

Kinderplace Child Care Centre (Thunder Bay) Inc. Bylaws

May 1995

Revised May 2001

Revised November 25, 2015

Revised November 8, 2017

1. Head Office

- 1.1 The head office of **Kinderplace Child Care Centre Inc.** will be located at 1000 Huron Avenue, Thunder Bay, Ontario, P7A 6L4. The satellite site for Kinderplace Child Care Centre Inc. which houses a before and after school program, will be located at 174 Marlborough St. Thunder Bay, Ontario, P7B 4G4

2. Seal

- 2.1 The Seal of which an impression appears in the margin, is hereby adopted as the Corporate Seal of Kinderplace Child Care Centre Inc.

3. Goal Statement

- 3.1 Kinderplace Child Care Centre Inc. is a non-profit Corporation operated by a volunteer Board of Directors. The purpose of the Centre is to provide accessible, inclusive, and excellent childcare for families in Thunder Bay and the surrounding areas.

4. Objectives

- 4.1 Kinderplace Child Care Centre Inc. has been incorporated and is subject to the Charitable Accounting Act and the Charitable Gifts Act because of the following objectives:
 - 4.1.1 To establish, maintain and conduct a non-profit day nursery license under the Childcare and Early Years Act, 2014 for the education, including care and guidance of children;
 - 4.1.2 Providing a program to meet the social-emotional, physical, educational and recreational needs of children within the community of Thunder Bay and surrounding areas, including children with special needs;
 - 4.1.3 To provide placement opportunities for students in post-secondary programs at Confederation College and Lakehead University, as well as Co-op students from both the Public and Separate School Boards.

5. Membership

5.1 Members of Kinderplace Child Care Centre Inc. shall consist of:

5.1.2 Any individual subscribing to the aims and purposes of Kinderplace Child Care Centre Inc. may purchase a one (1) year membership from the Supervisor/Designate, or a Board Member. The membership will expire on the date of the next Annual General Meeting. This membership entitles you to one (1) vote on each question arising at any special or general meeting of members, after you have been a member in good standing for a period of three (3) consecutive months;

5.1.3 Parent(s) and/or guardian(s) of a child enrolled in Kinderplace Child Care Centre Inc. are automatically members of Kinderplace Child Care Centre Inc. upon their child/ren enrollment, and this membership ceases when the child/ren are withdrawn from the program, unless they choose to purchase a membership to remain in Kinderplace Child Care Centre Inc. Membership entitles you to one (1) vote on each question arising at any special or general meeting of members;

5.1.4 Employees of Kinderplace Child Care Centre Inc., associate members and honorary members are entitled to attend and provide input on each question arising at any special or general meeting of the Kinderplace Child Care Centre Inc. They are not entitled to a vote;

5.1.5 Associate Membership is open to corporations, partnerships, associations or other unincorporated organizations;

5.1.6 Honorary Memberships are appointed by the Board of Directors and will not have an annual membership fee.

5.2 Duties of Membership

Your duties as a member of Kinderplace Child Care Centre Inc. include:

5.2.1 To attend the Annual General Meeting and any special meetings of the Kinderplace Child Care Centre Inc;

5.2.2 Vote on any question at the Annual General Meeting or Special Meeting. If the question should result in a

Conflict of Interest, the member shall declare a conflict and refrain from voting;

5.2.3 Abiding by and complying with the Policies and Procedures of Kinderplace Child Care Centre Inc;

5.2.4 Participation from time to time in the management, administration and other activities of Kinderplace Child Care Centre Inc.

5.3 Fees

5.3.1 The fees for membership shall be reviewed at each Annual General Meeting and set for the upcoming year. For 2017 the fees have been set at \$5.00, and will be waived for members of the Board of Directors that have or have had a child/ren enrolled at anytime in Kinderplace Child Care Centre Inc.

5.4 Resignation and Termination

5.4.1 A Board Member may terminate his/her membership by tendering his/her resignation to the Board of Directors. The membership of a parent/guardian shall automatically terminate when their child/ren cease to be enrolled in the Kinderplace Child Care Centre Inc., unless said parent/guardian has actively sought to maintain their membership by purchasing a membership.

