



Bright Beginnings Educare Inc.

BY-LAWS

Effective: June 2, 2016
Replaces: By-Laws 2014
Date for Next Review: 2018



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1. Preamble

This document is the By-Laws of Bright Beginnings Educare Inc. which shall be called BBE. BBE is a not for profit corporation which provides care for children between the ages of 12 weeks and 12 years.

BBE meets the needs of infants and preschool children at our facility located at 5330 Monterey Road in Headingley, Manitoba. Our program for school age children is located at 111 Alboro Street in Headingley, Manitoba.

2. Interpretation

In all By-Laws and special resolutions of BBE the singular shall include the plural, the word "person" shall include firms and corporations, the masculine shall include the feminine. Wherever reference is made in any By-Laws or any special resolution of BBE to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment of such By-Laws, statute or section.

3. Definitions

In these By-Laws:

"Board" means the Board of Directors of BBE;

"Director" means a member of the Board;

"Officer" means a director of the Board holding a specified position as outlined in section 9;

"Executive Director" means the individual employed by BBE to oversee all day to day operations within the scope of these By-Laws and in accordance of the policy and procedures developed by the BBE Board;

"Member" means an individual member with interest in furthering the undertaking of BBE and shall consist of anyone whose application for admission as a member has received the approval of the majority of the Board of Directors. Parents/Legal guardians shall be deemed members for the duration of their child(ren)'s enrollment at BBE (refer to section 6.3);



" By-Law" means this By-Law and any other By-Laws of BBE as amended and which are, from time to time, in force and effect;

"Meeting of members" includes an annual meeting of members or a special meeting of members;

"Special meeting of members" includes a meeting of any BBE members and a special meeting of all members entitled to vote at an annual meeting of members.

4. Head Office

BBE's head office shall be in the Rural Municipality of Headingley, in the Province of Manitoba, at a location to be determined by the Board.

5. Mandate

Vision

An innovative, highly respected child care centre providing children with bright beginnings and lasting impacts on their future.

Mission

Committed to excellence in early learning by providing quality child care in an enriching environment where all individuals are encouraged to maximize their potential.

BBE believes in the development of the whole child. We encourage children to become independent capable thinkers who can thrive in an environment of safety and respect. A safe and caring atmosphere is the best way for children to learn through play and experiences.

6. Membership

6.1 Eligibility for Membership

Membership in BBE shall be available to persons interested in furthering the mandate of BBE and whose application for admission as a member received approval of the Board.

6.2 Categories of Members

The Members of BBE shall consist of all parents, caregivers or guardians of children receiving child care from BBE and any other person admitted as a member of the Board.

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6.3 Admission as a Member

The Board empowers the Executive Director to approve acceptance of membership through enrollment in BBE. Membership without enrollment in BBE shall be granted by majority vote of the Board.

6.4 Termination of Membership

An individual shall cease to be a member of BBE:

- a) by mailing or delivering notice of resignation of membership to the head office;
- b) on death;
- c) when their child withdraws, voluntarily or non-voluntarily, from care at BBE

A member may be suspended or terminated from BBE for just cause, by a majority vote of the Board. A Member must be notified in writing of the reason or complaint against them and given the opportunity of being heard by the Board at a meeting called for that purpose. The Member will be notified in writing of the Board's decision.

6.5 Childcare Fees

Fees are set in accordance with the Province of Manitoba. The Board gives authority to the Executive Director to adjust fees as set by the Province of Manitoba to the maximum allowable rate under provincial regulations.

6.6 Rights and Obligations of Members

Every member in good standing is entitled to:

- a) attend any Annual General Meeting, general or special meeting of members;
- b) vote at any Annual General Meeting, general 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 these By-Laws.



7. Meeting of Members

7.1 Annual General Meeting

There shall be an Annual General Meeting (AGM) to be held within six months following the end of the fiscal year.

At each AGM of BBE, the following items of business shall be dealt with:

- a) minutes of the preceding general meeting;
- b) consideration of the annual report of the Directors;
- c) consideration of the financial statements, balance sheets, operating statements and the report of auditors;
- d) election of Directors;
- e) election of Officers;
- f) appointment of auditors.

7.2 Special Meetings

Special meetings may be called by the Chair, three members of the Board or upon the

7.3 Notice of Meetings

Notice of special meetings and of the AGM shall be given in writing not less than 21 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, and the nature of the business to be transacted.

7.4 Quorum

A quorum at any meeting of members shall be the members present at the meeting.

7.5 Voting

Multiple parent families shall have one (1) vote between all of the parents/guardians at any meeting, regardless of the number of children enrolled at BBE. Single parent

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members have one (1) vote at any meeting, regardless of the number of children enrolled at BBE. Members, who do not have children in care at BBE, shall have one vote at any meeting.

