



# Lac La Biche Little Sprouts Child Care Society

## Bylaws

Revised June 2023

### Article 1. Preamble

#### 1.1. The Society

The name of the society is Lac La Biche Little Sprouts Child Care Society which may also be known or referred to as Little Sprouts or the Society.

#### 1.2. The Bylaws

The following articles set forth the bylaws of the Society. These bylaws regulate the transaction of business and affairs of the Society.

### Article 2. Membership

#### 2.1. Membership Categories

The Society has three categories of membership:

- a. Individual
- b. Associate
- c. Honorary

##### 2.1.1. Individual Member

Any person interested in the purpose of the Society. Each individual member shall have one (1) vote and be entitled to hold executive position in the Society if so elected.

##### 2.1.2. Associate Member

Any person interested in the Society but is not entitled to a vote or to be on Board due to a conflict of interest (i.e.) staff member, day home provider and their immediate family members, any person who derives income from a day home/daycare enterprise, and any other persons who are deemed to be in conflict with the interests of the Society.

##### 2.1.3. Honorary Member

Any person may become an Honorary member if members pass a resolution recognizing the contributions of the individual to the Society or its objects during a General Meeting. Honorary members do not have voting privileges nor the right to be on the Board.

## 2.2. Membership Fees

2.2.1. Membership fees shall be set each year by the Board of Directors.

2.2.2. Annual membership fees must be paid on or before the Annual General Meeting every year.

## 2.3. Rights and Privileges

2.3.1. A member in good standing is defined by those who have paid the annual membership fee.

2.3.2. Any member in good standing is entitled to:

- a. receive notice of meetings of the Society.
- b. attend any meeting of the Society.
- c. speak at any meeting of the Society; and
- d. exercise any other rights and privileges given to members in these Bylaws.

## 2.4. Member Eligibility

2.4.1. Only Individual members in good standing are eligible to hold Director or Executive positions on the Board.

2.4.2. Past staff members or day home providers of the Society are not eligible to be Director, Executive or chair a committee for a period of not less than two (2) years following termination of employment.

## 2.5. Member Resignation

2.5.1. Any member may resign their membership upon one (1) month's written notice to the Chairperson of the Society.

## 2.6. Member Suspension or Expulsion

2.6.1. The Board may, by special resolution at a Special Meeting called for such purpose, expel any member for any cause which is deemed sufficient in the interests of the Society.

2.6.2. Notice to Member

2.6.2.1. The affected member will receive written notice of the Board's intention to suspend or expel the member from the Society at least ten (10) days before the Special Meeting is scheduled. The notice will state the reasons why suspension or expulsion is being considered.

2.6.2.2. The member will have an opportunity to appear before the Board to address the matter. The Board may exclude the member in discussions on the matter including the deciding vote.

2.6.3. Decision of Board

2.6.3.1. The Board's decision shall be final and binding on the member, without any further right of appeal.

2.6.3.2. Any individual who has been removed as a member of the Board of Directors shall automatically be removed from office.

## 2.7. Death

2.7.1. The membership of a member is ended upon his/her death.

## 2.8. Deemed Withdrawal

2.8.1. If a member has not paid the membership fees within two (2) months of the Annual General Meeting date, the member is considered to have submitted their resignation.

## 2.9. Continued Debts

2.9.1. Although a member ceases to be a member by death, resignation or otherwise, he/she is liable for any debts owing to the Society at the date of ceasing to be a member.

## 2.10. Limitation of Liability

2.10.1. No member is, in his/her individual capacity, liable for any debt or liability of the Society.

# Article 3. Meetings

## 3.1. Annual General Meeting

3.1.1. The Society shall hold an Annual General Meeting no later than June 30 and within 90 days of the fiscal year end (March 31). The Board sets the time, place and date of the meeting.

3.1.2. The Secretary notifies members at least twenty-one (21) days before the meeting by email, social media or other means of notice which states the date, time, location and any business requiring special resolution.

3.1.3. Annual General Meetings shall be advertised to the general public at least fourteen (14) days prior to the meeting.

