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**BYLAWS**

# OF

**SHUSWAP DAY CARE SOCIETY**

# (the “Society”)

**PART 1 – DEFINITIONS AND INTERPRETATION**

**Definitions**

* 1. In these Bylaws:
     1. “**Act**” means the *Societies Act* of British Columbia as amended from time to time;
     2. “**Board**” means the directors of the Society; and
     3. “**Bylaws**” means these Bylaws as altered from time to time.

# Definitions in Act Apply

* 1. The definitions in the Act apply to these Bylaws.

# Conflict with Act or Regulations

* 1. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

# PART 2 – MEMBERS

**Voting Members**

* 1. At any particular time, the voting members of the Society are as follows:
     1. any individual who is a parent or guardian of one or more children who are, at the particular time, enrolled in any of the Society’s programs provided that such individual is not, at the particular time, an employee of the Society or related to an employee of the Society; and
     2. any other person who has applied to the Society for membership as a voting member and whose admission as a voting member has been approved by the Board;

and, in any case, such member shall continue to be a voting member until such member ceases to be a member in accordance with Bylaw [2.6](#_bookmark1).

# Non-Voting Members

* 1. At any particular time, the non-voting members of the Society are as follows:
     1. any individual who is:
        1. an employee of the Society or a family member of an employee of the Society (for greater certainty, a family member for this purpose includes a spouse or common-law spouse); and
        2. a parent or guardian of one or more children who are, at the particular time, enrolled in any of the Society’s programs; and
     2. any other person who has applied to the Society for membership as a non-voting member and whose admission as a non-voting member has been approved by the Board;

and, in any case, such member shall continue to be a non-voting member until such member ceases to be a member in accordance with Bylaw [2.6](#_bookmark1).

# Duties of Members

* 1. Every member must uphold the constitution of the Society and must comply with these Bylaws. All members must be willing to work with the Society to further its goals.

# Rights of Membership

* 1. All members of the Society (whether such member is a voting member or non-voting member) shall:
     1. have the right to receive or waive all notices of meetings to which any member is entitled to receive in accordance with the Act and these Bylaws;
     2. have the right to attend meetings of the Board as a guest except any meeting of the Board designated as a “closed meeting” pursuant to Bylaw [5.4](#_bookmark9) but in any event such member shall not have the right to vote on any matter arising at any meeting of the Board; and
     3. be entitled to receive a copy of the constitution and Bylaws of the Society without charge.
  2. All voting members of the Society (in addition to the rights set out in Bylaw [2.4](#_bookmark0) and to the exclusion of the non-voting members) shall:
     1. have the right to vote at a general meeting; and
     2. be deemed to be a voting member for the purpose of consenting to a resolution of the voting members.

# Termination of Membership

* 1. Membership in the Society is terminated immediately upon the earliest of the following events to occur:
     1. if an individual is a member by virtue of being the parent or guardian of one or more children who are enrolled in any of the Society’s programs:
        1. the date that such individual no longer has any children enrolled in any of the Society’s programs; and
        2. the date that the Board confirms, by resolution in writing or by minutes of a meeting of the Board, that such individual’s membership is terminated in accordance with or as a result of failure to comply with the Society’s Parent Manual - Policies and Procedures in effect at such time;
     2. by delivering notice of his or her resignation to the Society;
     3. upon his or her death; and
     4. upon being expelled as a member in accordance with the Act and Bylaw [2.7](#_bookmark2).

# Expulsion of Member

* 1. A member of the Society may be expelled by special resolution. Before a member of the Society is expelled, the Society must:
     1. send to the member written notice of the proposed expulsion, including reasons; and
     2. give the member a reasonable opportunity to make representations to the Society respecting the proposed expulsion.

# PART 3 – GENERAL MEETINGS OF MEMBERS

**Time and Place of General Meeting**

* 1. A general meeting must be held at the time and place the Board determines.

# Ordinary Business at General Meeting

* 1. At a general meeting, the following business is ordinary business:
     1. adoption of rules of order;
     2. consideration of any financial statements of the Society presented to the meeting;
     3. consideration of the reports, if any, of the directors or auditor;
     4. election or appointment of directors;
     5. appointment of an auditor, if any; and
     6. business arising out of a report of the directors not requiring the passing of a special resolution.

