

Prairie Nature Children's Centre Inc. By-laws

BOARD BY-LAWS

September 2022

I EVA Miller of Winnipeg in the
Province of Manitoba, Secretary of
Prairie Nature Children's Centre certify that these
are the by-laws of the Centre as approved by the members on
September 26/22

09/26/2022
Date


Secretary

McCam
Executive Director (m.carr)
2022-09-26

BY-LAWS

Table of Contents

Section One

INCORPORATION STATUS

1.01 Date of Incorporation

1.02 Name and Location

Section Two

GENERAL

2.01 Financial Year

2.02 Signing Authority

2.03 Centre Membership, Voting and Access to Information

2.04 Policies of the Board and Amendments to By-Laws

Section Three

DIRECTORS AND REGULAR BOARD MEETINGS

3.01 Number of Directors

3.02 Quorum

3.03 Director Qualifications

3.04 Director Eligibility

3.05 Election and Term

- 3.06 Nominating Candidates for Director
- 3.07 Tie Votes for Board Elections
- 3.08 Ceasing to Hold Office
- 3.09 Removal of Directors
- 3.10 Vacancies
- 3.11 Exercise of Authority
- 3.12 Voting and Motions
- 3.13 Meetings by Telephone/Electronic Means
- 3.14 Time and Place of Meetings
- 3.15 Notice of Meeting
- 3.16 Conflict of Interest & Remuneration

Section Four

COMMITTEES AND PARLIAMENTARY AUTHORITY

- 4.01 Committees
- 4.02 Parliamentary Authority

Section Five

DUTY OF CARE, INDEMNITY AND DISSENT

- 5.01 Duty of Care of Directors and Officers
- 5.02 Indemnity
- 5.03 Dissent

Section Six

GENERAL RESERVE AND DISSOLUTION OF THE CENTRE

- 6.01 Financial Authority
- 6.02 General Reserve
- 6.03 Dissolution of the Centre

Section Seven

ANNUAL GENERAL MEETINGS AND SPECIAL MEETINGS

- 7.01 Annual Meetings
- 7.02 Special Meetings
- 7.03 Place of Meetings
- 7.04 Electronic Meetings
- 7.05 Notice of Meetings
- 7.06 Chairperson (and Secretary)
- 7.07 Persons Entitled to be Present
- 7.08 Quorum
- 7.09 Voting
- 7.10 Voting by Mail-In or Electronic Ballot

Section One INCORPORATION STATUS

Date of Incorporation

1.01 This organization was incorporated in June 22, 1998.

Name and Location

1.02 The name of this organization is Prairie Nature Children's Centre Inc., hereinafter known as the centre. The registered office of the Centre is at any location in the Province of Manitoba as determined by the Directors of the Board.

Section Two GENERAL

Financial Year

2.01 The centre's financial year end is March 31. An annual audit shall be done by a qualified accountant as approved by the Board.

Signing Authority

2.02 The chair, vice-chair, secretary and treasurer as well as the Executive Director and Assistant Director of the centre have signing authority for the centre. All documents, contracts, applications, etc. that require the signature of the centre must be signed by of any two (2) Board officers or by the Executive Director or Assistant Director and one (1) Board officer.

Centre Membership, Voting and Access to Information

2.03 Members of the centre are all parent(s) or guardian(s) of children currently enrolled in the centre, whom are in good financial standing with their accounts to the centre and any community members as approved by the Board;

(a) Members are entitled to view or copy information or documents respecting the centre's business unless, in the opinion of the board, such information should be kept confidential.

(b) The board may decide whether it will disclose or make available to inspection an account, record or document of the centre. The board may decide the extent of the disclosure and the time, place, conditions or rules of disclosure.

(c) Termination of centre membership occurs when the child(ren) of a family are no longer attending the centre by voluntary withdrawal or by discharge by the centre.

(d) A member's voting rights are suspended if the member is in financial arrears with the centre until such time as all accounts are current.

