



**BY-LAW NO.VII
RIPPLETON ROADSTERS CHILD CARE PROGRAM**

ARTICLE I. NAME OF CORPORATION

The name of the Corporation shall be Rippleton Roadsters Child Care Program, hereinafter referred to as the "Corporation".

ARTICLE II PURPOSE

It shall be the purpose of the Corporation:

1. To establish, operate, promote, and encourage childcare programs within the community;
2. To prepare and offer programs to provide training for individuals in childcare;
3. To encourage, promote and provide a total community out-reach program;
4. To promote, encourage, and assist the educational, charitable, and recreational endeavours of the community;
5. To solicit, receive, acquire, and hold donations, gifts and legacies for the objects of the Corporation;
6. To engage in fund-raising to assist in achieving the objects of the Corporation;
7. To provide programs of any nature to promote all of the foregoing objects of the Corporation, including training, up-grading and assistance of individuals for childcare.

ARTICLE III. HEAD OFFICE

The head office of the Corporation shall be in the City Toronto, in the Province of Ontario, and at such place therein as determined from time to time by the Board of Directors, hereinafter referred to as the "Board".

ARTICLE IV. SEAL

The Seal, an impression of which is stamped on the last page of these By-laws, shall be the official Seal of the Corporation, and be kept in a safe place.

ARTICLE V. MEMBERSHIP

Section 1. Membership

The membership shall consist of the following members of the corporation: 1) parent(s)/guardian of any child registered at Rippleton Roadsters Child Care Program and Satellite, 2) a member of the community whose application for membership has been approved by a majority of the membership and/or Board,

Parents are no longer considered members of the Corporation when their child ceases registration in the Corporation (unless a member as stated in #2 above). Such resignation shall not relieve the member of the obligation to pay any fees or charges.

Section 2. Suspension or Expulsion of Membership

A member may be suspended for a period of at least two (2) months from the Corporation for violation of the policies and procedures of the program or of the Day Care Act. Suspension or expulsion shall occur following a special meeting of the Board, who by affirmative vote of two-thirds of all the members of the Board, may suspend or expel the member for just cause. The member will be informed of the Board's decision in writing. In the case of suspension, the member may apply in writing for reinstatement.

Section 3. Resignation

A member may withdraw from the program by writing to the President of the Board. Such resignation shall not relieve the member of the obligation to pay any fees or charges.

Section 4. Reinstatement

The former member must submit a written request to the Board who will review this request at a special meeting. The Board, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership in the Corporation, upon such terms as the Board may deem appropriate.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by a Board who may exercise such powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Section 2. Number

The number of Directors on the Board shall be a minimum of seven (7) to a maximum of nine (9). There will be four (4) Officers - President, Vice-President, Secretary, and Treasurer. In addition, there will be a chairperson for each standing committee-Finance, Policy and Procedures and Personnel. The other Directors shall assume responsibility as required by the committees.

Section 3. Representation

Parent/Guardian members of the corporation must constitute no less than 80%

Qualifications

- Board members must be in good standing in terms of fees and not in arrears to the corporation
- Board members must be at least 18 years of age
- Board members must not be bankrupt at time of election or throughout their term
- Board members must not be convicted of a criminal offence regarding children or fraud
- Board members must not be an employee of the corporation

Section 4. Executive Committee

Where the number of directors on the board is more than seven (7), the Directors may elect from among their number an Executive Committee of not fewer than four (4) and to delegate to the Executive Committee any powers of the Board, subject to the restrictions, if any, contained in the By-Laws or imposed from time to time by the Directors.

Section 5. Term of Service

Each Director shall be elected to hold office until the first Annual Meeting after being elected or until a successor has been duly elected. The whole Board shall be retired at each Annual Meeting but shall be eligible for re-election. The election may be by a show of hands unless a ballot is demanded by any member.

Section 6. Vacancies

Any vacancy on the Board, so long as a quorum remains may be filled by among the members of the Corporation. Otherwise, such vacancy shall be filled at the next Annual Meeting. If there is not a quorum of the Board, the remaining Directors shall call a meeting of the members of the Corporation to fill the vacancy.