# Notice of Special Business

* 1. A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

# Chair of General Meeting

* 1. The following individual is entitled to preside as the chair of a general meeting:
     1. the individual, if any, appointed by the Board to preside as the chair;
     2. if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:
        1. the president;
        2. the vice-president, if the president is unable to preside as the chair; or
        3. one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

# Alternate Chair of General Meeting

* 1. If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

# Quorum Required

* 1. Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

# Quorum for General Meetings

* 1. The quorum for the transaction of business at a general meeting is the number that is equal to half of the directors then in office at such time. If the number that is equal to half of the directors then in office at such time is not a whole number, then the quorum for the transaction of business at a general meeting is the next whole number rounded up.

# Lack of Quorum at Commencement of Meeting

* 1. If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:
     1. in the case of a meeting convened on the requisition of members, the meeting is terminated; and
     2. in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

# If Quorum Ceases to be Present

* 1. If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

# Adjournments by Chair

* 1. The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

# Notice of Continuation of Adjourned General Meeting

* 1. It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

# Order of Business at General Meeting

* 1. The order of business at a general meeting is as follows:
     1. elect an individual to chair the meeting, if necessary;
     2. determine that there is a quorum;
     3. approve the agenda;
     4. approve the minutes from the last general meeting;
     5. deal with unfinished business from the last general meeting;
     6. if the meeting is an annual general meeting:
        1. receive the directors’ report on the financial statements of the Society for the previous financial year, and the auditor’s report, if any, on those statements;
        2. receive any other reports of directors’ activities and decisions since the previous annual general meeting;
        3. elect or appoint directors; and
        4. appoint an auditor, if any;
     7. deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
     8. terminate the meeting.

# Methods of Voting

* 1. At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

# Announcement of Result

* 1. The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

# Proxy Voting not Permitted

* 1. Voting by proxy at a general meeting is not permitted.

# Matters Decided at General Meeting by Ordinary Resolution

* 1. A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

# PART 4 – DIRECTORS

**Number of Directors on Board**

* 1. The Society must have no fewer than three (3) and no more than nine (9) directors.

# Election of Directors

* 1. At each annual general meeting, the voting members must vote for the election of the directors so that the Board consists of a number of directors as required pursuant to Bylaw [4.1](#_bookmark3).

# Terms of Elected Directors

* 1. The term of each director elected at an annual general meeting shall normally be two (2) years expiring at the close of the second annual general meeting held following his or her election. At such second annual general meeting the said director may be re-elected for another term of two (2) years. There is no limit on the number of consecutive terms a director may serve.

# Qualifications of Directors

* 1. Any member is eligible to become a director provided that he or she:
     1. meets all qualifications as set out in the Act;
     2. is not an employee of the Society; and
     3. is not a family member of an employee of the Society (for greater certainty, a family member for this purpose includes a spouse or common-law spouse) unless otherwise approved by the Board.

# Ceasing to be a Director

* 1. A director of the Society ceases to hold office immediately upon the earliest of the following events to occur:
     1. the director dies;
     2. the director’s term of office expires in accordance with Bylaw [4.3](#_bookmark4);
     3. the director ceases to be eligible to become a director in accordance with Bylaw [4.4](#_bookmark5)
     4. the director resigns in accordance with Bylaw [4.6](#_bookmark6); and
     5. the director is removed from office in accordance with Bylaw [4.7](#_bookmark7).

# Resignation of Directors

* 1. A director of the Society who intends to resign must give his or her resignation to the Society in writing, and the resignation takes effect on the later to occur of the following:
     1. the receipt by the Society of the written resignation;
     2. if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event:
        1. if a date is specified, the beginning of the day on the specified date;
        2. if a date and time are specified, the date and time so specified; or;
        3. if an event is specified, the occurrence of the event.

# Removal of Directors

* 1. A director of the Society may be removed from office by special resolution.

# Directors may fill Casual Vacancy on Board

* 1. The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director’s term of office.

# Term of Appointment of Director Filling Casual Vacancy

* 1. A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

# Borrowing

* 1. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or borrow money in the manner they decide.

