

Lambton Rural Child Care Incorporated

BY-LAWS

Revised and effective May 2019

BY-LAWS

OF

LAMBTON RURAL CHILD CARE INCORPORATED (LRCC)

**Be it enacted as a By-law of Lambton Rural Child Care
(hereafter referred to as “the Corporation”) as follows**

BY-LAW #1

ARTICLE:

1. HEAD OFFICE

The Head Office of the Corporation shall be in the County of Lambton.

2. SEALS

The Seals, impressions whereof are stamped in the margin hereof, shall be the Corporate Seals of the Corporation.

3. MEMBERSHIP

Members of the Corporation shall be:

- a) the parent(s) or guardian(s) or caregiver(s) of a child admitted with the Corporation;
- b) employees of the Corporation;
- c) persons in the community who wish to participate in the work of the Corporation and are accepted by the Board of Directors. The Board of Directors may, by resolution, veto any membership at its discretion.

4. DUTIES OF MEMBERS

Each member of the Corporation shall be expected to attend the annual meeting and follow the rules of LRCC. Each member will be expected to remain informed as to the activities and general business of the Corporation.

5. RIGHT OF DISMISSAL OF A MEMBER

When, in the opinion of the Board of Directors, a member of the Corporation has not fulfilled the requirements of membership (article 4 above), that member may be dismissed after notice of not less than one week.

6. **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of a minimum of five (5) and a maximum of fifteen (15) Directors, each of whom at the time of his/her election or within ten days thereafter and through the term of office shall be:

- a) a member of the Corporation.
- b) 18 years of age or older.
- c) must be a permanent resident of any municipality in which services are offered and/or at the discretion of the Board of Directors.
- d) in addition to there may be ex-officio Directors who have a voice but not voting privileges.

Employees of the Corporation shall not be eligible to seek election or to hold office as a member of the Board of Directors.

Each Director shall be elected to hold office until the second annual meeting after he/she has been elected to office or until his/her successor shall have been duly elected and qualified. (This section shall be in force in whole subsequent to the initial election which shall provide for one year terms for five (5) Directors and two (2) year terms for five (5) Directors.)

The election shall be by a show of hands unless a ballot be demanded by any member.

The members of the Corporation may, by special resolution, remove any Director(s) before the expiration of the term of office and may, by a majority of the votes cast at that meeting so called, elect any person in his/her stead for the remainder of the term.

7. **QUORUM AND MEETINGS OF BOARD OF DIRECTORS**

A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.

A Directors meeting shall be held immediately following the annual general meeting of the Corporation for the purpose of electing a President and appointing a Secretary, Treasurer, Vice-president and such other officers as the Corporation may establish and to appoint Directors to sub-committees which the Directors may see fit to establish, and to establish bank signing powers.

8. **VOTING OF BOARD OF DIRECTORS**

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of a tie, the President shall have a casting vote. In the absence of

the President, his/her duties may be performed by the Vice-president or such other Director as the Board may from time to time appoint for the purpose. Proxies are not permitted at any Directors meeting of LRCC.

In all matters, the business of the Corporation shall be conducted pursuant to the Act under which the Incorporation was formed.

9. **POWERS**

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, and in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such acts and things as the Corporation is by its charter or is otherwise authorized to exercise and do.

10. **OFFICERS OF THE CORPORATION**

There shall be a President, Vice-president, Secretary and a Treasurer and such other officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office.

The President shall be elected by the Directors from among themselves at the first Directors meeting after the annual general meeting. At that same meeting, the Directors shall appoint from among themselves, the other officers of the Corporation.

11. **DUTIES OF THE PRESIDENT**

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management of the affairs and operation of the Corporation. During the absence or inability of the President, his/her duties and powers may be exercised by the Vice-president, or such other director as the Board may from time to time appoint for the purpose.

The President shall ensure that an agenda of each meeting is available for every member of the Board of Directors.

12. **DUTIES OF THE VICE-PRESIDENT**

The Vice-president shall, in the absence of the President, fulfill the duties of that office. The Vice-President must be a member of the Board of Directors and holds a seat on the Board of Directors Executive Committee. He/she shall assist and work closely with the President of the Board of Directors and shall participate closely with the President of the Board of Directors to develop and implement officer transition plans.

13. DUTIES OF THE SECRETARY

The Secretary, or person performing the usual duties of a Secretary, shall be clerk of the Board of Directors and must sign the Board of Directors Meeting Minutes after they have been adopted and approved. He/she shall attend all meetings of the Board of Directors and all members meetings and shall ensure the recording of all facts and minutes of all proceedings in books kept for that purpose. He/she shall ensure copies of the official Minutes are distributed to members of the Board of Directors and the Executive Director in a timely manner. He/she shall be custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts (except employment contracts) and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution. He/she must also be aware and familiar with legal documents (articles, by-laws, CRA letters, etc.) to note applicability during Board of Directors Meetings.

