the purpose of the meeting shall be provided to each Board Member at least one week prior to the date of the meeting.

9.12 QUORUM

One third (1/3) of the Board Members shall constitute quorum at any meeting of the Board.

9.13 VOTING

Every Board Member shall have one vote with the exception of the President. In case of an equality of votes, the President shall be the deciding vote. Voting will be conducted by majority show of hands unless a ballot is demanded.

9.14 NOTICE

Notice of the time and place of each meeting of the Board shall be given to Board Members not less than 48 hours before the time of the meeting. Such notice need not specify the purpose of the meeting. A unanimous vote of the Board Members may waive notice of or otherwise consent to a meeting of the Board.

9.15 REMUNERATION

The Board Members of DNC shall serve without remuneration and no Board Member shall directly or indirectly receive any profit from their position. A Board Member may be paid reasonable expenses incurred by them in the performance of their duties upon approval of the Board.

10. OFFICERS

The Officers of DNC shall be the President, Vice President, Secretary and Treasurer, and other such Officers as the Board determines.

10.1 ELECTION

Officers shall be elected at the AGM of DNC or in the event of a vacancy at any Board meeting. The Nominating Committee shall prepare a list of suitable candidates for the positions. The election may be by majority show of hands unless a ballot is demanded.

10.2 DUTIES OF THE PRESIDENT

The President shall:

- be Chairperson of all meetings of the Membership, Board and Executive Committee;
- be responsible for appointing committees and be ex officio member of all committees except the Nominating Committee;
- oversee and ensure the effective action of the Board in governing and supporting DNC;
- act as the representative of the Board as a whole when communicating to the staff, media and community;
- be in communication with the Executive Director regarding DNC matters;
- present a report to the Membership at the AGM.

10.3 DUTIES OF THE VICE PRESIDENT

The Vice President shall:

- act as the Chairperson in the absence of the President;
- assist the President in their duties.

10.4 DUTIES OF THE TREASURER

The Treasurer shall:

- act as the Chairperson of the Finance Committee;

- manage the Board's review of, and action related to, the Board's financial responsibilities;
- work directly with the Executive Director and Financial Manager to develop and implement financial procedures and systems;
- ensure that appropriate financial reports are made available to the Board;
- regularly reports to the Board on key financial events, trends, concerns, and financial standing;
- present a financial report to the Membership at the AGM.

10.5 DUTIES OF THE SECRETARY

The Secretary shall:

- record accurate minutes of the Board and Executive committee meetings;
- ensure that all minutes of meetings be kept on file at the head office of DNC;
- conduct the correspondence of DNC under the direction of the Board.

10.6 TERMS OF OFFICE

Each Officer of DNC shall be asked to serve in the position for a term of two (2) years. Following the term of office the individual may stand for nomination for another office or return to a regular position on the Board should their term as a Board Member permit.

11. COMMITTEES

11.1 EXECUTIVE COMMITTEE

The Executive Committee shall:

- consist of the Officers of the Board of DNC;
- achieve quorum when three (3) Officers are in attendance;
- meet at the request of the President, or upon one (1) week written request from two (2) of its Officers addressed to the Secretary and setting forth the purpose of such a meeting;
- perform such duties as are delegated to it by the Board;
- make recommendations to the Board in regard to any matters affecting the welfare of DNC;
- be empowered on behalf of DNC to take such action as may be necessary to dispose of matters of urgency that may arise in the intervals between meetings of the Board, provided that a full report of the same shall be submitted to the Board at its next meeting for ratification.

11.2 NOMINATING COMMITTEE

The Nominating Committee shall:

- be formed not less than eight (8) weeks prior to the date of the AGM;
- consist of at least one (1) Officer, one (1) Board member who is ineligible for re-election (if available) and any other Board Member;
- select individuals from the membership for election to the Board and obtain consent from each selected individual;
- at least four (4) weeks prior to the AGM, deliver to each member of DNC a notice of the names selected by the Nominating Committee along with a call for additional nominations. Additional members may be nominated, in writing,

endorsed by a minimum of four (4) members and with the consent of the nominee at least two (2) weeks prior to the AGM;
-nominate from the Board the Officers of DNC;
-prepare and present a report of its activities at the AGM.

11.3 STANDING COMMITTEES

The Standing Committees shall:

- consist of the Finance committee, Personnel committee, Building committee, Special Events/Fundraising committee, Staff Liason committee, Long Range Planning committee and By-Laws committee;
- undertake all duties and responsibilities assigned to it by the Board and shall report to the Board at its regular meeting;
- each Standing Committee shall establish its own rules and regulations with power to review and amend the same as deemed advisable from time to time, subject always to the approval of the Board;
- be appointed by the Board;
- always be chaired by a Member of the Board but may consist of other Members of DNC.

