

MELCD Bylaws



1. NAME

This document shall be the bylaw of Morrow Avenue Day Care Inc. operating as Morrow Early Learning and Child Development, which shall be called the Corporation hereinafter.

2. DEFINITIONS AND INTERPRETATION

In this bylaw and all other bylaws and resolutions of the Corporation unless context requires otherwise, the singular includes the plural and the masculine and the feminine. In this bylaw:

- “Board” means the Board of Directors;
- “Executive Director” means the senior staff person in charge of operations of the Corporation;
- “Parent” means any parent who has legal custody of the child, the child’s guardian, or any other person who is married to, or lives in a common law relationship with a child’s parent who has legal custody;
- “Quorum” means the number of persons who must be present at a meeting before business may be transacted.

3. HEAD OFFICE

The Corporation’s had office shall be in the city of Winnipeg, in the Province of Manitoba, at a location to be determined by the Board.

4. SEAL

The Corporation shall not have a corporate seal, until determined otherwise by the Board.

5. PURPOSE

The purpose of the Corporation is to provide early learning and childcare services and programs that will benefit the community.

6. MEMBERSHIP

6.1 Categories of Members

The members of the Corporation shall consist of all parents or guardians of children receiving childcare from the Corporation and any other person admitted as a member by the Board.

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6.2 Admission as a Member

The Board is empowered to approve acceptance of a member.

6.3 Termination of Membership

An individual shall cease to be a member of the Corporation:

- a) By mailing or delivering notice in writing to the Executive Director or the Board;
- b) On death;
- c) Upon failure to pay annual childcare fees within 30 days following their due date;
- d) Upon being expelled.

A member may be expelled from the Corporation by a majority vote of the Board at any regular Board meeting. No member may be expelled without being notified of the complaint against them and without first being given the opportunity to be heard by the Board at a meeting called for that purpose.

6.4 Membership Fees

Annual childcare fees shall be set by the Board.

6.5 Rights and Obligations of Members

Every member in good standing is entitled to:

- a) Attend any annual general meeting or special meeting of the members;
- b) Vote at any annual general meeting or special meeting of members;
- c) Be elected to the Board;
- d) Be a member of and participate in committees; and
- e) Exercise other rights and privileges given to members in this bylaw.

7. MEETING OF MEMBERS

7.1 Annual General Meeting

The Annual General Meeting shall be held within six months following the end of the fiscal/calendar year. At each annual meeting of the Corporation, the following items of business shall be dealt with:

- a) Minutes of the preceding general meeting;
- b) Consideration of the annual report of the Board;
- c) Consideration of the financial statements and the report of auditors;
- d) Election of Board members;
- e) Appointment of auditors.

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7.2 Special Meetings

Special meetings may be called by the Board or upon the written request of 20% of the members of the Corporation.

7.3 Notice for Membership Meetings

Notice of special meetings and of the annual general meeting shall be given in writing not less than 15 days before the meeting, to each member who is entitled to attend the meeting. Such notice shall state the date, place and time of the meeting as well as the nature of the business to be transacted. The accidental omission to give notice of any meeting of Members or the non-receipt of any notice by a Member shall not invalidate any resolution passed or any proceedings taken at a meeting of Members.

7.4 Quorum for Membership Meetings

A quorum at any meeting of members shall be 50% of the members of the Board.

7.5 Voting at Membership Meetings

Every member present, except the Chair, shall be entitled to one vote. Questions arising at any meeting of the Corporation shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a vote to break the tie.

There shall be no provision for proxy voting.

Voting shall be by show of hands unless a secret ballot is requested by any member present. In such case, the Chair may set the time, place, and method for a ballot vote.

8. BOARD OF DIRECTORS

8.1 Powers of the Board

The Board shall be the ultimate policy making body for the Corporation and shall establish such programs and services as are necessary to meet its mandate. It may adopt rules and regulations for the conduct of business, appoint an Executive Director and may also appoint such other agents as it may consider necessary.

8.2 Composition of the Board

The Board shall consist of not less than five and not more than nine Board members and shall aim to include representation from all of the Centres.

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8.3 Eligibility for the Board

Each Board member shall:

- a) Be at least 18 years of age;
- b) Not be an undischarged bankrupt;
- c) Be a member of the Corporation;
- d) Not hold a paid position with the Corporation and not enter into a contract for services with the Corporation;
- e) Not be a member of the immediate family of an employee of the Corporation;
- f) Be interested in furthering the purpose of the Corporation.

8.4 Selection of Board Members

The Nominating Committee shall submit to the membership at the annual general meeting, after determining the willingness of the nominees to serve, a single slate of nominees for membership on the Board. The Nominating Committee shall select nominees with consideration to creating representation of the populations which we serve.

