



**Manitoba Child Care
Association**

The Manitoba Child Care Association Inc. By-Laws

Effective May 26, 2011

1. PREAMBLE

The Manitoba Child Care Association is a not-for-profit, charitable organization incorporated under the laws of the Province of Manitoba.

2. NAME

The Association shall be known as The Manitoba Child Care Association Inc.

3. DEFINITIONS

- (a) "Association" means The Manitoba Child Care Association Inc.
- (b) "Member" shall have the meaning given to it in section 7.
- (c) "Person" includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative.
- (d) "Provincial Board" means The Provincial Board of Directors of the Association elected or appointed under section 9.
- (e) "Quorum" means the number of persons who must be present at a meeting before business may be transacted.
- (f) "Regional Branch" shall have the meaning given to it in section 11.
- (g) "Regional Board" means a Board of Directors of a Regional Branch of the Association.

4. HEAD OFFICE

The head office of the Association shall be located in the City of Winnipeg in the Province of Manitoba at a specific location to be determined by the Provincial Board.

5. CORPORATE SEAL

- (a) The seal of the Association shall appear as follows: a circular impression with the words, "The Manitoba Child Care Association Inc." printed in a ring along the border of the outer circle. These words shall be bordered by a second circular impression. The number "1974" shall be printed across the centre of the circle.

(b) The seal shall remain at the head office.

(c) The Executive Director shall provide for the safe custody of the seal of the Association which shall not be affixed to any document except in the presence of such officers or Directors as may be designated from time to time by the Provincial Board.

6. MISSION, VISION, OBJECTIVES

6.1 Our mission is to advocate for a quality system of child care, to advance early childhood education as a profession, and to provide services to our members.

6.2 Our vision is to promote and support an exceptional early learning and child care system by fueling our members to be proud and excited to belong to a progressive, respected profession.

6.3 The objectives of the Association are:

- Maintain financial independence
- Provide resources and services to members on a province wide basis
- Promote and develop Manitoba's early learning and child care profession
- Promote high standards of practice that support human development in early learning and child care
- Advocate as a non-partisan, non sectarian organization at all levels of government for a quality early learning and child care system
- Educate the public about early learning and child care as a profession and as a service
- Work in partnership with those involved with the care and education of children
- Encourage the development and expansion of early learning and child care training, research, and educational resources

7. MEMBERSHIP IN ASSOCIATION

7.1 Eligibility:

(a) Any person, who subscribes to the objectives of the Association, may apply for membership.

(b) The Provincial Board shall have discretion to accept or reject any application for membership or for membership renewal; as well as the discretion to expel any member that threatens the objectives of the Association. And in particular, the Provincial Board shall have regard to the qualifications for membership detailed in section 7.2 of this by-law.

7.2 Categories of Members:

The members of the Association shall be as follows: Professional; Child Care Assistant; Family Child Care Provider; Centre; Associate; Student.

Each possesses one vote.

- (a) Professional Member: any person classified as an ECE II or III employed in a child care centre in Manitoba.
- (b) Child Care Assistant: any person not classified as an ECE II or III, employed in a child care centre in Manitoba, or employed by members who are licensed family child care providers.
- (c) Family Child Care Provider: a licensed family child care provider in Manitoba.
- (d) Centre Member: a child care facility located in Manitoba, which has a Board of Directors or Parent Advisory Committee.
- (e) Associate Member: any person, group, or agency supportive of the Association's goals, not eligible for membership under other membership categories. This may include family child care providers, professional, and child care assistants during times of temporary unemployment.
- (f) Student Member: students that reside in Manitoba and are enrolled in an educational program for more than 20 hours per week or 60% of a full program.

7.3 Admission as a Member

An individual may become a member in the appropriate category by meeting the requirements of section 7.2 upon submission of an application form and upon payment of the prescribed fee.

7.4 Resignation of Membership

Any member may, by giving written notice to the Association of such intention, withdraw from membership.