Policies of the Board and Amendments to By-laws

2.04 The board may adopt policies related to purchasing, borrowing, confidentiality, and execution of instruments that must be complied with at all times. The by-laws may be enacted, repealed or amended by the directors as needed. The amendment must then be ratified by majority vote by the Board of Directors.

Section Three

DIRECTORS AND REGULAR BOARD MEETINGS

Number of Directors

3.01 The Board of the centre is made up of a minimum of five (5) and a maximum of ten (10) directors.

Quorum

3.02 The quorum for the transaction of business at any regular meeting of the board is a majority of the number of directors; but where two (2) of the attendees must be the Chair, Vice-Chair or Secretary or delegate(s).

Director Qualifications

3.03 A person cannot be a director if that person:

- (a) is less than 18 years of age;
- (b) is of unsound mind and has been so found by a court of law;
- (c) is not an individual; or
- (d) is in poor financial standing with the centre.

Director Eligibility

3.04 Centre members are eligible to be Directors on the Board 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 nomination and voting procedures, other person(s) to be members of the board e.g. community members, representatives from other organizations/groups.

Election and Term

3.05 Vacant director positions are elected by open vote* at the Annual General Meeting by the centre members present at the AGM including the current board. Returning board members are ratified at the AGM to continue as director on the board.

Officers of the centre include the chair, vice-chair, secretary, treasurer and any other officers as determined by the board. The board may specify the duties, powers, term, and remuneration of the officers to manage the business and affairs of the centre. All open officer positions are voted in by open vote* at the first general board meeting following the AGM. Returning officers are ratified at this meeting to continue their term.

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

Terms for all directors are a minimum two (2) years in any one position. Past-President term is one (1) year. Exceptions to term limits apply when positions are filled per by-law 3.07 or 3.10. Officers must hold office until their successors have been duly elected or appointed unless removed by the Board. Extensions for terms can be to a maximum of three (3) terms on the board.

Nominating Candidates for Director

3.06 Candidates for director (members at large and officers) occur by application to the nominating committee:

- (a) when a call for nominations is made;
- (b) and/or by a recruitment process from the board when there are less applicants than vacancies;

Tie Votes for Board Elections

3.07 In the case of a tie among candidates on the first ballot, those candidates' names must be submitted to a second ballot organized by the chairperson of the meeting. The same rule applies to subsequent ballots that must be held in the event of a tie. If a majority vote cannot be obtained after three (3) ballots, the position can be filled by appointment of the Chair for a term of one (1) year and this position must be held for nomination and vote for the next term.

Ceasing to Hold Office

3.08 A director ceases to hold office when the director:

- (a) dies or resigns
- (b) ceases to be a member by withdrawal or termination of their child's(ren's) enrollment
- (c) is removed from office under by-law 3.09
- (d) per by-law 3.03, is disqualified from being a director; or
- (e) is absent from three (3) regular meetings of the board, unless in the opinion of the other directors one or more of the absences were justified

Removal of Directors

3.09 The board may, by request for resignation or by 2/3 majority vote at a special meeting, remove any director from office for the following reason:

- (a) failure to perform the outlined and agreed upon functions of the position (both officer and member at large)
- (b) failure to maintain attendance at meetings per the outlined and agreed upon expectations in the by-laws

- (c) failure to participate in board functions and requirements in a manner that is professional, courteous and respectful and where failure to do so is detrimental to the performance of the Board
- (d) openly criticizing board actions to members of the constituency
- (e) undermining the Executive Director's authority
- (f) breach of confidentiality or failure to declare a Conflict of Interest where the integrity of the Board may come into question

The vacancy created by such removal may be filled by majority vote of the members present at the same special meeting or, if not so filled, can be appointed by the Chair. A person who fills a vacancy mid-term may only serve the balance of the term of the director whose departure created the vacancy.

Notice of the intent to remove a director from the board and the reason must be given to the board director being removed. This director is permitted to state their case at the special meeting prior to the vote.

