



**Board of Directors
General By-Laws**

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By-Laws

Growing Minds Child Care Centre hereby enacts as follows:

ARTICLE 1. INTERPRETATION

A. Definitions

In this By-law and all other by-laws of the Corporation unless the context otherwise requires:

- (1) **“Articles”** means the articles of the Corporation upon which is endorsed to the certificate of incorporation dated February 2008 as from time to time amended, supplemented or restated and as the term “articles” is more particularly defined in the Corporations Act;
- (2) **“Board”** means the board of directors of the Corporation;
- (3) **“By-law or By-laws”** means this general by-law of the Corporation from time to time in force and effect;
- (4) **“Corporation”** means the Growing Minds Childcare Centre as incorporated under the Corporations act.
- (5) **“Corporations Act”** means The Corporations Act of Manitoba as amended from time to time of any statute enacted in substitution therefore from time to time;
- (6) **“Child Care Act”** means The Community Child Day Care Standards Act of Manitoba as amended from time to time any statute enacted in substitution therefore from time to time;
- (7) **“Director”** means duly elected member of the Board;
- (8) **“Guardian”** means a person other than a parent who has been appointed guardian of the person of the child by a court of competent jurisdiction.
- (9) **“Member”** defines a Parent, who is a member of the Corporation;
- (10) **“Membership”** means the members of the Corporation;
- (11) **“Officers”** means the executive positions on the Board of Directors.
- (12) **“Parent”** means
 - (i) the parent who has legal custody of the child;

- (ii) the child's legal Guardian; or
- (iii) the person who is married to, or lives in a common-law relationship with the child's parent who has legal custody;

as identified in enrollment forms of the Corporation.

(13) "**Schedules**" means the policies, procedures and/or duties of the Board as amended from time to time.

B. Gender and Number

Where the context so requires or permits, the masculine shall include the feminine, the feminine shall include the masculine, the singular shall include the plural and the plural the singular; and the word "person" shall include an individual, partnership and corporation.

C. Headings

The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-laws. The headings used in the By-laws shall not be deemed in any way to clarify, modify or explain the effect of any terms or provisions of the By-laws.

D. Invalidity of By-laws

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of these By-laws. The provisions of the By-laws are severable. If any provision, section or work is held to be invalid or illegal, such invalidity or illegality shall not affect or impair any of the remaining provisions, sections or words.

ARTICLE 2. WORKING MISSION STATEMENT

The mission of the Corporation is to provide child care facilities and services to the benefit of the community.

ARTICLE 3. BUSINESS OF THE CORPORATION

A. Principal Office

The principal office of the Corporation is located at Niverville, Manitoba, Canada. The Board of Directors may, at any time, and from time to time, change the location of the principal office from one location to another.

B. Fiscal Year

The fiscal year of the corporation shall be from Jan 1st – Dec 31st or such other date as the Board may from time to time determine by resolution.

C. Auditors of the Corporation

(1) Each year at the annual meeting of the Members, the Members shall appoint by resolution the auditor(s) of the Corporation.

(2) The auditor(s) of the Corporation shall hold office until the next annual meeting of the Members and shall be eligible for reappointment.

(3) Any vacancy in the office of auditor(s) of the Corporation may be filled by appointment made by the Board to continue until the next annual meeting of the Members.

(4) At least once in every year, as soon as possible after the end of the fiscal year, the accounts of the Corporation shall be examined. The auditor(s) of the Corporation shall ascertain the correctness of the statement of receipt, disbursements and balance sheet, and the auditor(s) shall report thereon to the Corporation.

ARTICLE 4. MEMBERSHIP IN THE CORPORATION

A. Qualification to be a Member

Every parent whose child (ren) receives child care services from the Corporation is a Member of the Corporation.

B. Powers and Responsibility of Members

Without limitation, Members shall have the power and responsibility at meetings of Members to elect the Board, to receive reports from and make recommendations to the Board and to adopt, confirm, ratify and approve by-laws, rules or regulations enacted by the Board, or to decline to do so.

C. Members' Access to Financial Information

The most recent audited financial statements and approved budget shall be made available to any Member of the Corporation upon written request to the Board.