7.5 Termination of Membership

An individual or organization shall cease to be a member of the Association:

- (a) by providing written notice of termination.
- (b) by not paying the prescribed fee.
- (c) on death or in the case of an organization on dissolution.
- (d) on being expelled.

At any general meeting or at a special meeting convened for the purpose, any member may put forth a resolution to have any other member expelled from the Association. However, the decision to expel will be at the discretion of the Provincial Board.

7.6 Membership Dues

- (a) Annual dues for membership will be determined by the Provincial Board prior to the commencement of the new fiscal year.
- (b) Annual dues will commence on January 1st of each calendar year for all categories except “student” whose annual dues will commence on September 1st.
- (c) The Provincial Board shall establish policy for collection of membership dues.
- (d) A portion of membership dues shall be returned to the Regional Branches. The portion shall be determined by the Provincial Board in consultation with the Regional Boards.

7.7 Rights and Obligations

Any member in good standing is entitled to:

- (a) receive notice of meetings of the Association.
- (b) attend any annual general or special meeting of members.
- (c) vote at any annual general meeting or special meeting of members.
- (d) be elected to the Provincial Board if eligibility requirements are met.
- (e) participate on committees.

8. MEETINGS OF MEMBERS

8.1 Annual General Meeting

- (a) The Annual General Meeting shall be convened by the President within 6 months of each fiscal year.
- (b) At the Annual General Meeting, only such business which is set out in the notice of meeting may be transacted.

8.2 Special General Meetings

- (a) A Special General Meeting may be convened at any time by order of the President, or:

(b) A Special General Meeting may be convened at any time by order of the Provincial Board, or:

(c) A Special General Meeting may be convened at the request in writing of not less than 10% of the members, specifying the objectives of the meeting.

(d) A Special General Meeting may only transact business that is set out in the notice of meeting.

(e) A Special General Meeting may be convened at any place.

8.3 Notice of Meetings

(a) Notice of Annual General and Special General meetings shall be provided to every member at his/her last known address by ordinary mail or by email not less than 21 days in advance of such a meeting.

(b) Notice of Annual and Special General meetings of the members shall describe what business will take place at the meeting; all resolutions to be voted on; and shall include with the notice proxy forms to assure all members have the opportunity to vote.

8.4 Quorum

(a) Quorum for any meeting of the membership shall be 25 voting members participating in person or represented by written proxy.

(b) No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for the meeting of members or within such reasonable time thereafter as the members present determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

8.5 Voting at Annual General and Special General Meetings

(a) All decisions are by majority vote. Voting shall be by show of voting cards by active members or by ballot at the discretion of the chair in the case of an election of officers. Written proxies shall be accepted from active members.

(b) The Recording Secretary shall cause to be distributed to members a form of election ballot and proxy, to be filed with the Recording Secretary no later than four days prior to the Annual General Meeting. The election ballot shall contain names of all candidates nominated to The Provincial Board and any other business to be voted on by members unable to attend the Annual General Meeting. Business may include by-law changes, resolutions, etc. The proxy section shall provide opportunity for absent members to designate their vote on business arising at the Annual General Meeting.

(c) If a member is not an individual, but a group, centre, agency, then the group centre, agency shall have only one vote and shall prior to any meeting of members deposit in writing with the Recording Secretary a copy of the resolution naming the individual who has the right to vote on behalf of such member.

9. THE PROVINCIAL BOARD

9.1 Powers of the Provincial Board

The Provincial Board shall have supervision, control, and direction of the affairs of the Association, its committees and publications, shall determine its policies or changes therein; shall actively pursue its purposes and supervise the disbursement of its funds. The Provincial Board may adopt rules and regulations for the conduct of its business as shall be deemed advisable.

9.2 Composition

(a) The business and affairs of the Association shall be managed by a Provincial Board consisting of the immediate Past President and no less than eight (8) and no more than seventeen (17) members elected at the Annual General Meeting of the Association.