Section 7. Resignation

All Officers, Directors, and Members of Committees may resign their positions by writing a letter of resignation to the President.

Section 8 Vacation of Office

The office of a director shall be vacated:

- if the director ceases to be a member of the corporation
- if the director does not hold the qualifications set out in 4.1
- if by notice in writing to the Corporation the resignation of office. Any such resignation shall be

effective at the time it is received

- if the director is absent from three (3) consecutive Board meetings or five regular meetings between July 1 and June 30, without leave of the Board

Section 9. Removal of Officers, Directors, or Chair of a Committee

An Officer or Director of the Corporation shall cease to hold office if and when a motion requesting removal of that person from office is approved by a two-thirds (2/3) majority votes cast at a special meeting of the membership at which the member has been invited to make a statement. The Board may make a motion requesting removal of a Director for circumstances surrounding a conflict of interest or failure to abide by the Code of Ethics as stated in the By-Laws. The motion must be approved by a majority of the votes cast at the Board meeting at which the Director has been invited to make a statement. Notwithstanding the foregoing, a Director who fails to attend two (2) consecutive or a total of three (3) regularly scheduled Board Meetings, shall be deemed to have relinquished his/her office. The Board of Directors may, under special circumstances, reinstate the term of office through a majority vote.

Section 10. Regular Meetings

Except as otherwise required, the Board may hold its meetings at such place or places as it may from time to time determine. The Board shall hold regular meetings at least ten (10) times per year. No formal notice of any such meeting shall be necessary if all the Officers are present, or if those absent have signified their consent to the meeting being held in their absence. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Board meeting may also be held, without notice, immediately following the Annual Meeting of the Corporation. The Board may consider or transact any business either special or general at any meeting of the Board. No error or omission in giving such notice for a meeting of Officers shall invalidate such meeting.

Section 11. Special Meetings

Any member of the Board shall have the power to call at any time a Special Meeting of the Board or of the members of the Corporation to deal with urgent or timely matters. Notice of a Special Meeting shall be hand delivered or telephoned to each Director or member not less than one (1) day before the meeting is to take place. If a special meeting of the Executive is called to deal with an urgent matter, then the quorum is not less than a majority of the members of the Executive Committee.

Section 12. Quorum

A quorum for the transaction of all business of the Board shall be a majority of the members of the Board. If the total number of Board members for the year is an even number, then the majority needed for the transaction of business must be the majority number plus one (1).

Section 13. Manner of Acting

Questions arising at any meeting of the Board shall be decided by a majority of votes cast by the members present (includes proxies). Members on the Board from the same family have one (1) vote each at meetings of the Board (Members of the Board from the same family have one (1) vote per

family at membership meetings). All votes shall be taken by a show of hands unless a demand is made for a ballot. In case of an equality of votes, the President, in addition to the original vote, shall have a second or casting vote. In the absence of the President, duties may be performed by the Vice-President or such other Officer as the Board may from time to time appoint for the purpose. Members of the Board may vote by proxy provided written permission has been given to the President a minimum of three (3) days prior to the meeting.

Section 14 Remuneration

The Board of Directors shall receive no remuneration for acting as such.

ARTICLE VII. DIRECTOR'S FIDUCIARY DUTIES AND STANDARDS OF CONDUCT

Directors have a duty to act in the best interests of the Corporation, discharge their duties honestly and in good faith, and exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees.

The Board may delegate the management of the Corporation's activities, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral, or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the Corporation's activities.

ARTICLE VIII. OFFICERS

Section 1. Officers

The Officers shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. Election of Officers

Immediately following the Annual General Meeting, the newly elected Board of Directors will convene a meeting, chaired by the Executive Director, for the purpose of electing the officers. All executive members should have been on the board a minimum of 2 consecutive years before being elected as an executive

Section 3. President

The President or designate shall be responsible for chairing the monthly meetings of the Corporation. The President or designate shall in general supervise all of the business and affairs of the Corporation. The President or designate shall preside at all meetings of the members and of the Board. The President or designate(s) may sign any contracts, minutes of meeting of members, By-Laws, and other documents which the Board had authorized. The President and/or designate shall coordinate the activities of the Corporation and Committees of the Corporation.