Vacancies

3.10 The board must maintain a board that meets the size as stated in by-law 3.01. Additionally, all offices of the Board must be filled. If all positions are not filled at the first regular board meeting following the AGM and/or due to resignation mid-term, an appointee must be named by the Chair until a special board meeting can be called for the purpose of filling the position. Dual roles in officer positions can only be allowed on a temporary basis to ensure all functions of the offices of the Board are completed.

Exercise of Authority

3.11 The board or a committee of the board may exercise the powers of the centre, including the borrowing of money, and the provision of security for such borrowing, by passing majority votes at their meetings. In the event of a tie, the majority vote fails.

Voting and Motions

3.12 Votes called for any action items are determined by majority vote. Each board member gets one vote including the Chair, who always votes last and in the event of a tie, can choose to vote or to abstain. Any items not passed due to a tie are lost but can be called for revote at subsequent meetings by a member who had initially voted against the item or the chair if they abstained from the original vote.

When voting is not required, a motion to pass will be called by the Chair and it will be Moved and Seconded by 2 members of the board.

Meetings by Telephone or Other Electronic Means

3.13 Directors may participate in committee or board meetings by telephone, electronic or other means. All participants, however, must be able to

communicate adequately with each other. Directors participating in such meetings are deemed to be present at the meetings, including for the purposes of quorum.

Time and Place of Meetings

3.14 Board meetings must be held in Manitoba at a time and place of the board's choosing.

Notice of Meeting

3.15 Notice of the time, place and purpose of each board meeting must be given to each director not less than three (3) days before the meeting.

Conflict of Interest & Remuneration

3.16 A director or officer who has a conflict of interest must declare their conflict of interest. The following rules apply:

(a) All officers, directors or committee members must carry out their duties honestly, in good faith and in the best interests of the centre rather than in their own best interest.

(b) A conflict of interest is when someone benefits personally in any way from a decision of the centre or has an interest in a contract that the centre may enter into.

(c) When a director has or may have a conflict of interest:

- The director should declare the conflict of interest at the board meeting considering the matter

- If a director does not declare a conflict of interest, but another director is aware of one, the other director can bring it up at a meeting; the board then decides whether there is a conflict of interest

- If there is a conflict of interest, the director cannot vote on the matter and must not be present while the matter is discussed

(d) Directors and officers serve without payment of any kind. However, they may be paid for travel or other expenses while doing business for the centre. The board must authorize these expenses. Directors and officers cannot receive compensation for lost income while doing business for the centre.

Section Four

COMMITTEES AND PARLIAMENTARY AUTHORITY

Committees

4.01 The board may appoint committees as the need arises. Committee members must have at least one (1) board director. Remaining members can be made up of other directors, centre members and centre employees at the discretion of the board. The board must determine the functions and duties of each committee.

Committees will provide written reports to the board for acceptance into the minutes at the next regular board meeting after the latest committee meeting.

Parliamentary Authority

4.02 The rules contained in the Robert's Rule of Order shall govern the centre in all cases to which they are applicable unless otherwise outlined in the Board of Directors Manual and in which they are not inconsistent with the By-laws of the centre and the Manitoba Incorporation Act.

Section Five

DUTY OF CARE, INDEMNITY AND DISSENT

Duty of Care of Directors and Officers

5.01 Directors and officers of the centre must:

- (a) act honestly and in good faith with a view to the best interests of the centre;
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) not disclose confidential information about the affairs of the centre, its members or employees.

Indemnity

5.02 The centre must indemnify directors and officers, former directors and officers, and persons who undertake or have undertaken any liability on behalf of the centre, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by them in any proceeding to which they are made a party by reason of being or having been directors or officers of the centre, if:

- (a) they acted honestly and in good faith with a view to the best interests of the centre; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

The centre must hold Directors & Officers (D&O) Insurance for the purposes of indemnity coverage.

Dissent

5.03 Directors are deemed to have consented to any vote passed or action taken at a meeting of the board (or committee in which they are a part) unless they state their dissent for recording in the minutes at the meeting.