6. Annual General Meeting

6.1 Annual General Meeting

The Annual General Meeting of the Board Members shall be held at the head office of Kinderplace Child Care Centre Inc. or elsewhere in Ontario and at such time as the Board of Directors may designate, but not more than fifteen (15) months after the last preceding Annual General Meeting;

6.2 Special Meetings

Special meetings shall be called as deemed necessary by the Members of the Board.

6.3 Quorum

One tenth (1/10) of the membership not including Members of the Board present, shall constitute a quorum at any meeting.

6.4 Notice

Notice of the time and place of a meeting of the members and the general nature of the business to be transacted shall be distributed to each member in good standing thirty (30) days in advance of the meeting date. Members will indicate to the Supervisor/Designate of the Kinderplace Child Care Centre Inc. their intention to attend the meeting, two (2) weeks prior to the date.

7. Board of Directors

7.1 Powers

The affairs of Kinderplace Child Care Centre Inc. shall be managed by a Board of Directors each of whom at the time of his/her election or within ten (10) days thereafter and throughout his/her term of office shall be a member of Kinderplace Child Care Centre Inc. The Board of Directors may exercise all such powers and do all such acts and things as Kinderplace Child Care Centre Inc. is by its Charter. The Board of Directors may appoint agents and engage such employees as it shall seem necessary from time to time and such persons shall have the authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

7.2 Number of Directors

The Board of Directors of Kinderplace Child Care Centre Inc. shall consist of up to a maximum of eleven (11) members and a minimum of five (5) members including:

7.2.1 Ten (10) of which shall be recruited from the general membership and or the community, and one (1) may be recruited from the Before and After School Satellite site at Ecolé Gron Morgan School. They must be elected by the membership at the Annual General Meeting, or elected by the Board of Directors until such as they can be elected at the next Annual General Meeting.

7.3 Staff

Staff are not eligible for the Board of Directors Membership except in a non-voting capacity. They are eligible for committee membership at the discretion of the Board of Directors. There will not be remuneration in any way with the exception of the Supervisor/Designate and the staff liaison who shall be given compensating time off to attend the meetings of the Board of Directors or other meetings as approved by the Chairperson.

7.4 Voting

Questions arising at a meeting of the Board of Directors shall be decided by a majority of votes. Each member is entitled to one (1) vote. In the case of a tie, the Chairperson will vote a second time.

7.5 Term of Office

The term of office of a Board Member shall be from the date of his/her election until the next election of Board Members.

7.6 Ex-Officio

Ex-Officio Board Members may be appointed by the Board of Directors to act as a resource person by virtue of the position they hold. Ex-Officio Board Members shall not have the rights and privileges to vote, make motions or hold Executive Offices, and must be reviewed at the Board of Directors meeting following the Annual General Meeting. They must first be appointed honorary Membership in Kinderplace Childcare Centre Inc.

7.7 Vacancies

Vacancies on the Board of Directors shall be elected by the Board of Directors from among the qualified members of Kinderplace Child Care Centre Inc. If a willing, qualified Board Member is not available in the membership of Kinderplace Childcare Centre Inc. then the vacancy shall be recruited from the community at large. That Board Member, although elected by the Board of Directors must still be elected by the membership at the next Annual General Meeting.

7.8 Removal of any Board of Directors Member

A Board Member shall cease to be a member of Kinderplace Child Care Centre Inc. upon any of the following events:

7.8.1 He/She shall cease to be a member of Kinderplace Child Care Centre Inc;

7.8.2 He/She resigns as a Board Member by notice of writing to the Board of Directors for Kinderplace Childcare Centre Inc., giving at least one (1) meetings notice, unless under extraordinary circumstances is unable to;

7.9 Suspension

A member can be suspended from the Board of Directors for the following reasons:

- 7.9.1 Absence from three (3) consecutive regular meetings of the Board, without notice will be justification for requesting the resignation of that Board Member;
- 7.9.2 He/She fails to meet the membership requirements;
- 7.9.3 He/She is engaged in activities that are opposed to the objectives of Kinderplace Child Care Centre Inc;
- 7.9.4 In order for a Board Member to be suspended, the Board of Directors must vote on the resolution. A member may be reinstated, if the Board of Directors is satisfied that the conditions causing the suspension no longer exist or are rectified.