3.1.4. The agenda shall include the following:

- a. adoption of agenda;
- b. adoption of minutes from last Annual General Meeting;
- c. a written or verbal report of the Society's involvement during the previous year;
- d. a review of the previous year's financial statements;
- e. appointment of auditor;
- f. elections of Chairperson and of new Board of Directors; and
- g. other matters specified in the meeting notice or specific motions that members have given notice of before the meeting is called.

3.1.5. Financial statements shall include:

- a. previous year's income,
- b. disbursement,
- c. assets and liabilities, and
- d. audited and signed by the Society's auditor.

3.1.6. Quorum

3.1.6.1. Attendance for General Meetings shall be ten (10) percent of the voting membership. In the event a General Meeting is called by the individual and associate members, quorum must be fifty (50) percent plus one (1)

3.1.6.2. Members in good standing may have their name stand for any vacant positions on the Board at the Annual General Meeting. Nominations shall also be received from the floor during the Annual General Meeting.

## 3.2. Special Meetings

3.2.1. A Special Meetings may be called at any time:

- a. by resolution of the Board of Directors to that effect; or
- b. upon written request of at least three (3) Directors. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or
- c. upon written notice to the Board by sixty (60) percent of the individual and associate members. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting.

3.2.2. Business conducted shall be confined to the agenda itemized in the written notice unless two-thirds (2/3) of the membership agree to change the agenda.

3.2.3. Special Meetings may be limited to members or open to the public as determined by the Board of Directors.

3.2.4. A written notice specifying the nature of the business to be dealt with shall be provided to each member at least twenty-one (21) days before the date of the Special Meeting.

3.2.5. The following matters require a special resolution to be considered at an Annual or Special General Meeting of the Society: Changes of the Society Bylaws;

- a. Changes to the name of the Society;
- b. Borrowing of money on the security of the Society's assets;
- c. Raise money by issue of debentures; and
- d. Removal of a Director from the Board of Directors.

3.2.6. A special resolution shall require a majority vote not less than 3/4 (75%) of the members present at a Special/General Meeting to which notice specifying the intention to process a special resolution has been given.

3.2.7. The Board of Directors may make or adopt rules for the conduct of the meetings of the Society.

3.2.8. Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

## 3.3. Proceedings

3.3.1. Attendance by public.

General Meetings of the Society are open to the public. If desired, a majority of the members present may ask any persons who are not members of the Society to leave.

3.3.2. Failure to reach quorum.

The Chairperson shall cancel the General Meeting if a quorum is not present within one-half (1/2) hour after the set start time. If cancelled, the meeting is re-scheduled for either one (1) week later at the same time and place or at maximum of two (2) weeks later at the same time and place.. If a quorum is not present within the one-half (1/2) hour after the set start time of the second meeting, the meeting will proceed with members in attendance.

### 3.3.3. Voting

3.3.3.1. Each eligible member in good standing has one (1) vote.

3.3.3.2. Voting shall take place by show of hands or stating yes in online meetings. A voting member may not vote by proxy.

3.3.3.3. The vote of the majority of voting members at any General Meeting decides each issue and resolution, unless the issues need to be decided by special resolution.

3.3.3.4. The Chairperson declares a resolution carried or lost.

3.3.4. Failure to give notice.

No action taken at a General Meeting is invalid due to:

- a. accidental omission to give any notice to any member;
- b. any member not receiving the notice; or
- c. any error in any notice that does not affect the meaning.

## Article 4. Governance

### 4.1. Board of Directors

#### 4.1.1. Governance and Management of the Board

The Board governs and manages the affairs of the Society, ensuring that the administrators follow all directives from the licensing bodies.