Section 4. Vice-President

The Vice-President, in the absence, inability or refusal to act by the President, shall perform the duties and exercise all the powers of the President and shall preside at the meetings of members or Board.

The Vice-President is responsible for establishing the Nominating Committee prior to the Annual Meeting (see Board of Directors Kit for Election Process).

Section 5. Secretary

The Secretary and/or designate shall keep the minutes of the meetings of the members and of The Board; see that all notices are duly given in accordance with the provision of these By-Laws; shall see that the Corporate records and the Seal of the Corporation are kept in a locked filing cabinet in the Supervisor's office; see that the seal of the Corporation is affixed to all relevant documents; keep a register of the current mailing address of each member which shall be furnished to the Secretary by such members; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board.

Section 6. Treasurer

The Treasurer shall be responsible for maintaining, disbursing and reporting (monthly) on the finances of the Corporation. The Treasurer and/or designate shall keep full and accurate accounts, receipts, disbursements, and books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation. The Treasurer or designate shall disburse the funds of the Corporation as may be ordered by the Board. The Treasurer and/or designate shall be responsible for preparing the annual operating budget of the Corporation. The Treasurer shall submit the books and statement of the Corporation for audit to the auditor of the Corporation at the close of each financial year, or as may otherwise be authorized by the Board of Directors.

(FOR SPECIFIC DUTIES OF THE OFFICERS OF THE CORPORATION REFER TO THE BOARD OF DIRECTORS KIT)

ARTICLE IX. COMMITTEES

Section 1. Committees of the Board

The Board, by resolution adopted by a majority of votes cast, must designate and appoint three (3) standing committees and additional ad hoc committees as necessary. These committees, to the extent provided in said resolution, shall make recommendations to the Board in the management of the Corporation.

Section 2. Standing Committees

The following Standing Committees shall be constituted to assist the Officers in carrying on the affairs of the Corporation.

2.1 Finance Committee

The Finance Committee shall, subject to the authority of the Board, be responsible for the financial affairs of the Corporation and shall operate with the intention of achieving the Corporation's objectives. This Committee shall report to the Board on the financial operation of the Corporation; assist in the preparation of the Corporation's budgets; make recommendations to the Board regarding fees, funding proposals, operating grants, banking and investments, bookkeeping services, feasibility of modifications in salaries and benefits, and oversee other finance-related matters as required.

2.2 Personnel Committee

The Personnel Committee shall advise the Board on all matters relating to personnel, administration, and staffing so that all functions of the Corporation may be effectively and efficiently carried forth in accordance with the established policies and approved by the Board. This Committee shall provide policy guidance for personnel operations, submit recommendations on personnel policy to the Board of Directors; make recommendations to the Board as to policies on training, employee benefits, employee relations, legalities for separation, recruitment, interview and selection, orientation, salary, administration and performance appraisal; make recommendations to the Board as to the employment and terms of employment of all employees of the Corporation including, without limitation, a Supervisor of the organization's Child Care Program, subject to the directives of the Board; review staff additions and termination; and make periodic reports on the general state of staff capability for meeting the Corporation's objectives.

2.3 Policy and Procedure Committee

The Policy and Procedure Committee shall work with the Executive Director in determining the needs of the organization, considering trends in current and future growth. The Committee shall ensure that the planning, developing and evaluating of new or changing policies will contribute to the overall objectives of the organization; recommend changes in policy to the Board: maintain effective working relationships with other committees within the organization as necessary to support the organization's program; review and amend (as necessary) the By-laws on a yearly basis.

Section 3. Other Committees

Other committees may be appointed in such a manner as may be designated by a resolution adopted by a majority of the Officers.

Section 4. Terms of Reference

Each committee shall establish specific terms of reference yearly at the beginning of its term of office; such terms of reference to be presented to the Board for approval. Terms of Reference shall consist of the following: purpose, objectives, membership, and term of office, frequency of meetings, minutes and responsibility to the Board.