7.10 Remuneration

Board of Directors shall receive no remuneration for acting as such, provided that the Board Member be reimbursed for reasonable expenses in the performance of their duties.

7.11 Meetings of the Board of Directors

Regular monthly meeting dates will be established at the Annual General Meeting. At any meeting of the Board of Directors, the date and place of the next meeting may be changed. No formal notice is required to change the date of, or hold a Board Meeting provided all Directors are present, or if absent, have given their consent. A meeting of the Board of Directors may immediately follow the Annual General Meeting.

- 7.11.1 Failure of a Board of Director to receive notice of a meeting will not invalidate any proceedings taken thereat;
- 7.11.2 Board Members unable to attend a Board Meeting are asked to notify the Chairperson or Supervisor/Designate of Kinderplace Child Care Centre Inc. **twenty-four (24) hours prior to the start of the meeting;**
- 7.11.3 After three (3) consecutive absences **or failure to attend two-thirds (2/3) of the scheduled Board Meetings in a calendar year** without justification, the matter will come before the Board of Directors;
- 7.11.4 The Supervisor/Designate of Kinderplace Child Care Centre Inc. shall attend Board Meetings. At the

discretion of the Executive of the Board of Directors, part of a Board Meeting, or whole Board Meeting may be closed to staff including the Supervisor/Designate and observers.

7.12 Quorum

A majority of existing Board of Directors shall form a quorum, providing the total number of Directors does not fall below five (5), for the transaction of business. Each Board Member shall have one (1) vote.

8. Officers

8.1 Officers of the Kinderplace Child Care Centre Inc. shall consist of one (1) of each of the following Chairperson, Vice-Chairperson, Secretary and Treasurer, and other such Officers as the Board of Directors may determine. The Officers shall be elected by the Board of Directors from among their number at the first meeting of the Board of Directors after the Annual Election, if such Board of Directors, provided that in default of such election, the incumbent shall hold such office until his/her successor is elected.

8.2 Chairperson and Vice-Chairperson

The Chairperson shall be the Chief Executive Officer of Kinderplace Child Care Centre Inc. He/She shall also, when present, preside as Chairperson of all meetings of the Board of Directors and of the members. He/She shall sign all bylaws, membership certificates and special resolutions with the Vice-Chairperson. During the absence or inability of the Chairperson, his/her duties and powers may be exercised by the Vice-Chairperson or such other Member of the Board may from time to time appoint for this purpose.

8.3 Secretary

The Secretary/Designate shall take the minutes of the Board Meetings monthly. He/She will review the Board Minutes Binder monthly to ensure all previous month's minutes and confidential Board Correspondence is present. He/She shall ensure that the previous month's minutes have been initialed and sealed.

8.4 Treasurer

The Treasurer shall ensure that:

- There is a financial report presented to the Board of Directors monthly

- That the bank reconciliation is completed regularly
- That the auditor is approved at the Annual General Meeting

8.4 Delegating Duties of the Members of the Board

In case of the absence or inability to act of the Vice-Chairperson, Secretary or Treasurer, the Board of Directors may delegate any or all powers of such officer to any other Officer or to another Board Member for the time being.

8.5 Indemnification of Directors and Officers

Every Board Member and executive member and his/her heirs, executors, and administrators, estate, and effects respectively, shall from time to time, be indemnified and saved harmless out of the funds of Kinderplace Child Care Centre Inc., form and against:

8.5.1 All costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution or duties of his/her office;

8.5.2 All other costs, charges and expenses that he/she sustains or incurs in or about, or in relation to the affairs of Kinderplace Child Care Centre Inc., except such costs, charges or expenses as are occasioned by his/her own willful neglect.

9. Standing Committees:

Board Members are expected to be a member of at least one (1) standing committee.

Procedure: There shall be the following standing committees made up of not less than three (3) persons. Some committees will be open to members of Kinderplace Child Care Centre Inc., who are not members of the Board of Directors. In this case, the committee shall be Chaired by a Board Member. Unless, otherwise specified by the Board of Directors, each committee shall have the power to fix its quorum and to fix its procedures.