#### 4.1.2. Powers and Duties of the Board

4.1.2.1. The powers and duties of the Board include:

- a. Authority to establish a headquarters to purchase, to take on lease or in exchange, hire or otherwise acquire real property; and any rights or privileges which the Society may decide by extraordinary resolution.
- b. Authority to establish or maintain a headquarters, activity centres, playgrounds, and other facilities; to furnish, add to, alter and equip, and to sell, manage, develop, let, mortgage, or otherwise deal with all or any part of the property, rights, and privileges as the Society may decide, by special resolution.
- c. To obtain, collect and receive money and funds by way of parent fees, contributions, donations, subscriptions, legacies, grants or any other lawful method; and to receive gifts of property of any description for or towards the objectives of the Society;
- d. To invest any monies of the Society not immediately required for its objectives, in such a manner as prescribed by the Board of Directors;
- e. To promote membership in the Society;
- f. Appoint all standing or ad hoc committees as the Board deems necessary;
- g. To employ such personnel and to pay them such salaries as the Board may decide;
- h. To appoint legal counsel as necessary;
- i. To approve policies for managing and operating the Society; and
- j. To approve all contracts for the Society.

4.1.2.2. In addition to the foregoing, the Board of Directors shall have and exercise all powers permitted by law and necessary for the conduct of the affairs of the Society.

4.1.2.3. No Member or Director of the Society receives any payment for his services as a Member or Director.

4.1.2.4. Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

## 4.2. Confidentiality

4.2.1. Directors shall not discuss or disclose information about the Society or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Society's purposes or can reasonably be expected to benefit the Society. Directors shall use discretion and good business judgment in discussing the affairs of the Society with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Society, including but not limited to accounts on deposit in financial institutions.

4.2.2. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

## 4.3. Conflict of Interest

4.3.1. Each Director shall review and sign a conflict of interest agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

### 4.3.2. Composition of the Board

The Board of Directors for the Society shall consist of

- a. Chairperson;
- b. Vice-Chairperson;
- c. Secretary;
- d. Treasurer;
- e. At least one (1) but not more than five (5) General Directors; and
- f. Immediate past Chairperson.

4.3.3. In the event that five (5) members are not elected to the Board of Directors, the Board shall operate with members so elected but shall continue to solicit new members.

## 4.4. Board/Director Terms of Election

## 4.5. Executive Members

4.5.1. At its first meeting immediately following the Annual General Meeting, the Board elects from among the Directors all Executive positions with the exception of the Chairperson for the following year.

## 4.6. Vacancies

4.6.1. If there is a vacancy on the Board or Executive, the remaining Directors may appoint a member in good standing to fill that vacancy for the remainder of the term (excludes Past Chairperson).

## 4.7. Meetings of the Board

- 4.7.1. Directors shall be a member of the Board for a minimum of one (1) year before being eligible to run for the position of Chairperson.
- 4.7.2. Newly elected members of the Board of Directors who have not served before shall serve initial two (2) year terms. At the conclusion of the initial two-year term, members of the Board of Directors may serve additional one (1) year terms. Their terms shall be staggered so that at the time of each Annual General Meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.
- 4.7.3. Each member of the Board of Directors shall attend at least six (6) meetings of the Board per year.
- 4.7.4. Voting members may re-elect any Director of the Board for a maximum of three (3) consecutive terms.
- 4.7.5. Voting members elect the Chairperson at the Annual General Meeting. The Chairperson can only serve a maximum of three (3) consecutive terms, which includes any consecutive terms as a Director of the Board.
- 4.7.6. The Board shall hold at least eight (8) meetings a year at the call of the Chairperson, or at the request of any three (3) Board members.
- 4.7.7. Board Meetings will be open for Society members to attend as observers, unless otherwise invited to comment by the meeting Chairperson.
- 4.7.8. Society members may add items to the agenda no later than seven (7) days before any meeting of the Board.
- 4.7.9. Quorum for the Board of Directors shall be 50% + 1 of the members remaining in Executive positions.
- 4.7.10. If quorum is not met, the Chairperson adjourns the meeting and re-schedules for the same time, place and day of the following week.
- 4.7.11. Each Director, including the Chairperson and Past Chairperson has one (1) vote. The Chairperson is the "tipping vote".
- 4.7.12. A meeting of the Board may be held by conference call. Directors who participate in this call are considered present for the meeting.
- 4.7.13. On certain occasions (excluding budget), an emergency or special proposal may be voted on by the Board of Directors by electronic vote. When these cases arise, the Chairperson will send item(s) requiring decision to Directors by email and include deadline for response.
- 4.7.14. The Chairperson declares item(s) carried or lost.
- 4.7.15. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