4.1 Terms of Office

Each member of a committee shall continue until the next Annual Meeting of the members of the Corporation, unless the committee shall be terminated sooner, or such member be removed from such committee, for such member shall cease to qualify as a member thereof.

4.2 Meetings

The committees may meet for the transaction of business, adjourn, and otherwise regulate their meetings as they deem necessary, subject to compliance with the procedures (if any) determined by the Board.

4.3 Chairperson One

member of each committee shall assume responsibility of Chairperson. The Chairperson or designate shall preside at all committee meetings and shall report regularly to the Board summarizing the activities of the committee.

(FOR SPECIFIC DUTIES OF THE MEMBERS OF THE COMMITTEES REFER TO THE BOARD OF DIRECTOR'S KIT)

ARTICLE X. MEETINGS OF MEMBERS

Section 1. Annual Meeting

An Annual Meeting of the members of the Corporation shall be held within six (6) months of year end, for the purpose of electing the new Board and for transaction of other business (refer to Article XIII). In addition, the reports of the President of the current Board, the auditors and the financial statement shall be presented.

Section 2. General Meeting

A general meeting of the members may be held at any time set by the Board for the purpose of information transfer, problem solving, and decision-making.

Section 3. Special Meeting

Special meetings may be called by the Secretary of the Board at the written request of two-thirds (2/3) of the membership. These meetings enable the members to discuss issues that may not be favoured by the Board or to request a report from the Board on the management of the affairs of the Corporation during a critical period.

Section 4. Place of Meeting

The Board may designate any place in Ontario as the place of meeting for any annual, general or special meeting.

Section 5. Notice of Meetings

Notice for the time and place of the annual, general or special meetings of the Corporation shall be by hand delivered letter or notice, distributed a minimum of ten (10) business days prior to the meeting. If unable to hand deliver the letter or notice, an attempt is made to contact the member by phone. If the member is unable to be contacted by phone, then the letter or notice is mailed to the member. The mailing address currently on file at the Centre shall be the address to which the letter/ notice is sent.

Section 6. Quorum

A quorum for the transaction of business at any annual, general or special meeting of the members shall consist of not less than two-thirds (2/3) of the membership present in person or represented by written proxy.

Section 7. Manner of Acting

Parents/guardians, and/or community members be entitled to one (1) vote per family. At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy. Every question shall be decided in the first instance by a show of hand, unless a request for a ballot is made. The Chairperson will state that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence of the votes accorded in favour of/or against such resolution.

Section 8. Proxies

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, parent members of the Corporation shall at all meetings of members be entitled to one (1) vote per family and may vote by written proxy. Such proxy shall be a member of the Corporation. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless all fees, if any, have been paid. Written permission for a proxy must be received by the President a minimum of three (3) days prior to the meeting.

Section 9. Error or Omission in Notice to Members

Any error or omission in giving notice of any Annual or Special, or general meeting or any adjourned meeting, of the membership of the Corporation shall not invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

ARTICLE XI. CONTRACTS, CHEQUES, DEPOSITS AND FUNDS

Section 1. Contracts

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the President, Vice-President, and Treasurer, Secretary or any person designated by the Board.

The President, Vice-President, the Secretary or Treasurer or any person designated by the Board may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the Corporate Seal to any such transfers or acceptances of transfers, and may make, execute, and deliver under the Corporate Seal any and all instruments in appointment of a legal counsel(s) to make or accept transfers of shares, bonds or other securities on the books of any company or corporation. Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

Section 2. Cheques, Drafts

All cheques, bills of exchange or other orders for payment of money, notes or their evidences of indebtedness issued in the name of the Corporation, shall be signed by at least two (2) of the following Officers or designate: the President, Vice-President, Treasurer or Secretary. At no time may both Officers of the same family have signing authority. These officers/designates may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorsements and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or for "deposit" with the bankers of the Corporation by using the persons specified above may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

Section 3. Deposits

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation, signed by those persons outlined in Section 2. above. The institutions which may be selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or proceeds thereof.