D. Membership Fees

There are no membership fees.

ARTICLE 5. MEETING OF MEMBERS OF THE CORPORATION

A. Special Meetings of Members

The Board may call a meeting of the Members of the Corporation:

- (1) upon the Board's own initiative, or
- (2) upon written petition by the lesser of twenty (20) Members or a quarter (1/4) of the Membership.

B. Annual Meetings of members of the Corporation

Any annual meeting of the Members of the Corporation shall be held prior to October 31st of each year. At each annual meeting of the Members of the Corporation, the Board

- (1) shall report on the affairs of the Corporation and
- (2) shall present the audited financial statements for the last fiscal year to the Members.

C. Time and Place of Meeting of members

Meetings of the Members may be held at any place within Niverville as agreed upon by the Board.

D. Notice of meetings of Members

Notice stating the day, hour and place of meeting and the general nature of the business to be transacted for every meeting of Members shall be given to each Member, in such a manner as the Board may determine, not less than fifteen (15) days and not more than thirty-five (35) days before the date of the meeting.

E. Omission of Notice

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 such meeting of Members.

F. Waiver of Notice

A Member may at any time waive notice of any meeting of Members.

G. Quorum

No business shall be transacted at any meeting of Members unless the quorum requisite is present at the commencement of the meeting. A quorum is defined as a minimum of 10 Members in attendance.

H. Proxy

When a Member is not able to attend a meeting of the Members of the Corporation, the Member may appoint a proxy.

The person appearing as a proxy shall indicate to the Secretary of the Board, prior to the meeting that he or she is appearing as proxy for the Member. The person appearing as a proxy must present the Secretary an instrument in writing, signed by the member, appointing the proxy.

One Vote per Member

At meetings of Members, each Member shall be entitled to one vote. Except as otherwise herein provided, in the event of a tie vote, only the Chair shall have a casting vote to which he or she is entitled to as a Member. Board Member voting rights are outlined in Article 8 (D).

I. Voting Procedure

At all meetings of Members every motion shall be decided by simple majority of the votes of the Members present unless otherwise required by the By-laws or applicable statute or law.

All voting shall be by a show of hands unless any member demands a vote by secret ballot.

Upon a show of hands, a declaration by the Chair that a resolution had been carried or lost shall be conclusive evidence of the fact without proof of the number of proportion of votes recorded in favor of or against the resolution.

When a secret ballot is demanded, the Chair shall appoint scrutineers to take the vote.

J. Meetings of Members Open to Public

All meetings of the Members of the Corporation shall be open to the public, but only Members of the Corporation shall be entitled to participate in discussions, unless the Chair of the meeting otherwise decides. This decision may include holding in-camera discussion materials at the end of the meeting; once public attendees are exited from the regular business meeting. Only Members of the Corporation shall be entitled to vote at meetings of Members.

ARTICLE 6. BOARD OF DIRECTORS & OFFICERS

A. Management of the Affairs of the Corporation

The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation except where;

- (1) the By-laws,
- (2) any special resolution of the Members of the Corporation, or
- (3) any applicable legislation

direct or require such powers, acts or things to be done by the Corporation at a meeting of the Members. Without limiting the generality of the foregoing, the Board shall direct and set policy for the affairs of the Corporation and the Board may prescribe such rules and regulations relating to the management and operation of the Corporation as the Board deems expedient provided such rules and regulations are not inconsistent with the By-laws of the Manitoba Child Care Act.

B. Books and Records

The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept at the Corporation's registered office, and secured electronically (with Executive Director's accessibility) including without limitation the following:

- (1) adequate accounting records;
- (2) minutes of Board meetings;
- (3) minutes of Membership meetings;
- (4) resolutions of Member;
- (5) resolutions of Directors;
- (6) copy of the Articles;
- (7) copy of the by-laws of the Corporation (including all amendments); and
- (8) a register of Directors (current & past), including their names, addresses and occupations.