There shall be no provision for a proxy vote.

In case of an equality of votes the Chair shall call a second vote. In the event that the second vote results in an equality of votes the resolution shall be lost.

Voting for motions and amendments shall be by show of hands, unless a secret ballot is requested by five members present. Five voting members may request a ballot vote. In such case, the presiding officer 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 BBE 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

The Board shall consist of not less than five (5) and not more than eleven (11) Board Members. There should be a minimum of five (5) Directors that primarily reside in Headingley in order to best meet the needs of the community and families BBE serves.

8.3 Eligibility

Each Director shall

- a) be at least 18 years of age;
- b) not be an undischarged bankrupt;
- c) be a member of BBE;
- d) not hold a paid position with BBE and not enter into a contract for services with BBE;



- e) not be an immediate family member of an employee of BBE;
- f) be interested in furthering the mandate of BBE.

8.4 Selection of Directors

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 a cross-section of representation.

8.5 Terms of Office

Members shall be elected to the Board for a term of one year and may maintain a position on the Board for a maximum of six years. Members can return to the Board after an absence of one full term.

8.6 Vacancy on the Board

The office of Director shall be vacated if:

- a) the Director submits a written resignation to the Chair of the Board;
- b) the Director ceases to be a member of BBE;
- c) the Director dies;
- d) the Director is not present for 70% of Board meetings;
- e) at a meeting of the Board, a resolution is passed by a 2/3 vote to remove the Director from office for just cause. A Director must be notified in writing of the reason or complaint against them and given the opportunity to be heard by the Board at a meeting called for that purpose. In the event the Director is not present, the Director will be notified in writing of the Board's decision.

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



8.7 Board Meetings

A meeting of the Board shall be held at such times and places as the Board may determine, however, not less than eight (8) meetings shall be held in a given fiscal year.

Notice of the time and place of each meeting of the Board shall be given to Directors 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 Directors may waive notice of or otherwise consent to a meeting of the Board.

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

A member may attend a meeting of the Board with prior consent from the Chair, which must be obtained no later than 24 hours in advance of a meeting

Any Director shall be entitled to bring a motion to exclude any individuals from a meeting of the Board. Such individuals to be excluded are not limited to individuals who are not Directors. It is further understood that all matters discussed and information raised at the meetings of the Board are intended to be held in strict confidence by the Directors, unless the Board of Directors expressly agrees otherwise.

8.8 Teleconference or E-Mail Meetings

The Chair of the Board may arrange for a teleconference or e-mail communication among Directors to deal with urgent matters that may fall outside the regularly scheduled Board meetings. This option will be avoided as much as possible and a quorum as defined in this By-Law will be necessary to proceed in this manner. In urgent matters, a vote via e-mail may be used in accordance with the guidelines stipulated in section 8.10. Such practices will be limited and any motion(s) voted on in this matter will be included as an agenda item at the next scheduled Board meeting.



8.9 Quorum

At any Board meeting a majority of Board Members (at least 51%) must be present to establish quorum (i.e. a Board of seven (7) Board Members requires four (4) Board Members present at any meeting to establish quorum).

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

8.10 Voting

Each Director, except the Chair, has one vote.

At all meetings of the Board, every motion shall be decided by majority vote. In case of an equal vote, the Chair shall be entitled to cast a deciding vote, otherwise the motion shall be lost. Decisions of the Board shall be arrived at by a show of hands unless a secret ballot is requested by any Director.

8.11 Remuneration

No Board Member shall receive remuneration from BBE other than for out-of-pocket expenses.

8.12 Conflict of Interest

The following principles and guidelines apply to conflicts of interest:

- a) **Disclosure of Conflicts of Interest:** A Director 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 Director 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.
- b) **Advice on Conflict of Interest:** If the Director is not certain s/he is 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.



- c) **Disclosure by Other Directors:** It is the responsibility of other Directors who are aware of a real, potential or perceived conflict of interest on the part of a fellow Director to raise the issue for clarification, first with the Director and, if still unresolved with the Chair.
- d) **Outside Disclosure:** Any other person or party may, in writing, notify the Board of an actual or potential Conflict of Interest of any Director or Officer or employee.
- e) **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.
- f) **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.
- g) **Quorum:** The declaration of a Conflict of Interest shall not affect Board quorum for the purposes of voting on a matter.
- h) **Non-Influence:** A person who has a Conflict of Interest shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- i) **Annual Disclosure Statements:** To promote transparency, every existing and newly elected Director shall complete a disclosure statement at the first meeting of the Board after the AGM identifying any relationships, positions or circumstances in which s/he is involved that s/he believes could contribute to a real, potential or perceived Conflict of Interest and/or a perceived situational influence. 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 Organization or use of the services of the Organization. Any such information regarding the business or personal interests of a Director 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.