8.5 Terms of Office for Board Members

Board members shall hold office for a two-year term or until their successors are elected or appointed. Where an appointment is made by the Board, that appointee will serve until the reappointment for two additional terms. A welcome letter will be provided to new members outlining responsibilities.

8.6 Vacancy on the Board

The office of Board Members shall be vacated if:

- a) A Board member submits a written resignation to the Chair of the Board;
- b) A Board member ceases to be a member of the Corporation;
- c) The Board member dies;
- d) The Board member misses three minutes during the fiscal year without excuse;
- e) At a meeting of the Board, a resolution is passed by a majority of the Board members present at the meeting to remove the Board member from office for just cause.

No board member may be removed without being notified of the complaint against them and without first being given the opportunity of being heard by the Board at the meeting called for that purpose.

Vacancies on the Board, however caused, may proceed so long as a quorum of Board Members remains in office, be filled by the Board from among the qualified members of the Corporation, until the next general meeting of members at which the Board members for the ensuing term are elected.

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8.7 Board Meetings

The Board will hold a minimum of nine (9) meetings each year.

The meetings of the Board shall be held at such time and place as the Chair, or the Executive Director may designate in person or through video conferencing. Special meetings shall be held as the persons requesting may designate.

8.8 Notice of Board Meetings

Notice of the time and place of each meeting of the Board shall be given 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.

8.9 Urgent Board Meetings by Teleconference or Video Conference

The Chair may arrange for teleconference, video conference or other communications medium to deal with urgent matters that may fall outside the regularly scheduled Board meetings. This option will be avoided as much as possible, and quorum as defined in this bylaw will still be necessary to proceed in this manner.

8.10 Board Email Resolutions

The Chair may arrange for email communication among Board members to deal with urgent matters that may fall outside the regularly scheduled Board meetings. This option will be avoided as much as possible, and quorum as defined in this bylaw will still be necessary to proceed in this manner. All decisions will be ratified at the next scheduled Board meeting.

8.11 Participation in Board Meetings by Teleconference and/or Videoconference

If all the Board members consent, a Board member may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communication medium that ensures confidentiality and permits all persons participating in the meeting to hear each other. A Board member participating in a meeting by such means is deemed to be present at the meeting.

8.12 Quorum at Board Meetings

A majority of Board members present at any Board meeting is quorum.

8.13 Voting at Board Meetings

Each member of the board, except the Chair, has one vote. In the case of an equal vote the Chair has a vote to break the tie. There shall be no provision for proxy voting. Decisions of the Board shall be made by a show of hands unless a secret ballot is requested by any Board member.

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8.14 Remuneration of Board Members

No Board member shall receive remuneration from the Corporation other than for out of pocket expenses.

8.15 Duties of Board Members

Every Board member of the Corporation shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of the Corporation, and exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

The Board and individual Board members represent the membership of the Corporation and are directly accountable to this membership. They also have a fiduciary duty to those who provide funds to the Corporation and to its staff for the sound administration of the Corporation. In addition, the Board members have a general duty of trust to those served by the Corporation and to the general public.

8.16 Limitations of Powers of Individual Board Members

No individual Board members shall have any authority to act on behalf of the Board with respect to agents or employees of the Corporation except as provided in this bylaw or by resolution of the Board. No individual Board members shall have any authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation except as provided in this bylaw or by resolution of the Board.

9. OFFICERS

The Officers of the Corporation are the Past Chair, the Chair, the Vice-Chair, the Secretary and the Treasurer and such other officers as the Board may determine.

9.1 Selection

The Board shall annually at the first Board meeting after the Annual General Meeting, or as often as may be required, select a Chair, Vice-Chair and Treasurer from among its members.

9.2 Term of Office

All Officers shall be elected for a one-year term and may be re-elected from the Board without limitation on their term of service.

10. STANDING COMMITTEES

The Board may establish standing committees as it sees fit. Each committee shall be chaired by a Board member who shall report regularly to the Board.

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11. SPECIAL COMMITTEES

The Board may establish special committees as it sees fit. Each committee shall be chaired by a Board member who shall report regularly to the Board.

12. APPOINTMENT OF THE EXECUTIVE DIRECTOR

The Executive Director shall ensure overall delivery of the programs and services offered by the Corporation, 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 the Corporation. The Executive Director shall be responsible for the organization of the work of the Corporation and for the engagement, supervision, direction and discharge of all employed personnel.

13. INDEMNIFICATION

Every Board member or Officer of the Corporation or other person who has undertaken any liability on behalf of the organization and their heirs, executors, administrators, and estate, respectively, shall at all times, be indemnified and saved harmless out of the funds of the organization from and against. All costs, charges and expenses whatsoever which such Board member or Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought or prosecuted against him for, or in respect of any act, deed matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office except such costs, charges or expenses as are occasioned by his own willful neglect.