C. Number of Directors and Composition of the Board

The Board shall consist of not less than five (5) Directors and not more than eleven (11) Directors. The Board shall be comprised of:

- (1) the Chair;
- (2) the Vice-Chair (Chair-Elect);
- (3) the Secretary;
- (4) the Treasurer;
- (5) the Past-Chair; and
- (6) up to six (6) Directors-at-Large.

Directors need not be Members, however at least 9 out of 11 Directors must be Members of the Corporation.

D. Officers

The Officers of the Corporation shall be the Chair, Vice-Chair, Secretary and Treasurer.

E. Duties

- (1) Chair: The Chair shall be the Chief Executive Officer of the Corporation and shall perform the duties set out in Schedule "A" to the By-law.
- (2) Vice-Chair (Chair-Elect): The Vice-Chair shall perform the duties set out in Schedule "B" to this By-law.
- (3) Secretary: The Secretary shall perform the duties set out in Schedule "C" to the By-law.
- (4) Treasurer: The Treasurer shall perform the duties set out in Schedule "D" to this By-law.
- (5) Past-Chair: The Past-Chair shall perform the duties set out in Schedule "E" to this By-law.
- (6) Director-at-Large: The Directors-at-Large shall perform the duties set out in Schedule "F" to this By-law.

ARTICLE 7. ELECTION OF BOARD/OFFICERS

A. Nominating Committee

At the start of the Fiscal year the Chair shall appoint the Past Chair (or if unavailable, another Member), together with the Executive Director and at least one Member who is not a Director (i.e. a parent volunteer) as the Nominating Committee. The Nominating Committee shall be responsible for preparing a list of nominees for election to the Board positions other than the Chair position and Past-Chair position.

B. Election to be held at Annual Meeting

There shall be an election held at the time of the annual meeting of Members to elect the Board.

C. Acclamation of Chair and Past-Chair

At the time of the annual meeting of Members, the Nominating Committee shall present:

- (1) the Vice-Chair (Chair-Elect) as the nomination for the office of Chair; and
- (2) the chair as the nomination for the office of Past-Chair

for acclamation by the Membership. There shall be no further nominations from the floor for these positions.

D. Election of the Remainder of the Board

At the annual meeting of Members, the Nominating Committee shall present to the Members one or more nominations for each of the positions of;

- (1) the Vice-Chair;
- (2) the Secretary;
- (3) the Treasurer; and
- (4) up to six (6) Directors-at-Large.

If there is only one nominee for a vacant position, the nominee shall be deemed to be elected by acclamation.

If there is more than one nominee for a vacant position, then an election by ballot shall be held at the annual meeting of Members. The successful candidate shall be the one receiving the most votes. If two candidates receive an equal number of votes then the past-Chair (or designate) will determine the successful candidate by lot (i.e., by the drawing of names from a hat or by the flip of a coin).

E. Qualification to Stand for Election Generally

In order to stand for election as a Director; an individual must:

- (1) be at least 18 years old;
- (2) not be disqualified under the provisions of the Corporations Act; and
- (3) not be disqualified under the provisions of the Child Care Act.

F. Qualifications to Stand for Election as Vice-Chair

To qualify for election as Vice-chair, a candidate must, at the close of nominations, have served on the Board in another capacity for at least one prior term. In the event that no qualified candidate is nominated for election as Vice-Chair, the Nominating Committee may accept the nomination of an individual for election as Vice-Chair from an individual who had not previously served on the Board for at least one prior term.

G. Taking Office

Elected Directors shall take office immediately following the annual meeting of Members. Directors elected or appointed in mid-term to fill a vacancy shall take office immediately following such election or appointment.

H. Terms of Office

Subject to the obligation of the Vice-Chair to succeed to the position of Chair and subsequently to the position of Past-Chair, the term of office for all Directors shall be one (1) year.

Subject to the number of terms served by the Chair, the Vice-Chair (Chair-Elect) shall serve the first year after election as Vice-Chair (Chair-Elect), the second year as Chair, the third year as past-Chair.

Except for a Director in the position of Chair or Treasurer, no individual shall serve as a Director for more than three (3) consecutive terms in the same position. No individual shall serve in the position of Chair or Treasurer for more than five (5) consecutive terms.