14. DUTIES OF THE TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall be a member of the Board of Directors and hold a seat on the Board of Directors Executive Committee. He/she shall assist in managing the finances of the Corporation., He/ she will work with the Executive Director and the Financial Controller to provide monthly financial reports and annual budgets to the Board of Directors for approval. He/she shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or wherever required an account of all of his/her transactions as Treasurer and of the Financial Controller of the Corporation. He/she shall ensure development and review of Financial Policies and Procedures. He/she shall perform such other duties as may from time to time be determined by the Board of Directors.

15. DUTIES OF OTHER OFFICERS

The duties of the other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors require of them.

16. EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the President, Vice-president and Executive Director or any two of which the Executive Director shall be one and the Secretary shall affix the seal of the Corporation to such instruments as require.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any person authorized by the Board of Directors.

17. SIGNING CHEQUES

All cheques or other orders for payment of money shall be signed by the President, Vice President NOTE: we need to make some changes here – either Anne needs signing authority or Matt needs to become the Vice President or Treasurer, as well as the Executive Director of the Corporation. The Executive Director Designate will also hold signing authority but only to be utilized in the absence of the Executive Director. Each cheque issued will have one signature of a member of the Board of Directors and a member of the staff.

18. FINANCIAL YEAR

The fiscal year of the Corporation shall terminate on December 31.

19. BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by applicable statutes or laws are regularly and properly kept.

20. DUES

There shall be no dues or fees payable by member except such, if any, as shall from time to time be fixed by special resolution by the Board of Directors.

21. REMUNERATION OF DIRECTORS

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties as a Director.

22. COMMITTEES OF THE CORPORATION

The Corporation may create as many committees as it needs. These "standing committees" will deal with ongoing tasks, or "ad hoc committees" which will deal with specific purposes and then disband when their work is completed.

- a) All committees are accountable to the Board of Directors.
- b) Committees and their powers are determined by the Board.
- c) Terms of reference for all committees shall be decided by the Board.

Executive Committee

The Directors may elect from themselves an Executive Committee consisting of not less than three persons to carry out the business of the Corporation. The Executive Committee shall have all the powers of the Board of Directors except the powers to sign cheques and transact documents on behalf of the Corporation.

A quorum of the Executive Committee shall be a majority of members of the committee.

Minutes shall be taken at all Executive Committee meetings and shall be kept in minute books kept for that purpose.

At the commencement of each Executive Committee, the members of the committee shall appoint a chairperson who shall preside over the meeting. Voting at such meetings shall be by a show of hands with the Chairperson holding the casting vote in the event of a tie.

23. ANNUAL AND OTHER MEETINGS OF MEMBERS

The Annual and other General meetings of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the Directors shall appoint.

The Board of Directors or the President or the Vice-president shall have power to call at any time a general meeting of the members of the Corporation.

No public notice of said meetings shall be required, but notice of the time and place of every such meeting shall be given to each member by mailing the notice or posting a notice in the Centre or by personal service, two (2) weeks before the time fixed for the holding of such meeting.

Annual financial statements shall be presented at the annual meeting, the Board shall present a report of the activities and accomplishments of Corporation since the last annual meeting.

24. VOTING OF MEMBERS

Each member of the Corporation shall at all meetings of members be entitled to one vote.

At all meetings of members, every question shall be decided by a majority of the votes of the members present. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. In case of a tie, the President shall be entitled to a casting vote. A quorum for the

transaction of business at any meeting of members shall consist of not less than five (5) members in good standing.

25. BORROWING

The Board of Directors may from time to time:

- a) borrow money on the credit of the Corporation.
- b) issue, sell or pledge securities of the Corporation.
- c) mortgage, charge or pledge all or any of the real or personal property of the Corporation.

26. WINDING UP

Upon the dissolution of the Corporation and after the payments of all debts and liabilities, the remaining property of the Corporation shall be distributed to recognized charitable organizations in Canada or other such institutions as may be directed by the Ministry of Community and Social Services, Province of Ontario.

27. AMENDMENTS OF BY-LAWS

The By-laws of the Corporation may be repealed or amended by a By-law enacted by a majority of the Directors at a meetings of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a Special General Meeting called for the purpose of considering the By-laws or the Annual General Meeting of the membership.

28. RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as they deem expedient.

29. INDEMNIFICATION

The Corporation may indemnify a Director or officers of the Corporation, a former Director or officers of the Corporation, and his/her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director or officer of such Corporation or body corporate, if,

- a) he/she acted honestly and in good faith with a view to the best interests of the Corporation; and

- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

The Corporation may purchase and maintain insurance for the benefit of any Director or officer of the Corporation or former Director or officer of the Corporation against any liability incurred by him,

- a) in his/her capacity as a Director or officer of the Corporation, except where the liability related to his/her failure to act honestly and in good faith with a view to the best interests of the Corporation; or
- b) in his/her capacity as a Director or officer of another body corporate where he/she acts or acted in the capacity at the Corporations request, except where the liability relates to his/her failure to act honestly and in good faith with a view to the best interests of the body corporate.