9.1 Fundraising Committee

There shall be a fundraising committee whose function shall be to hold fundraising events and activities to assist in the ongoing operation of Kinderplace Child Care Centre Inc. and to provide funds for special projects. A member of the Board of Directors will be responsible to Chair this committee and the committee will be responsible for its own recruitment and policies. A budget will be submitted to the Board of Directors for approval annually. Expenditures over five hundred dollars (\$500) shall require approval of the Board of Directors.

9.2 Personnel Committee

There shall be a Personnel Committee whose function shall be to ensure that the Board of Directors and the staff are able to work together by establishing and monitoring personnel policies; hiring and monitoring the performance of the Supervisor/Designate; responding to staff requests and or grievances; recommending changes in the salary scale, benefits and working conditions to the Board of Directors; assisting the Supervisor/Designate in hiring staff by acting as a interview panel member when requested. The Chairperson shall be restricted to members of the Board of Directors and the Supervisor/Designate of the Centre although he/she shall be excused from a meeting at the discretion of the Chairperson.

9.3 Board Development/Policy and Procedure Committee

The Board Development Committee shall be responsible to draft any new policies and procedures and review the existing procedures annually and bring to the Board of Directors for approval. The committee shall be responsible to review the bylaws prior to the Annual General Meeting and bring for approval to the Board of Directors. The committee may also be responsible for the recruitment of new Board Members in conjunction with established policies and for continuing education of existing Board Members.

9.4 Finance Committee

The Treasurer of the Board of Directors is required to Chair the Finance Committee. The Committee will monitor the financial situation of Kinderplace Child Care Centre Inc. on an ongoing basis. They will assist with the preparation of Kinderplace Child Care Centre Inc.'s annual budget, etc, reporting to the Board of Directors for the approval of all major financial decisions.

9.5 Ad Hoc Working Groups

The Board of Directors may elect or appoint Ad Hoc Working Group(s) to perform such duties as it may be prescribed from time to time. Unless otherwise specified by the Board of Directors, each such Working Group shall have the power to fix its own quorum, to elect

its Chairperson from Kinderplace Child Care Centre Inc. members and regulate its procedures. The Group shall terminate upon completion of the assigned task(s).

10. Auditors

The Board Members shall, at each Annual General Meeting, appoint an auditor to audit the accounts of Kinderplace Child Care Centre Inc. and will be outside the realm of the Board of Directors.

11. Fiscal Year

Unless otherwise ordered by the Board of Directors, the fiscal year of Kinderplace Child Care Centre Inc. (Thunder Bay) shall begin on January 1st and close on December 31st.

12. Execution of Documents

12.1 Cheques

All cheques or other orders for the payment of money or notes or other evidence of indebtedness shall be signed by two (2) Executive Board Members and/or Supervisor/Designate.

12.2 Instruments

Contracts, documents, or any instruments in writing requiring the signature of Kinderplace Child Care Centre Inc. shall be signed by two (2) Executive Board Members and/or Supervisor/Designate, and all contracts, documents and instruments in writing so signed shall be binding upon Kinderplace Child Care Centre Inc. without any other authorization or formality. The Board of Director's may give Kinderplace Child Care Centre Inc. power of attorney to any registered dealer in securities for the purpose of transferring and dealing with any bonds, debentures or other securities of Kinderplace Childcare Centre Inc. The seal of Kinderplace Child Care Centre Inc. when required, may be affixed to contracts, documents and instruments in writing as aforesaid or by a Board Member.

13. Borrowing Powers

As per section (59) of the Corporations Act borrowing shall be limited to borrowing money for current operating expenses, providing that the borrowing power of Kinderplace Child Care Centre Inc. shall not be so limited that if it borrows on the security of real or personal property.

14. Books and Records

The Board of Directors shall see that all necessary books and records of the Kinderplace Child Care Centre Inc. required by the bylaws of the Childcare Centre or any applicable statute or law are regularly and properly kept.

15. Dissolution

Upon the dissolution of Kinderplace Child Care Centre Inc. and after the payment of debts and liabilities its remaining property shall be distributed or disposed of to charitable organizations which carry on their work slowly in Ontario.