## 4.8. Duties of the Society Executive

- 4.8.1. The Chairperson of the Society shall:
  - a. Call, provide an agenda, and preside over all meetings of the Society.
  - b. Be an ex-officio member of all committees.
  - c. Acts as the key spokesperson for the Society.
  - d. Sign such papers required by the office of the Chairperson.
  - e. Make reports and recommendations of the Board to the members of the Society at any General Meeting.
  - f. Performs other duties of that office.

4.8.2. The Vice-Chairperson of the Society shall:

- a. Perform the duties of the chairperson in case of absence, resignation or the inability of the chairperson to act. In the absence of both the chairperson and vice-chairperson, an acting chairperson may be elected by the Board of Directors.
- b. Performs other duties for the Society as determined at Board Meetings.

4.8.3. The Secretary of the Society shall:

- a. Attend all meetings of the Society and keep accurate minutes of the meetings, including an accurate record of the attendance of members.
- b. Provide the Board of Directors and the administrators with the minutes of each meeting within ten (10) days, or as otherwise arranged with the Board of Directors.
- c. Receive and respond to all correspondence as directed by the Board.
- d. Have charge of the use of the seal of the Society which, whenever used, shall be authenticated by the signature of the secretary and the chairperson or, in the case of the death or inability of either to act, by two Directors. In case of the absence of the secretary, duties shall be discharged by such Executive as may be appointed by the Board.
- e. Performs other duties for the Society as determined at Board Meetings.

4.8.4. The Treasurer of the Society shall:

- a. Act as signing authority of the Society bank account(s) in conjunction with the administrators, and for ensuring an adequate number of Board members has signing authority to maintain the integrity of the program.
- b. Ensure that the annual budget reflects the goals and objectives of the Society and will review regularly with the Board and program administrators.
- c. Ensures an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting.
- d. Be responsible for all financial records of the Society, including bank accounts
- e. Performs other duties for the Society as determined at Board Meetings.

4.8.5. The Program Director is the only employee of the Board. All other employees of the program shall address concerns to the Board through the Program Director.

## 4.9. Committee Formation

4.9.1. The Board may create committees as needed, such as fundraising, special projects, personnel, etc. The Chairperson, in conjunction with the Board, appoints all committee chairs.

## Article 5. Finance

### 5.1. Registered Office

5.1.1. The registered office of the Society is located within the Little Sprouts Child Care Centre in Lac La Biche, Alberta.

### 5.2. Fiscal Year

5.2.1. The fiscal year of the Society ends on March 31 of each year.



### 5.3. Auditing of Accounts

5.3.1. The books, accounts and records of the Society shall be audited at least once each year by an independent Chartered Professional Accountant firm or by two members of the society elected for that purpose at the Annual General Meeting. The auditor(s) so appointed shall hold office for a period of one year.

5.3.2. The auditor shall submit a complete financial statement for the previous year, prepared in accordance with Canadian generally accepted accounting principals. A financial statement of the previous year shall be included in the Treasurer's report presented at the Annual General Meeting.

5.3.3. The auditor is entitled access to all books, accounts, and records of the Society and to notice of the Annual General Meeting.

5.3.4. Directors are not held liable for any loss or damage as a result of acting on the report prepared by the Society's auditor.

### 5.4. Seal of the Society

5.4.1. The Seal of the Society shall be maintained in the premises of the Lac La Biche Little Sprouts Child Care Centre under the supervision of the Society.

5.4.2. The Seal shall only be used by those persons with authority to fulfill the expressed purpose of the Society.

### 5.5. Accountability of Society Membership Fees

5.5.1. All fees collected from Society membership fees will be deposited in an account to be maintained by the Board of Directors.

5.5.2. Monies collected from Society membership fees shall be used for Board training, development, costs associated with meetings (hall rental, coffee, snacks, office supplies, appropriate childcare costs for members attending such meetings, gifts of appreciation, or condolences).