(b) The Past-President is automatically appointed as a member of the Provincial Board, if able, otherwise the position will remain vacant.

(c) The Director of Branch Services shall serve on the Provincial Board upon approval of the general membership. The Director of Branch Services shall be nominated by the Regional Branch Committee from amongst its members. If no person from the Regional Branch Committee is willing to serve as Director of Branch Services, the Provincial Board may nominate a person to serve in this position.

9.3 Eligibility

A majority of members of the Provincial Board shall be Professional Members.

Members of the Provincial Board:

(a) must be members in good standing of the Association for two years immediately prior to the Annual General Meeting to be eligible to be elected to the Provincial Board.

(b) may not be undischarged bankrupt.

(c) may not hold a paid position with the Association.

(d) may not enter into contract for services with the Association.

(e) must be a minimum of 18 years of age.

9.4 Selection of Directors

(a) A formal call for Applications to The Provincial Board shall be sent to all active members sixty (60) days before the Annual General Meeting.

(b) All responses to the call that are received by the due date shall be taken into account in the selection of the slate of nominees. The slate shall be presented to the Provincial Board for approval no later than thirty (30) days prior to the Annual General Meeting.

9.5 Election Procedures

(a) The Provincial board shall prepare and present to the membership at least two (2) weeks before the Annual General Meeting, a slate of nominees for election to the following offices: President, President Elect, Secretary/Treasurer, Director of Board Operations and Development; Director of Public Policy and Professionalism, Director of Branch Services, and any other Directors it deems necessary.

(b) Should the current President-Elect be willing and able to assume the office of President, then the President-Elect shall be deemed to have been elected to that office.

(c) If the President-Elect is unable to fulfill their obligation, the Provincial Board may appoint the President and the Past-President to an additional term, or may appoint an alternate President Elect from the Provincial Board or the membership.

9.6 Term of Office

(a) The term of office for President, President-Elect, Past President, Secretary-Treasurer, Director of Board Operations & Development, Director of Public Policy & Professionalism, Director of Branch Services and any other Directors identified by the Provincial Board shall be two (2) years.

(b) The term of office for those elected as Members at Large shall be one year.

(c) Election procedures established by the Provincial Board shall ensure that the terms of approximately one half (1/2) of positions expire annually.

(d) A term of office expires at the Annual General Meeting.

(e) All elected members of the Provincial Board are eligible for re-election. A member may let their name stand for a maximum of two consecutive terms for the same position.

9.7 Vacancy

The position of member of the Provincial Board shall be vacated if:

(a) a Director submits a written resignation to the President of the Provincial Board.

- (b) a Director ceases to be a member of the Association.
- (c) the Director dies.
- (d) the Director is removed as per section 9.8.

A vacancy occurring during the year shall be filled by appointment by the Provincial Board. A person on interim appointment shall hold office for the balance of the remaining term of the vacating Director.

9.8 Removal of Director from the Provincial Board

- (a) A Director may be removed from office at any time by the affirmative votes of 80% of members of the Provincial Board provided that notice of such intended removal is given to the Director and the Director has been given an opportunity to address the Provincial Board.
- (b) If a Director is absent from three (3) consecutive meetings of the Provincial Board without reasons which are acceptable to the Provincial Board, the Director shall be removed from the position at the next following meeting.
- (c) If a Director is absent for a total of four (4) meetings during any one calendar year, without reason acceptable to the Provincial Board, the Director shall be removed from the Provincial Board at the next following meeting.
- (d) If a Director is removed from office, then the Director ceases to be a member of the Provincial Board and an officer of the Association immediately upon the passage of the resolution of removal.
- (e) In all cases of death, resignation, retirement, or removal from office of any Director, all books, papers, vouchers, money or property of whatever kind in his/her possession or under his/her control belonging to the Association shall be immediately delivered to the Provincial Board.