12. INDEMNIFICATION

Every Board Member of DNC who has undertaken or is about to undertake any liability on behalf of DNC and their heirs, executors, administrators and estate, respectively, shall at all times be indemnified and saved harmless, out of the funds of DNC from and against:

- A) All costs, charges and expenses whatsoever which such Board Member sustains or incurs in or about any action, suit or proceedings which is brought or prosecuted against them for, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office except such costs, charges or expenses as are occasioned by their own willful neglect.
- B) All other costs, charges and expenses, which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expense as are occasioned by their own willful neglect.

13. EXECUTIVE DIRECTOR

The Executive Director shall ensure overall delivery of the programs and services offered by DNC, adhering to its philosophical guidelines, goals and objectives and operating policies. The Executive Director shall be accountable to the Board for the proper and legal conduct of the business of DNC. The Executive Director shall be responsible for the overseeing of the work of DNC and for the engagement, supervision, direction and discharge of all employed personnel.

14. FINANCES AND ADMINISTRATION

14.1 FISCAL YEAR

Unless otherwise determined by resolution of the Board, the financial year shall begin on the first (1st) day of April and end on the thirty-first (31st) day of March in each year.

14.2 SIGNATURE AND CERTIFICATION OF DOCUMENTS

Contracts, documents, deeds, transfers, obligations and certificates (excluding grant applications) requiring a signature of DNC shall be signed by any two (2) Officers and/or one (1) Officer and the Executive Director. All such documents in writing so signed shall be binding upon DNC without any further authorization or formality.

14.3 SIGNING OF CHEQUES

Two (2) signatures shall be required on all cheques. Cheques that are less than \$5,000 may be signed by any two (2) designated persons as authorized by the Board. Cheques exceeding \$5,000 must be signed by one (1) designated Board Member and the Executive Director or the Financial Manager in the absence of the Executive Director.

14.4 BORROWING POWERS

The Board may authorize the borrowing of funds to meet the objectives and operations of DNC. The Executive Director may bring such a request to the Board as needed.

14.5 INVESTMENT AUTHORITY

The funds of DNC may be retained in whole or in part in cash or be invested and reinvested in such bonds or guaranteed investment certificates (GIC) as the Board may deem desirable.

14.5 BOOKS & RECORDS

The Board shall see that all books and records of DNC be regularly and properly kept.

14.6 AUDIT

The Members of DNC shall appoint a qualified auditor at the AGM for the upcoming fiscal year to audit the financial affairs of DNC. The audited financial report of the prior fiscal year shall be presented at the AGM.

No person may be appointed as auditor, who, during the year of appointment or year previous to appointment:

- is or was employed by a Board Member in any other capacity;
- is or was a Board Member of DNC or on a committee of the Board; or
- has or has had directly or indirectly any share or interest in a contract with a Board Member or DNC other than in the capacity as auditor.

15. RULES OF ORDER

The parliamentary authority for DNC shall be Robert's Rules of Order Newly Revised except where contrary to the Constitution or By-Laws of DNC.

16. RESOLUTIONS & AMENDMENTS

16.1 The By-laws shall not be altered, rescinded or added to except by resolution at a General Meeting of Members.

16.2 A By-laws committee will review the By-Laws of DNC at least every four (4) years or as deemed necessary by the Board. The committee will submit a report of its findings to the Board. Proposed amendments to the By-laws must be

approved by two-thirds of the votes cast at the meeting, prior to submission to the membership for final approval.

16.3 The By-laws may be amended or repealed at any meeting of Members by a two-thirds majority vote of the Members present, where appropriate notice detailing the changes to the By-laws has been given in writing to the membership at least seven (7) days in advance. Such notice shall outline the general nature and intent of such proposed By-law changes. Such notice is not required where unanimous approval is given by the Members attending a General Meeting to waive provision of written notice.

17. WINDING UP

It is the unalterable provision of these By-laws that Members of DNC shall have no interest in the property and assets of DNC; and that upon dissolution or winding up of DNC, any funds and assets of DNC remaining after satisfaction of its debts and liabilities, shall be distributed to a recognized charitable organization in the area whose objectives most closely accord with those of DNC as determined by its Members at dissolution.

DATED THIS _____ day of _____

Per: _____

Per: _____

REVISED JUNE 2008