5.5.3. The accumulated amount of money in the Society's account will not exceed one thousand dollars (\$1,000.00). All funds over this amount shall be transferred to the daycare/day home programs for the purpose of purchasing administrative equipment, toys, etc. as specified by the Board of Directors.

5.5.4. Signing authority for this account shall be determined by the Board of Directors and shall require two (2) signatures.

### 5.6. Cheques and Contracts of the Society

5.6.1. The designated Executive of the Board sign all cheques drawn on the monies of the Society. Two (2) signatures are required on all cheques. The Board may authorize the Program Director to sign cheques for certain amounts and circumstances, but not if the cheque is in the Program Director's name.

In the case of payments made via online banking (electronic fund transfer, e-transfer, wire payments or any other type of electronic payment), one authorized individual as appointed by the Board shall create the payment, and a different designated Executive of the Board shall approve/release the payment. The creator and approver shall be independent of the party receiving funds.

5.6.2. All contracts of the Society must be signed by the Executive or other persons authorized to do so by resolution of the Board

## 5.7. Record Keeping

5.7.1. The Secretary records and maintains all necessary books and records of the Society as required by the Bylaws, the *Societies Act*, or any other statute or laws.

5.7.2. The books and records of the Society may be inspected by any member of the Society, providing at least ten (10) days written notice to the Chairperson of the Society with intention to do so.

5.7.3. Unless otherwise permitted by the Board, such inspection will take place at the daycare during regular business hours.

5.7.4. Other records of the Society are also open for inspection, except for records that the Board considers confidential.

## 5.8. Borrowing Powers

5.8.1. For the purpose of carrying out its objectives and maintaining operations, the Society may borrow, raise, or secure the payment of money in such manner it sees fit. The Board decides how funds will be raised, including granting security.

5.8.2. The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

## 5.9. Protection and Indemnity of Directors and Executive

5.9.1. Each Director or Executive holds office with protection from the Society. The Society indemnifies each Director or Executive against all costs or charges that result from any act done in his/her role for the Society. The Society does not protect any Director or Executive for personal acts of fraud, dishonesty or bad faith.

5.9.2. No Director or Executive is liable for the acts of any other Director, Executive or employee. No Director or Executive is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Executive is liable for any loss due to an oversight or error in judgement, or by an act in his/her role for the Society, unless the act is fraud, dishonesty or bad faith.

5.9.3. Directors or Executive can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Executive are not held liable for any loss or damage as a result of acting on that statement or report.

## 5.10. Invalidity of Any Provision

5.10.1. The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

# Article 6. Legal

## 6.1. Mediation and Arbitration

6.1.1. Disputes or controversies among members, Directors, Executive, committee members, or volunteers of the Society are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this Bylaw.

## 6.2. Dispute Resolution Mechanism

6.2.1. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial legislation governing domestic arbitrations in force in the province where the Society is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

6.2.2. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## 6.3. Amending the Bylaws

**6.3.1.** These Bylaws may be cancelled, altered or added to by Special Resolution at any Annual General Meeting or Special Meeting of the Society's members.

**6.3.2.** The twenty-one (21) days notice of the Annual General Meeting or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

**6.3.3.** The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

## 6.4. Distributing Assets and Dissolving the Society

**6.4.1.** Upon the dissolution of the society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed to qualified donees described in subsection 149.1 (l) of the Income Tax Act.

**6.4.2.** Society members will select the organization(s) to receive the assets by special resolution. In no event do any members receive any assets of the Society.

We, the undersigned, Directors of the Lac La Biche Little Sprouts Child Care Society, consent to, and hereby adopt the Bylaws, consisting of the nine (9) preceding pages, as the Bylaws of this Society. These Bylaws supersede any previously Bylaws created and adopted.

ADOPTED AND APPROVED by special resolution of the Society members on this 6 day of June 2023.



ATTEST: [Jocelyn Beniuk-Elkins], Chairperson



ATTEST: [Megan Wainman] Secretary

