



KIDZINC SCHOOL AGE CARE SOCIETY OF ALBERTA

Bylaws

1 DEFINITIONS

In this bylaw, unless the context otherwise requires:

- 1.1 **"Board of Directors"** or **"Board"** means the Board of Directors or Executive Committee of the Society.
- 1.2 **"Officers"** shall be comprised of the following electees:
 - (a) Chair
 - (b) Vice Chair
 - (c) Treasurer
 - (d) Secretary
- 1.3 **"Director"** means a Member of the Board.
- 1.4 **"Executive Committee"** means the Executive Committee of the Board and it shall consist of the Officers, and a maximum of two other Directors appointed by the Officers of the Board (per Section 1.3) to sit on the Executive committee for a specified period of time.
- 1.5 **"Full Members"** means a parent with a currently enrolled child in the program with Membership fees being part of the monthly fee paid to the organization and whose fees are not in arrears; and any member of the Board of Directors.
- 1.6 **"Associate Members"** means individuals over 18 years of age, persons employed (current or past) by KidZinc, past families of KidZinc, or from the community at large who are interested in furthering the objectives of the Society and whose Membership is approved by the Board with payment, if applicable, of Membership as determined by the Board at each Annual General Meeting.
- 1.7 **"Voting Member"** shall have the meaning set forth in Article 3.
- 1.8 **"Non-Voting Member"** shall have the meaning set forth in Article 3.
- 1.9 **"Policies"** means the policies that regulate the business or affairs of the Society, as the same may be made, amended or repealed from time to time by the Board of Directors.
- 1.10 **"Society"** means **KIDZINC SCHOOL AGE CARE SOCIETY OF ALBERTA** or such other name as may be substituted therefore from time to time after approval by the Registrar of Companies of the Province of Alberta is obtained.

- 1.11 "**Societies Act**" means the *Societies Act* (Alberta) and the regulations made thereunder and any statute and regulations that may be substituted therefor, as from time to time amended;
- 1.12 "**Special Resolution**" shall have the meaning set forth in the *Societies Act*, and includes a resolution passed (a) at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and (B) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy.

All terms and expressions defined in the *Societies Act* and used herein shall have the same meaning herein as in the *Societies Act*.

2 INTERPRETATION

- 2.1 In these Bylaws, unless the context otherwise requires, words importing the singular or the masculine gender shall include the plural or the feminine gender, as the case may be, and vice versa.
- 2.2 The Board is the sole authority for the interpretation of these Bylaws and the decision of the Board on any question of interpretation shall be final and binding.

3 MEMBERSHIP

- 3.1 The Society's Membership shall consist of Voting Members and Non-voting Members, subject in each case to the terms, rights, obligations and conditions set out herein and in the Policies.
- 3.2 Membership is on an annual basis running from Annual General Meeting to Annual General Meeting.
- 3.3 Membership as a Voting Member shall be open to Full Members.
- 3.4 Membership as a Non-Voting Member shall be open to all Associate Members.
- 3.5 The Board of Directors shall determine, from time to time, the (a) Membership dues, if any, payable by Members and Non-Voting Members and the manner and collection thereof, (b) conditions of withdrawal of Members and (c) terms, rights, obligations and conditions of each class of Membership in the Society.
- 3.6 The rights of each voting Member of the Society shall be to receive notice of, attend, fully participate in and vote at every General Meeting and Special Meeting held.
- 3.7 The rights of non-voting Members shall be to receive, upon request, notice of, attend and participate in General Meetings and Special Meetings but not to have the right to vote at said Meetings.

- 3.8 All Members of the Society must comply with the bylaws and the Policies.
- 3.9 The conditions for withdrawal of Memberships in the Society are:
- a) Upon completion of his use of the (Society's) service; or
 - b) Upon filing written notice with the Board, for any reason which they may deem necessary and proper;
- 3.10 All Members of the Society must comply with the bylaws and the Policies.
- 3.11 The Board of Directors shall have the discretion to expel any Member who has not complied with the bylaws or the Policies.
- 3.12 Expenses incurred by a Member approved by and on behalf of the Society will be reimbursed by the Society.
- 3.13 No Member shall receive any remuneration for services rendered to the Society as a Member of the Society.
- 3.14 At the discretion of the Board of Directors, non-Members of the Society may participate in Society activities.

4 MEETINGS OF MEMBERS

- 4.1 The Society shall hold a general meeting annually on or before Nov 31 in each year.
- 4.2 General and special meetings of the Society may be called at any time by the Secretary upon the instructions of the Chair or Board by notice, as set forth in this Article 4.
- 4.3 Additionally, special meetings shall be called by the Chair or Secretary upon receipt of a petition signed by one-third of the Members in good standing, setting forth the reasons for calling such meeting.
- 4.4 Notice of Members' meetings must be given at least seven (7) days prior to the date of the meeting unless a Special Resolution is intended to be proposed, in which case notice must be given at least twenty-one (21) days prior to the date of the meeting.
- 4.5 Notice of a Members' meeting shall be sent in one of three ways:
- (a) in writing to the last known address of each Member and delivered in the mail;
 - (b) by electronic means, as set forth in Article 13; or
 - (c) by affixing to a notice board, electronically or otherwise, on which information respecting the Society's activities is regularly posted.