No individual shall serve as a Director for more than six (6) terms, whether such terms are consecutive or not.

I. Vacancies on the Board

(1) Subject to clauses (2), (3), (4) and (5), where a vacancy occurs in an elected position on the Board, a by-election shall be held or by resolution, appoint a person to fill such vacancy and the person elected in the by-election or appointed shall hold office during the unexpired term of his or her predecessor.

(2) Where a vacancy occurs in the office of the Chair, the Vice-Chair shall succeed the Chair holding office for the unexpired term of his or her predecessor and a period of one additional year. A by-election shall then be held or by resolution, appoint a person to fill such vacancy in the office of Vice-Chair and the person elected or appointed to fill the vacancy shall hold office for the unexpired term of his or her predecessor and a period of one additional year.

(3) Where a vacancy occurs in the office of Past Chair, a by-election shall be held or by resolution, appoint a person to fill that vacancy and the person elected in the by-election or appointed shall hold office as an additional director-at-Large rather than Past Chair.

(4) Where a vacancy in any elected position on the Board occurs (other than Chair or Vice-Chair) less than six months before the next scheduled annual meeting, a Member may be appointed by the Board to fill the vacancy until the annual meeting.

(5) Persons elected or appointed to a Board position (other than Chair or Vice-Chair) in mid-term shall be eligible for re-election to that office for a further term.

J. Removal from Office

An individual shall cease to be a Director prior to the expiration of the Director's term of office if:

(1) disqualified pursuant to the provisions of the Corporations Act;

(2) disqualified pursuant to the provisions of the Child Care Act;

(3) the individual fails to attend two (2) consecutive Board meetings without valid reason;

(4) at a meeting of Members, at least seventy-five (75%) percent of the Members present vote to remove the individual as a Director; or

(5) the individual resigns and gives written notice such as resignation to the Secretary or Chair.

K. Board Continuing to Act Notwithstanding Vacancies

The remaining Directors may continue to act notwithstanding any vacancy on the Board, but if their number is reduced below the minimum number necessary as stated in Article 6 (C), the continuing Directors may act for the purpose of calling an election to fill the vacancies, but for no other purpose.

L. Remuneration of Directors

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

Any Director who is in a business or profession and in such capacity is engaged by the Board to perform the duties of the business or profession in connection with the affairs of the Corporation will be paid a reasonable remuneration.

Any Director who is a bona fide employee of the Corporation (whether full or part-time) shall be paid for his or her remunerations with respect to services performed by him or her as an employee, notwithstanding his or her position on the Board.

ARTICLE 8. MEETINGS OF DIRECTORS

A. Place of Number of Meetings

Board meetings may be held at any place within Manitoba as the Board may from time to time determine. Directors may participate in Board meetings by telephone or other communication device as contemplated by section 109(9) of the Corporations Act.

A meeting of the Board may be convened by the Secretary at the direction of;

- (1) the Chair,
- (2) the Vice-Chair, or
- (3) any two other Directors.

The Board shall meet at least eight (8) times per year.

B. Notice of Board meetings

Notice of Board meetings shall be delivered either

- (1) personally;
- (2) by telephone or telecommunication device;
- (3) by email;

to each Director not less than seven (7) days before the meeting is to take place; provided always that a meeting of the Board may be held at any time without formal

notice if all of the Directors are present or those absent have waived notice and have signified their consent in writing to the meeting held in their absence.

No errors or accidental omissions in giving notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting.

Any Director may at any time waive notice of any meeting and may ratify and approve all proceedings taken or had thereat, unless a motion was voted and passed by quorum at the meeting.

C. Quorum

Fifty percent (50%), plus one (rounded up to the next whole number) of Directors of the Board shall form a quorum for the transaction of business.

D. Voting at Board Meetings

Each Director shall have one vote. Questions arising at any Board meeting shall be decided by a majority of votes, but in the event of a tie, the person chairing the Board meeting shall have a deciding vote.

E. Minutes of Board Meetings

The minutes of the Board meeting shall be available to the Membership of the Corporation upon written request. Each Director shall receive a copy of such minutes.