9.9 Provincial Board Meetings

- (a) The Provincial Board shall meet a minimum of four (4) times per year at such times to be decided by the Provincial Board as its first meeting.
- (b) Changes in the number and/or time of Provincial Board meetings may be made by the President at any time.
- (c) The first meeting of the Provincial Board shall be held within six (6) weeks after the election of the Directors at the Annual General Meeting.

9.10 Notice of Meetings

- (a) Notice shall be provided to each Director at his/her last known address not less than five (5) days before the meeting is set to take place.
- (b) The notice shall describe what business will take place at the meeting.
- (c) Only such business as is mentioned in the notice of the meeting may be considered.

9.11 Quorum

A majority of the members of the Provincial Board must be present in person to constitute a quorum.

9.12 Voting at Meetings of the Provincial Board

- (a) All decisions shall be by majority vote. Each member, except the President has one vote. The President votes only in the event of a tie. All votes shall be by show of hands unless any Director requests a ballot vote. Directors may not vote by proxy.
- (b) If an issue arises which needs to be decided by the Provincial Board prior to the next regularly scheduled Board meeting, an email motion may be utilized by the President if a majority of Board members have email. Email votes are appropriate when the item in question is not controversial and does not require extensive background and explanation. If any Board member wishes to request that voting on a particular issue be at a regular meeting and not via email, they should inform the President.

Procedure:

1. The President will circulate the motion and background information to members of the Provincial Board and Executive Director. The motion shall be worded as a motion.
2. Board Members should immediately declare conflicts of interest and will then be removed from the e-mail discussion.
3. The motion will be seconded via email “(reply to all)”.
4. Recipients will submit their comments to the motion as “reply to all”, to ensure all comments are made available to other participants.
5. The President shall determine when discussion will conclude, and set a deadline for casting of votes and inform recipients.
6. Each voting member will respond as follows: “Motion on xxxxx” YES/NO
7. Amendments to the original motion will be handled by the President during the discussion and the same protocol used to make them part of the final action to be taken.
8. All votes completed by email will be reconfirmed at the next meeting of the Provincial Board and Recorded in the minutes of that meeting.
9. A majority of Board members must vote in favor for the email motion to be carried.

9.13 Remuneration

No Director shall receive any payment for services as a Director, except reasonable expenses incurred while carrying out duties.

9.14 Conflict of Interest

Where a Director, either on his/her behalf or while acting for, by, with or through another, has any financial or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest as a Director then he/she:

- (a) Shall disclose the interest fully at a meeting of the Provincial Board.
- (b) Shall disclose the interest and the general nature thereof prior to any consideration of the matter in a meeting of the Provincial Board.
- (c) Shall not take part in any discussion of or vote on any question in respect of the matter.
- (d) Shall not in any way whether before, after, or during the meeting influence the voting on any such question.
- (e) The financial or personal interest, direct or indirect, of an immediate family member shall, if known to the Director, be deemed to be also the financial interest of the Director.
- (f) Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

10. LIMITATIONS ON POWERS

- (a) No individual Directors shall have any authority to act on behalf of the Provincial Board with respect to agents or employees of the Association except as provided in this By-Law or by resolution of the Provincial Board.
- (b) No individual Director shall have any authority to act on behalf of the Provincial Board with respect to transaction of the affairs of the Association except as provided in the By-law or by resolution of the Provincial Board.

11. REGIONAL BRANCHES

- (a) The Provincial Board from time to time may establish by charter Regional Branches, the membership of which shall be made up of persons who reside in the same regional district as such district is defined by the Province of Manitoba, Department of Family Services and Consumer Affairs.
- (b) A member of a Regional Branch must at all times be a member in good standing of the Association.

- (c) Regional Branches shall be governed by the provisions of the Regional By-Laws.
- (d) The Provincial Board, by a two-thirds (2/3) majority vote, may revoke the status of any Regional Branch.
- (e) The Provincial Board shall assist Regional Branches to establish a communications system and to determine its financial need, to encourage promotional activity, to develop management systems.