Section Six

GENERAL RESERVE AND DISSOLUTION OF THE CENTRE

Financial Authority

6.01 The directors are authorized to:

(a) borrow money including mortgages, leases and loans on credit of the centre, including limiting or increasing the amount borrowed;

(b) make and sell investments for the centre including bonds, stocks or other securities;

(c) authorize accounting services and approve operating budgets including delegation to the Executive Director and setting executive limits for financial authorizations.

General Reserve

6.02 The centre must establish and maintain a general reserve (contingency fund) to retain the surplus, if any, for a financial year.

Dissolution of the centre

6.03 In the event of dissolution of the centre, all its assets after payment of its debts and liabilities shall be distributed to one (1) or more recognized charities in Canada as determined by the board and the Executive Director at the time of dissolution.

Section Seven

ANNUAL GENERAL MEETINGS AND SPECIAL MEETINGS

Annual Meetings

7.01 The directors of the centre must hold an Annual General Meeting in each financial year of the centre, 6 months after the end of the financial year. The annual meeting is held for the purpose of considering the directors' annual report, the financial statements, the appointment of auditors, the election of directors, and other business as determined by the board.

Special Meetings

7.02 A special meeting may be called by the board at any time, or by 5% of the centre members who sign and send a written requisition to the board.

Place of Meetings

7.03 Annual General Meetings and Special Meetings are held in Manitoba at a place determined by the Board.

Electronic Meetings

7.04 Where the centre has adequate facilities and at the discretion of the Board, members may participate in meetings of members by telephone or electronic means. All participants, however, must be able to communicate

adequately with each other. Members participating in such meetings are deemed to be present, including for the purposes of quorum.

Notice of Meetings

7.05 Notice in writing (including e-mail) of the time, place, and purpose of each AGM must be given to the members a minimum of twenty-one (21) days in advance of the meeting.

Notice in writing (including e-mail) of the time, place, and purpose of each Special Meeting must be given to the members a minimum of three (3) days in advance of the meeting.

Chairperson (and Secretary)

7.06 The chairperson of the Annual General Meeting and Special Meetings is the chair or, in the chair's absence, the vice-chair.

Where the secretary is not present, the chairperson may appoint another person to be secretary for the meeting.

Persons Entitled to be Present

7.07 Only board and centre members are entitled to be present at the Annual General Meeting or Special Meeting. The chairperson may invite other attendees but notice of guests must be given to all board and centre members.

Quorum

7.08 Quorum at the Annual General Meeting and Special Meetings is the lesser of either the majority of centre members or the number of directors currently sitting on the board plus three (3); but where two (2) of the attendees must be the Chair, Vice-Chair or Secretary.

Voting

7.09 A person that is a centre member per by-law 2.03, at the time notice of a meeting is sent is entitled to vote. Voting is governed by these rules:

- (a) votes are counted on a one-member, one-vote basis;
- (b) votes, other than on 2/3 majority votes, are passed by a majority of members present who are entitled to vote;
- (c) a majority vote or motion fails in case of a tie vote;
- (d) votes are decided by show of hands, other than votes taken by secret ballot, and the results are reported in minutes of the meeting; and
- (e) a member entitled to vote at the meeting may demand a ballot vote before or after a vote takes place.

Voting by Mail-In or Electronic Ballot

7.10 Where the centre has adequate facilities and at the discretion of the Board, voting (excluding the election of directors) may take place in advance of

the members meeting by mail-in or electronic ballot. A person that is on the members' register at the time notice of a meeting is sent is entitled to vote by mail-in or electronic ballot. Voting is governed by these rules:

- (a) votes are counted on a one-member, one-vote basis;
- (b) votes, other than on 2/3 majority votes, are passed by a majority of members who are entitled to vote and have actually voted within the time period set by the board;
- (c) a majority vote fails in case of a tie vote; and
- (d) votes are counted on the day of the members' meeting and the results are reported at that meeting.