- j) **Employees:** Persons employed by BBE shall not be eligible to sit on the Board.
- k) **Disclosure:** In addition to the requirements for the Directors to complete the Annual Disclosure Statement as set out in 8.12 i) herein, there shall be an ongoing duty for all Directors, Officers and Employees to 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 Director's or Officer's obligations and duties to BBE, at the time of their becoming aware of it.
- l) **Failure to Disclose:** A Director, 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 may include the removal of the Director from the Board, or termination of the Officer or Employee.

8.13 Duties of Directors

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

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

8.14 Limitations on Powers of Individual Directors

No individual Directors shall have any authority to act on behalf of the Board with respect to agents or employees of BBE except as provided in this By-Law or by resolution of the Board. No individual Directors shall have any authority to act on behalf of BBE with respect to the transaction of the affairs of BBE except as provided in this By-Law or by resolution of the Board.



9. Executive Officers

The Executive Officers of BBE are the Chair, Vice-Chair, Past-Chair, Secretary and Treasurer.

It shall be the duty of the Executive Officers to carry out the duties of the Directors between meetings of the Board.

9.1 Selection of Executive Officers

Annually, or as often as may be required, the Chair, Vice-Chair, Past-Chair, Secretary and Treasurer shall be elected from among members.

The Nominating committee will be chaired by the Past-Chair. The Past-Chair will work with the Board and Executive Director to determine suitability of individuals for succession in Board roles. If Executive Officer positions are open following the AGM, Executive Officers will be selected at the following Board meeting.

9.2 Term of Office

The Executive Officers shall hold office for a one year term or until a successor is elected. An Executive Officer position can be held by the same individual for a maximum term of 3 years. In special circumstances, such as when a position cannot be filled by another qualified member, a term may be extended by a majority vote of members at the AGM or a special meeting of members.

10. Standing Committees

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

The Following committees are recognized by the Board as current standing committees:

Finance Committee

Executive Committee

Nominating Committee

Fundraising Committee

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Policy Committee

11. Special Committees

The Board may establish special committees as it sees fit. Each committee shall be accountable to the Board and shall be chaired by a Director who shall report regularly to the Board. Members of BBE and other key stakeholders may sit on a committee with the approval of the Committee chair and Board; however, Board members must represent the majority of the committee members. The Board may appoint additional ex-officio committee members with non-voting rights.

12. Appointment of Executive Director

The Board of Directors is authorized to hire and appoint an Executive Director. The Executive Director shall ensure overall delivery of the programs and services offered by BBE, 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 BBE. The Executive Director shall be responsible for the organization of the work of BBE and for the engagement, supervision, direction and discharge of all employed personnel

13. Indemnification

BBE shall indemnify a current or former Officer, Director or employee against expenses, judgments, penalties and settlements in connection with or arising out of any civil proceedings in which that person may be involved as a party or otherwise by reason of having been such Executive Officer, Board Member or employee so long as said person was acting in good faith and not engaging in wilful, malicious or reckless behaviour.



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 BBE shall be signed by the Executive Director. Documents requiring two signatures will be signed by any two persons with signing authority.

14.3 Signing Authority

The signing officers shall be the Executive Director and a minimum of two of the Chair, Vice-Chair, Treasurer and any other Director as appointed by the Board. The list of officers with signing authority shall be reviewed and, if required, updated annually.

14.4 Borrowing Powers

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

14.5 Investment Authority

The funds of BBE 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 desirable.

14.6 Records and Books

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



14.7 Audit of Accounts

There must be an audit of the books, accounts and records of BBE at least once each fiscal year by a qualified accountant appointed each year at the AGM. The financial records shall be handed over to an auditor approved by the Board at the end of each fiscal year. The audited financial report shall be presented at the AGM.

15. Amendment of By-Law

The Board will review this By-Law at least every two (2) years.

This By-Law 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 By-Law has been given in writing to the membership at least 21 days in advance. Such notice shall outline the general nature and intent of such proposed By-Law changes. Such notice is not required where unanimous approval is given by the general members attending a general or special meeting to waive provision of written notice.

16. Winding up or Dissolution

Members of BBE do not have and cannot have any personal interest in its property. If BBE is dissolved or disbanded, any assets left after all liabilities have been satisfied must be distributed to registered charitable organizations whose purposes are similar to those of BBE at the time. The substance of this rule may not be changed by any later amendment, nor may this rule be repealed.

Approved by the Members of Bright Beginnings Educare Inc. this ____day of_____2016:

Per:

Chair (Signature)

Chair (Printed Name)

Secretary (Signature)

Secretary (Printed Name)

Effective: June 2, 2016
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