ARTICLE 9. EXECUTIVE DIRECTOR

A. The Board shall appoint an Executive Director who shall:

- (1) be an employee of the Corporation;
- (2) be an ex officio non-voting member of the Board;
- (3) be responsible for the daily operations of the child care centre operated by the Corporation; and
- (4) carry out all lawful instructions of the Board or Officers of the Corporation.

ARTICLE 10. COMMITTEES

A. The Corporation may establish committees to assist the Directors in carrying on the affairs of the Corporation.

B. Each committee shall be chaired by a Director who shall report regularly to the Board. Provided the committee is in existence at that time, the Chair of each committee shall be appointed as needed following the annual meeting of Members.

C. Committees

The Committees of the Corporation shall be the Nominating Committee, Finance Committee, Fundraising Committee, the Strategic Planning and Steering Committee, and the Human Resources (HR) Committee.

D. Duties

Duties of the Committees as set out in the Schedules below are maintained in separate policy documents.

- (1) Nominating Committee: The Nominating Committee shall perform the duties set out in Schedule “G”.
- (2) Finance Committee: The Finance Committee shall perform the duties set out in Schedule “H”.
- (3) Fundraising Committee: The Fundraising Committee shall perform the duties set out in Schedule “I”.
- (4) Strategic Planning and Steering Committee: The Strategic Planning and Steering Committee shall perform the duties set out in Schedule “J”.
- (5) Human Resources (HR) Committee: The HR Committee shall perform the duties set out in Schedule “K”.

ARTICLE 11. SIGNING AUTHORITY

A. Contracts

Contracts, documents or any other instruments in writing requiring the signature of the Corporation, shall be signed by any two (2) Officers of the Corporation and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint

- (1) an officer or officers,
- (2) the Director, or
- (3) any other person

to sign specific contracts, documents and instruments in writing on behalf of the Corporation.

B. Banking

The banking business of the Corporation shall be transacted with such banks, trust companies or other bodies corporate as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegation of power as the Board may from time to time prescribe or authorize.

ARTICLE 12. COMMUNICATION

Board and Committee Members may communicate (in between scheduled meetings) by use of personal email addresses with final documentation delivered to the shared email address and cloud drive for Board book of records.

- A shared email address used by the Officers of the Board:
 - growingmindsniverville@gmail.com
 - The password for the shared email address and cloud storage drive is maintained by the Chair and Secretary.
 - This address is maintained and monitored regularly by The Board. All public inquiries will be responded to through this email address.
 - Coordination with Committees should be considered to ensure all communication consistently comes from either the Board email address or the Centre email address, except where a separate email address for a Committee has been deemed appropriate by the Board. In such case, the Chair and Vice-Chair of the Board must have access and oversight to the email account.
 - The Board will redirect inquiries to committee members appropriately for response and approval prior to distribution.
- b) GMCC Logo should be used on all communication where possible (i.e. Meeting Agendas, Minutes, Financial Reports, written letters, package cover pages, document headers, posters, banners, third-party sites, etc.)
- c) All communication should be conducted in a professional and courteous manner including an email signature with name and Executive and/or Committee position.
- d) Communication created by a Committee must be approved at the Board level prior the distribution as per the following:
- If a Board Member is a part of the Committee, that Board Member may assume responsibility to approve the communication on behalf of the Board prior to distribution.
 - If a Board member is not part of the Committee, the Committee Chairs must present communication to the Board for approval prior to distribution.

ARTICLE 13. DISSOLUTION

Members shall have no interest in the property and assets of the Corporation. Upon dissolution or winding up of the Corporation, any funds and assets of the Corporation remaining after satisfaction of the Corporation's abilities shall be distributed to one or more recognized charitable organizations as determined by the Members of the resolution.

ARTICLE 14. AMENDMENTS TO THE BY-LAWS

The By-laws of the Corporation may be amended by a seventy-five (75%) percent majority vote of Members present at any annual meeting of Members.

ARTICLE 15. REPEAL OF PREVIOUS BY-LAWS

All prior general by-laws and amendments there to of the Corporation are hereby repealed and the foregoing By-laws are hereby substituted therefore. This By-law shall be in force as of and from adoption by the membership at a meeting of members.