- 4.6 At the general meeting the Members shall elect the Directors of the Society. The Directors so elected shall form the Board, and shall serve until the close of the next general meeting or their successors are elected or appointed.
- 4.7 A quorum for the transaction of business at any meeting of Members shall be 50% of the Directors present.
- 4.8 Voting will occur in in person by a show of hands.

5 BOARD OF DIRECTORS

- 5.1 The Board of Directors shall consist of a minimum of six and a maximum of ten Directors.
- 5.2 A person may be appointed or elected to the Board of Directors provided such person:
- (a) is present at the meeting at which they are elected;
 - (b) consents in writing or electronically to act as Director prior to or within ten days of such appointment or election; or
 - (c) acts as a Director pursuant to the appointment or election.
- 5.3 The term of office shall be one year commencing at the Annual General Meeting at which they are elected and ending at the close of the next annual meeting.
- 5.4 No Director shall serve more than six consecutive one-year terms.
- 5.5 Any Director, upon a majority vote of all Members in good standing, may be removed from office for any cause which the Society may deem reasonable.
- 5.6 Expenses incurred by a Director approved by and on behalf of the Society will be reimbursed by the Society. No Director shall receive any remuneration for services rendered to the Society as a Director of the Society.
- 5.7 Any Director who is absent from three consecutive Board Meetings, without just cause, shall have their Directorship examined
- 5.8 Each Director shall be, and remain during his term of office, a Member in good standing of the Society.
- 5.9 The Board may provide for the attendance at Board Meetings of any Ex-officio Members as they may determine. These Ex-officio Members are non-voting.

6 MEETINGS OF DIRECTORS

- 6.1 The Board shall hold a minimum of six regular Meetings each year, exclusive of the Annual General Meeting.

- 6.2 At any meeting of the Board, 50% of the Directors present shall constitute a quorum.
- 6.3 At all meetings of the Board, every question shall be determined by a majority of votes unless a larger majority is required by law or these Bylaws.

7 VACANCIES IN THE BOARD

- 7.1 The Board, by a quorum of Directors, may appoint an individual as Director in order to fill a vacancy caused by:
- (a) the resignation of a previously elected Director; or
 - (b) the failure to elect the required number of Directors at an annual meeting of the Members.

8 OFFICERS

- 8.1 The Board may from time to time appoint from among the Members of the Society Officers with such duties and powers and for such terms of office as the Board deems advisable and, in particular, a Chair, a Vice-Chair, a Secretary and a Treasurer (who may also be a Vice-Chair(s)).
- 8.2 The Board, in its discretion, may remove any Officer of the Society.
- 8.3 An Officer of the Society ceases to hold office when the Officer (a) dies or resigns (b) is removed in accordance with these bylaws or (c) becomes disqualified under these bylaws.
- 8.4 The Secretary shall:
- (a) attend all meetings of the Society, the Board and committee of the Board (unless another person is designated to act as secretary of such meeting);
 - (b) keep accurate minutes of the same;
 - (c) have custody and use of the Seal of the Society, which whenever used, shall be authenticated by the signature of one Officer;
 - (d) keep a record of all the Members of the Society and their Recorded Address;
 - (e) keep all other books and records and correspondence of the Society; and
 - (f) send all notices of the various meetings as required.

The Secretary may change or cause to be changed the Recorded Address, Director, Officer, auditor or Member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

- 8.5 The Treasurer shall oversee the role of the Finance Manager to ensure that they:
- (a) Receives all monies paid to the Society and be responsible for the deposit of same in whichever Bank, Trust Company, Credit Union or Treasury Branch the Board may order;
 - (b) properly account for the funds of the Society and keep such books as may be directed;
 - (c) present a full detailed account of receipts and disbursements to the Board whenever requested; and
 - (d) prepare for submission to the annual meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.

9 AUDIT, BOOKS AND RECORDS

- 9.1 The accounts of the Society shall be audited at least once each year by a duly qualified accountant or by two Members of the Society elected for that purpose at the annual meeting. A complete and proper financial statement setting out the Society's income, disbursements, assets and liabilities, audited and signed by the Society's auditor for the previous year shall be submitted by such auditor at the annual meeting of the Society.
- 9.2 The books and records of the Society may be inspected by any Member of the Society at the annual meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each Member of the Board shall at all times have access to such books and records.
- 9.3 The fiscal year end of the Society shall be December 31.

10 REMUNERATION

- 10.1 No Officer, Director or Member of the Society shall receive remuneration for services, unless approved by the Board.

11 BORROWING POWERS

- 11.1 For the purpose of carrying out its objects, the Society may borrow, raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures. The power to issue debentures shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

12 BYLAWS

- 12.1 The bylaws may be rescinded, altered or added to by a Special Resolution of the Society.

13 ELECTRONIC COMMUNICATIONS

- 13.1 Any notice, communication or document to be given, sent, served or delivered to a Member pursuant to the Societies Act or the bylaws shall be considered given if:
- a. affixed to a notice board, electronically or otherwise, on which information respecting the Society's activities is regularly posted,
 - b. delivered personally to the Member;
 - c. delivered or mailed to the Member by prepaid ordinary or air mail at their Recorded Address;
 - d. sent to the Member by any means of prepaid transmitted or recorded communication at their address recorded on the books of the Society; or,
 - e. delivered in the form of an electronic document.