# Remuneration of Directors

* 1. These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

# PART 5 – DIRECTORS’ MEETINGS

**Calling Directors’ Meeting**

* 1. A directors’ meeting may be called by the president or by any 2 other directors.

# Notice of Directors’ Meeting

* 1. At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

# Proceedings Valid Despite Omission to give Notice

* 1. The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

# Members Entitled to Attend Directors’ Meeting

* 1. Unless a meeting of the directors is designated as a “closed meeting” in the notice circulated to directors pursuant to Bylaw [5.2](#_bookmark8) or during the immediately preceding meeting of directors, each member is entitled to receive notice of a directors’ meeting and to attend a directors’ meeting but shall not have the right to vote at a directors’ meeting.

# Conduct of Directors’ Meetings

* 1. The directors may regulate their meetings and proceedings as they deem fit.

# Decisions of Directors

* 1. Decisions of the Board are generally made by unanimous agreement of the directors. Where unanimous agreement on any decision is not possible or practicable, a decision of the Board may be made by a vote. In such circumstances, each Director, including the President, has one vote. In the case of a tie, the motion is defeated. Voting by proxy is not permitted, only board members in attendance will vote. Decisions made at monthly Director Meetings will not be valid if a quorum is not present.

# Quorum of Directors

* 1. The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

# PART 6 – BOARD POSITIONS

**Election or Appointment to Board Positions**

* 1. The Directors must, at the first meeting of the directors following each annual general meeting, elect or appoint, the following Board positions for a one-year term until the first meeting of the directors following the next annual general meeting:
     1. president;
     2. vice-president;
     3. secretary; and
     4. treasurer.
  2. All of the Board positions, except for the treasurer, must be held by a director then in office and a director, other than the president, may hold more than one position. The position of treasurer may be held by any individual, whether a member of the Society or not, who is qualified to hold such position and who is qualified to be a senior manager of the Society pursuant to the Act. If no such qualified individual is willing or able to act as the treasurer of the Society, then the directors may decide to leave the position of treasurer temporarily vacant until such time as a qualified individual becomes willing and able to act as treasurer.

# Directors at Large

* 1. Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

# Role of President

* 1. The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

# Role of Vice-President

* 1. The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

# Role of Secretary

* 1. The secretary is responsible for doing, or making the necessary arrangements for, the following:
     1. issuing notices of general meetings and directors’ meetings;
     2. taking minutes of general meetings and directors’ meetings;
     3. keeping the records of the Society in accordance with the Act; and
     4. conducting the correspondence of the Board.

# Absence of Secretary from Meeting

* 1. In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

# Role of Treasurer

* 1. The treasurer is responsible for doing, or making the necessary arrangements for, the following:
     1. keeping accounting records in respect of the Society’s financial transactions; and
     2. regularly updating the Board on the financial activities of the Society.

# PART 7 – MISCELLANEOUS

**General Signing Authority**

* 1. A contract or any other record to be signed by the Society must be signed on behalf of the Society:
     1. by any two (2) directors; or
     2. in any other case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

# Employees

* 1. From time to time, the Society may employ people to carry out its objectives. Anyone employed by the Society will be supported, monitored and supervised by the Board of Directors or a representative appointed by the Board of Directors who will ensure all employer responsibilities are met, including federal and provincial employer responsibilities.

# Seal

* 1. The Society does posses a corporate seal. Designated authority for use of the seal is given to currently elected President, Vice President, Secretary and Treasurer of the Board of Directors.

# Bylaws

* 1. These Bylaws may not be altered or added to except by special resolution.

# Duties of Members, Directors, and Senior Managers

* 1. All members, directors, and senior managers of the Society have a fiduciary duty to act in the best interest of the Society and must abide by its Conflict of Interest policy in effect from time to time.

# PART 8 - PRE-TRANSITION CONSTITUTION PROVISIONS

* 1. The operations of the Society are to be chiefly carried on within the area of School District No. 83.
  2. Upon winding up or dissolution of the Society, the assets which remain after payment of all cost charges, and expenses which are properly incurred in the winding up, shall be distributed to: - such charitable organization or organizations having a similar charitable purpose. **This provision was previously unalterable**.