Enacted this 17 day of October 2016.

Jennifer Duff
Chairperson

Tanya Pomaranski
Secretary

Melissa Nishizeki
Vice - Chairperson

Rhonda Kenning
Executive Director of the Corporation

SCHEDULE "A" CHAIR - JOB DESCRIPTION

The Chair position of the Board is an executive position elected by the Membership at an annual meeting according to the By-laws and Section 36(2) of the Child Day Care Regulations. The Chair oversees the general and active management of the affairs of the Corporation. The Chair ensures that all orders and resolutions of the Board are carried into effect.

Specific Duties:

Meetings

The Chair ensures that the meeting notice and agenda are prepared and distributed within the time frames stipulated in the By-laws. The Chair presides at each meeting of the Board and at meetings of Members. At the meetings, it is the responsibility of the Chair to bring unfinished and new business to the attention of the Directors.

The Chair or appointed attendee from the Board shall attend at least two staff meetings per year of the Corporation.

Election of New Officers

Within the approval of the Board, the Chair names all appointed officers, standing committees and special committees. The Chair orients new Directors and explains their responsibility for service on the Board.

Committee

The Chair serves as an ex-officio member of all committees (except the Nominating Committee that is appointed in accordance with the Child Care Centre By-laws). The Chair reports records all digital decisions between regular meeting dates.

Communication

The Chair exercises general supervision and co-ordination of all Board activities and is available to the Executive Director as needed.

The Executive Director is to communicate to the Chair any concerns that have implications to the Child Care Centre or may require Board input and ensures that the other Directors are kept informed.

The Chair signs (with the Vice-Chair, Secretary or other Officer appointed by the Board) the By-laws, the minutes and other documents requiring the signature of the Officers of the Corporation.

The Chair manages the password for the shared email inbox and cloud drive for final Board documentation. The Chair responds to inquiries delivered to the mailbox for direct or coordinated and approved Board and Committee responses.

SCHEDULE "B" VICE-CHAIR - JOB DESCRIPTION

The Vice-Chair position of the Board is an executive position elected by the Membership at the annual meeting of Members according to the By-laws and Section 36(2) of the Child Day Care Regulations. The Vice-Chair assists the Chair in overseeing the general management of the affairs of the Corporation.

Specific Duties

Meetings

The Vice-Chair attends Board meetings as a voting Director. In the absence of the Chair, the Vice-Chair performs the duties of and exercises the powers of the Chair. The Vice-Chair performs other duties that are assigned by the Board from time to time.

Committee

The Vice-Chair may serve as a member on Committees as required.

Communication

The Vice-Chair may sign (with the Chair, Secretary or other officer appointed by the Board) the By-laws and other documents requiring the signature of the officers of the corporation.

The Vice-Chair may attend to communication duties alongside of the Chair or on behalf of the Chair, Board and Committee Members as required. The Vice-Chair responds to inquiries delivered to the mailbox for direct or coordinated and approved Board and Committee responses

SCHEDULE “C” SECRETARY - JOB DESCRPITON

The Secretary position of the Board is an executive position elected by the Membership at the annual meeting of Members according to the By-laws and Section 36(2) of the Child Day Care Regulations. The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how and by whom the Board’s business was conducted. In order to fulfill these responsibilities, and subject to the organization’s by-laws, the Secretary records minutes of meetings, ensures their accuracy, and availability, proposes policies and practices, and submits various reports to the board.

Organizations are required by law and by custom to maintain certain records for several purposes, including:

- accurate recollection of decisions;
- determination of eligibility to vote;
- continuity of policies and practices; and
- accountability of directors and officers.

Specific Duties

Meetings

The Secretary participates in the Board meetings as a voting Director. The Secretary records meeting minutes as described above.

Custodian of records

The Secretary ensures that the records of the organization are maintained as required by law and made available when required by authorized persons. These records include founding documents, (i.e. articles of incorporation), lists of Directors, Board meeting minutes and other official records.

Minutes

The Secretary is responsible for ensuring that accurate minutes of meetings are taken and approved. Minutes should include at minimum:

- date, time, location of meeting; list of those present and absent;
- list of items discussed; list of reports presented; and
- text of motions presented and description of their disposition.