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 January and end on the thirty-first (31st) day of December in each year.

14.2 Execution of Documents

Contracts, documents, or any other agreements requiring the signature of the Corporation shall be signed by any two of the Chair, Vice-Chair, Secretary, Treasurer or Executive Director.

14.3 Signing Authority

All cheques of the Corporation shall be signed by any two of the Chair, Vice-Chair, Secretary and Treasurer or by one of the Chair, Vice-Chair, Secretary or Treasurer and one of the Executive Director or Assistant Director.

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14.4 Spending Authority

Board approval is needed for all non-budgeted expenditures greater than \$10,000 and for all budgeted capital expenditures greater than \$30,000.

14.5 Banking

The banking of the Corporation shall be transacted with such banks, trust companies or other bodies corporate as decided by the Board.

14.6 Borrowing Powers

The Board may authorize the borrowing of funds to meet the objectives and operations of the Corporation.

14.7 Investment Authority

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested in such property, stock, bonds, or other securities as the Board may deem suitable.

14.8 Records and Books

The Board shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept. Correct books of account of the activities and transactions of the Corporation shall be kept in the office of the Corporation. The books and records shall be open to inspection by members at reasonable times and upon reasonable notice to the office.

14.9 Audit of Accounts

There must be an audit of the books, accounts, and records of the Corporation at least once each year by a qualified auditor or accountant appointed each year at the annual general meeting. The financial records shall be handed over at the end of each fiscal year. The audited financial report shall then be presented at the annual general meeting.

15. AMENDMENT OF BYLAW

This bylaw 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 bylaw has been given in writing to the membership at least 14 days in advance. Such notice shall outline the general nature and intent of such proposed bylaw changes. Such notice is not required where unanimous approval is given by the members attending the meeting to waive provision of written notice.

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16. WINDING UP OR DISSOLUTION

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

Approved this _____ day of _____, 2024

Per:

(Chair)

Per:

(Secretary)

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MORROW AVENUE DAYCARE INC. CONFLICT OF INTEREST GUIDELINES

The following principles and guidelines apply to conflicts of interest:

Disclosure of Conflicts of Interest

A Board member having a real, potential, or perceived Conflict of Interest shall disclose all facts material to the Conflict of Interest as soon as the matter arises and prior to the board taking any action on the matter. Such disclosure shall be reflected in the minutes of the meeting. If a Board member is unable to attend the next board meeting, they shall disclose to the Chair of the meeting all facts material to the Conflict of Interest. The Chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

Advice on Conflict of Interest

If the Board member is not certain they are in a conflict, the matter may be brought to the Board for advice and direction. Any disclosure to the Board shall be reflected in the minutes of the meeting.

Disclosure by Other Board Members

It is the responsibility of other Board members who are aware of a real, potential, or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved with the Chair.

Outside Disclosure

Any other person or party may, in writing, notify the Board of an actual or potential Conflict of Interest of any Board member or Officer or employee.

Non-Participation

A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's discussion of the matter except to disclose material facts and to respond to questions. That person must leave the meeting room until the matter is concluded and their exit and re-entry shall be reflected in the minutes of the meeting.

Abstention

A person who is in Conflict of Interest shall not vote on that matter and shall be reflected in the minutes as an abstention.

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Quorum

The declaration of a Conflict of interest shall not affect board quorum for the purposes of voting on a matter.

Non-Influence

A person who has a Conflict of Interest shall not attempt to exert their other personal influence with respect to the matter, either at or outside the meeting.

Disclosure Statements

Each year, every Board member shall complete a disclosure form identifying any relationships, positions, or circumstances in which they are involved that they believe could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another organization, or ownership of a business that might provide goods or services to the Corporation or use of the services of the Corporation. Any such information regarding the business or personal interests of a Board member or a Family Member thereof, shall be treated as confidential except to the extent disclosure is necessary in connection with the implementation of this Policy.

- I) Employees: Persons employed by the Corporation shall not be eligible to sit on the Board.
- II) Disclosure: All Board members, Officers and Employees shall disclose in writing to the Board all direct or indirect, actual or potential interests, obligations, assets or businesses, either directly on their own behalf or indirectly through a spouse, business associate or relative by blood or marriage such as a parent, step-parent, sibling, step-sibling, uncle, aunt, or children of siblings, step-siblings or aunts or uncles, which may conflict with the Board member's or Officer's obligations and duties to the Corporation, (hereinafter known as an actual or potential "Conflict of Interest"), at the time of their becoming aware of it.
- III) Failure to Disclose: A Board member, Officer or Employee who knowingly fails to disclose such a Conflict of Interest in writing at the time they become aware of such Conflict of Interest may be subject to such penalties as the Board may find to be appropriate, which penalties may include the removal of the Board member from the Board, or termination of the Officer or Employee.