12. COMMITTEES

- (a) The Provincial Board may establish such committees it deems necessary in order to fulfill the mission of the Association.
- (b) The mandate and composition of the standing committees shall be governed by the Association's Board Operations Manual.

13. APPOINTMENT OF EXECUTIVE DIRECTOR

- (a) The Provincial Board may from time to time appoint an Executive Director and may delegate to him/her full power to manage and direct the business and affairs of the Association (except such matters and duties that by law must be transacted or performed by the Provincial Board and/or by the members) and to employ and discharge agents and employees of the Association or may delegate to him/her any lesser authority.
- (b) An Executive Director shall conform to all lawful orders given to him/her by the Provincial Board of the Association and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Association.

14. INDEMNIFICATION

The Association may indemnify a current or former officer, director, or employee against expenses, judgments, penalties and settlements in connection with or arising out of any civil proceedings in which that person may be involved as a party or otherwise by reason of their having been such officer, director, or employee so long as said person was acting in good faith and not engaging in willful, malicious or reckless behavior.

15. FINANCE AND ADMINISTRATION

15.1 Fiscal Year

The fiscal year of the Association shall begin on January 1st and end on December 31st of each calendar year.

15.2 Funds

(a) There shall be a General Fund consisting of all monies received by the Association. The fund shall be used for defraying the expenses incurred by the Association.

(b) The fund shall be administered by four, with any two positions authorized to sign: The Executive Director of the Association; the President; the President-Elect; and the Secretary/Treasurer.

15.3 Audit of Accounts

(a) There must be an audit of the books, accounts, and records of the Association at least once each year by a qualified accountant.

(b) The members shall at each annual general meeting appoint an auditor to audit the accounts of the Association.

15.4 Books and Records

(a) The books and records of the Association shall be open to inspection by member's at all reasonable times at the office of the Association, upon reasonable notice.

(b) The signing authorities for the Association shall be the Executive Director, the President, the President-Elect, and the Secretary/Treasurer.

15.5 Borrowing Powers

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

15.6 Investment Authority

The funds of the Association may be retained in accordance with the Association's Investment Policy.

16. PARLIAMENTARY AUTHORITY

The parliamentary authority for the organization shall be Robert's Rules of Order Newly Revised.

17. AMENDMENTS AND RESOLUTIONS

(a) The By-laws of the Association may be amended at any special or general meeting of the Association by ordinary resolution by a 2/3 majority of the votes cast in person and by proxy.

(b) Notice to amend the By-laws or to introduce a new By-law shall be given to each member 21 days before the meeting at which the By-law will be considered.

18. INTERPRETATION

In all By-laws and resolutions of the Association, the singular shall include the plural and the plural the singular; the word "person" shall include firms and Associations and the masculine shall include the feminine. Whenever references are made in any By-law or any resolution of the Association to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof as the case may be.

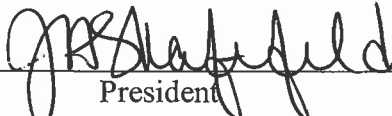
19. WINDING UP

(a) It is the unalterable provision of this By-law that members shall have no interest in the property and assets of the Association.

(b) Upon dissolution or winding up of the Association, any funds and/or assets of the Association remaining after satisfaction of its debts and liabilities shall be put in trust of The Winnipeg Foundation (80%) and The Thomas Sill Foundation (20%)

(c) The income from the trust shall be granted to licensed not for profit child care centres in the Province of Manitoba who were members of MCCA at the time of dissolution or winding up, and whose request accords with the mission and vision of the Association as they appear in the By-laws of the Association.

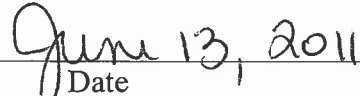
Verified and accepted by the MCCA Provincial Board:



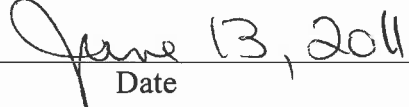
President



Secretary/Treasurer



Date



Date