The Secretary along with the Chair approves a copy of the final minutes and ensures that this copy is maintained in the corporate records.

Committee

The Secretary may serve as a member on Committees as required.

Communication

The Secretary ensures that proper notification is given of Directors' and Members' meetings as specified in the By-laws. The Secretary ensures all Board and Committee Member documentation is appropriately filed on the shared cloud drive as required for book of records.

SCHEDULE “D” TREASURER - JOB DESCRIPTION

The Treasurer position of the Board is an executive position elected by the membership at the annual meeting of Members according to the By-laws and Section 36(2) of the Child Day Care Regulation. The Treasurer oversees the financial affairs of the corporation. The Treasurer ensures that the accounting for the operations of the centre is complete and accurate.

Specific Duties

Meetings

The Treasurer participates in the Board meetings as a voting Director. The Treasurer provides an accurate account of financial reporting as described above.

Annual Operating Budget

The Treasurer should be available to provide assistance, as required, to the Executive Director in the preparation of the annual operating budget. The Treasurer should review the preliminary operating budget before presentation to the Board for adoption and should review the final operating budget before submission to the Manitoba Child Care Program for completeness and accuracy.

Reporting of Financial Results

The Treasurer is to communicate to the Board the financial results of the centre on a regular basis to aid the Board in making decisions affecting the financial operations of the centre.

Audit of Annual Financial Statements

The Treasurer should be available to provide assistance, as required, to the Executive Director in addressing any questions or requests from the auditors of the centre.

Annual Charity Information return

The Treasurer should be available to provide assistance, as required to the Executive Director in the preparation of the annual charity information return. The Treasurer should review the final annual charity return before submission to Canada Customs and Revenue Agency for completeness and accuracy.

Committee

The Treasurer chairs the Finance Committee, which is responsible for preparing all financial information for the Board and its associated committees as required.

Communication

The Treasurer should be available to answer questions or provide guidance to the Executive Director, as required, with respect to the appropriate accounting treatment for transactions of the centre.

The Treasurer ensures all financial reports are filed on the shared cloud drive as required for Board book of record.

SCHEDULE "E" PAST CHAIR - JOB DESCRIPTION

The Past Chair is the most senior experienced Director and therefore is looked upon to give guidance as to past practice and sage advice for future planning.

Specific Duties

Meetings

The Past-Chair participates in the Board meetings as a voting Director.

Assist the Chair and Vice-Chair

The Past Chair assists the Chair and Vice-Chair in the performance of their duties as they deem appropriate.

Act as Chief Returning Officer

At any meeting of Members where an election takes place, the Past Chair shall act as a scrutineer (along with at least one other Member), taking the vote and counting ballots and announcing the elected. In addition, if two candidates receive an equal number of votes then the Past Chair will determine the successful candidate by lot.

Committee

The Past Chair chairs the Nominating Committee, which is responsible for preparing a list of nominees for election to Board positions.

Communication

The Past-Chair should be available to answer questions or provide guidance to the Chair and Vice-Chair as required.

SCHEDULE "F" DIRECTOR-AT-LARGE - JOB DESCRIPTION

The Board is elected by the Membership at the annual meeting of Members. The Board is legally in charge of the Child Care Centre and is responsible for monitoring that the operations of the Child Care Centre are carried out in accordance with the By-laws of the Corporation and the Child Care Act. The Board develops and monitors the Child Care Centre's policies and procedures.

Specific Duties

Meetings

The Director-at-large is required to attend meetings and be involved in the decisions made. The Director-at-large is a voting Director of the Board.

The Director-at-Large must be knowledgeable about the By-laws, policies and financial goals of the Child Care Centre, and outline concerns or provide recommendations for change.

Committee

The Director-at-Large with the appropriate and associated skill sets may serve on committees as required, (except the Nominating Committee that is appointed in accordance with the Child Care Centre's By-laws).

Communication

The Directors-at-Large should be available to file a regular report with the Chair and answer questions related to their participation on a specific Board Committee.