Section 4. Borrowing

The Officers may from time to time do the following: borrow money on the credit of the Corporation; or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any obligation or liability of the Corporation.

From time to time, the Board may authorize any Officer, or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to the loan thereof and as to the securities to be given therefore with power to verify or modify such arrangements, terms and conditions and give such additional securities for any monies borrowed or remaining due by the Corporation as the Board any authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

Article XII. BOOKS AND RECORDS

The Officers shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation by any applicable statute or law are duly maintained.

Article XIII. FISCAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be June 30th of each year.

ARTICLE XIV. CONFLICT OF INTEREST

A conflict of interest can happen when someone makes or takes part in a decision affecting the Corporation 's affairs, and has a financial or other interest in, or gets a benefit from, the result of that decision which the rest of the members do not have, or which only a few other members have. The facts of each case are different, and careful judgment is needed to decide whether or not there is a conflict of interest.

When a director or officer has or may have a conflict of interest:

The director or officer should declare the conflict of interest at the board meeting considering the matter.

If a director does not declare a conflict of interest, but another director is aware of one, the other director can bring it up at a meeting.

The board then decides whether there is a conflict of interest.

If there is a conflict of interest, the director cannot vote on the matter and must not be present during any of the meetings discussing the matter.

Every declaration of interest, but not the general nature of that interest, will be recorded in the Minutes of the meeting of the Board or committee of the Board.

ARTICLE XV. INDEMNIFICATION

Every Director or Officer of the Corporation who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

- a. all costs, charges and expenses which such Director or Officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against the Director or Officer in respect of any act, deed, matter of thing whatsoever, made done or permitted by the Director or Officer, in or about the execution of the duties of the Director or Officers office or in respect of any such liability;
- b. all other costs, charges and expenses which the Director or Officer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Director or Officer's own wilful neglect or default.

ARTICLE XVI. AUDITOR

A qualified accountant shall be appointed to audit the accounts and this report shall be presented for membership approval at the Annual Meeting. The Board shall negotiate the remuneration for the auditor and seek approval from the membership at the Annual Meeting. In the event that the appointee is unable to continue providing this service between Annual Meetings, the membership may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting remove any auditor before the expiration of his term of office, and shall by a majority of the votes cast at that meeting appoint another auditor for the remainder of the term.

ARTICLE XVII. MEMBERSHIP FEES

The Board, shall review the fees yearly, and make adjustments as necessary. Changes in fees require a majority of votes cast at the Board meeting. Such changes are to be incorporated into the Policy and Procedures Manual/Parent Information Booklet.

ARTICLE XVIII. DISSOLUTION

Upon the dissolution of the Corporation and after the payments of all debts and liabilities, the remaining property or part thereof of the Corporation shall be distributed or disposed of according to the provisions contained in the Letters Patent of the Corporation

INTERPRETATION

- (i) In this By-law and in all other By-laws of the Corporation hereafter passed, reference to number and gender may be required shall be deemed to have been made “mutatis mutandis”, and reference to persons shall include business and corporations
- (ii) Terms contained herein unless otherwise defined shall be those defined in the Oxford Concise Dictionary
- (iii) Roberts Rules of Order and Parliamentary Procedure shall be utilized.

ARTICLE XIX. AMENDMENTS TO BY-LAWS

The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of the Corporations Act, may be enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of a majority of the membership present at a Annual meeting or a Special meeting duly called for the purpose of considering the said by-law.

These By-Laws may be amended by approval of a motion by a two-thirds (2/3) majority of votes cast at a general meeting of the membership, provided that at least ten (10) working days notice has been given of the proposed amendments and provided that any such amendments shall not be enacted or enforced until approval has been obtained from the membership.

ADOPTION

This By-laws approved by majority vote of the membership of the Corporation present and sealed with the Corporate Seal of the Corporation this ____ day of _____ 20____ at the City of Toronto, Ontario

Passed by the Board of Directors on _____ day of _____, 20_____

Chairperson

Treasurer

Confirmed by a two-thirds vote of a duly constituted meeting of the Members of the Corporation on

_____ day of _____, 20_____

Chairperson

Treasurer