

Amendments to the By-Laws

The By-Laws Committee has reviewed Jackman Community Daycare's 2009 By-Laws and is proposing that they be amended at the 2020 AGM. The committee consulted Joy Lerman who provided a By-Laws template. As well, the committee reviewed changes to the Corporations Act. Additional amendments were made for clarity. Following is a synopsis of changes that are proposed by the By-Laws Committee (Chris, Lisa, Raymond & Donna).

- 1h. Added definition of Community Member (we have them; however they were not previously defined).
- 1k. CCEYA – added in the legislation governing child care in Ontario.
- 3. Removed “Principal” from list of members (as they are no longer allowed to serve on daycare boards)
- 3. Added the word Management to type of member (instead of saying Supervisor or Director).
- 4. Revocation of membership. Added details of revocation for clarity (from Joy Lerman).
- 7. AGM and other meetings of Members. Added “if a meeting is conducted online or by phone, all participants must be able to communicate with each other at the same time, which means simultaneously and instantaneously.” In other words we can meet electronically as long as everyone can participate together (not by email).
- 8. Notice – expanded notice period to a range of 10-50 days 9per Joy Lerman.
- 11. Quorum. Maintained 7 for quorum at a meeting of members. Added a sentence that quorum must be present throughout the meeting in order for members to proceed with the business of the meeting.
- 12. Voting – cleaned it up. Removed principal and added management. Clarified that at AGM, President of the board facilitates the meeting but does not vote, other than in a tie.
- 14. Number of Board Members.
 - Clarified use of Board of Directors = Board Member (not to be confused with Member of the Corporation)
 - Added a range of Board Members: 7-12. Joy Lerman has indicated that 12 is large and can be unwieldy. Our current By-Laws require 12 so when someone drops off we are required to fill the spot. This is not always feasible.
 - Kept in a maximum of 2 community members.
- 15. Qualifications. Added “complete a criminal reference check, as required by CCEYA.
- 16. Term. Added: “...each Board Member so elected shall hold office for a term of two years. At each subsequent AGM, Board Members shall be eligible for re-election or re-appointment to a maximum of 4 consecutive years.
 - So we are maintaining the 4 year consecutive maximum on the board; however, having to be re-elected annually is onerous. Plus, we want people to commit to 2 years as 1 year is just not long enough to get up to speed. Joy Lerman's template suggested the 2-year term and we liked it.
- 17. Removal of Board Members:

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- “She/He is without leave of the Officers, from 2 consecutive regular meetings of the Board of Directors. This used to say without leave of the Board. There may be privacy situations that may prevent a board member from attending board meetings and they should request leave from the 4 officers, and not the whole board.
- Added: The board of Directors determines the criminal reference check indicates a history that would prevent them from serving on the board. (For example, the board may not care if someone was arrested for smoking pot in university but would likely care if some had robbed a bank.)
- Changed wording to: “if, at a meeting of the members, a resolution is passed by at least a majority of votes cast by members removing the Board Member before the expiration of the Board Member’s term of office. The Corporation’s Act recently changed the vote from 2/3 of votes cast to a majority of votes cast.
- Updated list to include all points listed in section 15, not just a few: She/He ceases to hold the qualifications set out in paragraph 15. (1) to (7).
- 19. Vacancies. Amended to allow for the Board to decide whether or not to fill the vacancy. Added in sentence that any board member elected to fill a vacancy shall hold the office for the remainder of the term.
- 21. Quorum. Because there is a range of # of board members (7-12), quorum is based on majority. Also added a sentence: if all Board members consent, a board member can participate remotely as long as it is simultaneous and instantaneous.
- 22. Place and Notice of Meetings.
 - Added that notice of board meetings would be posted on Daycare’s website
 - Meetings can happen remotely. When a meeting of the Board is conducted online or by phone, board members must be able to communicate with each other at the same time which means simultaneously and instantaneously.
- Voting of Board of Directors – this is the most controversial section and one that the committee asked the Board to discuss. Current wording of the By-Laws is:
 - **Option 1 (original)** At any meeting of the Board of Directors, each Director shall be entitled to one (1) vote and such right to vote may not be exercised by a proxy for such Director. Unless otherwise required by the provisions of the Corporations Act or the By-laws of the Corporation, all questions proposed for consideration at a Board meeting shall be determined by a majority of votes cast by directors entitled to vote. All votes shall be taken in the usual manner, by a show of hands indicating assent, dissent or abstention, unless there is a request by any Director present that the vote be taken by poll, ballot or electronically. In the event of a tie, the motion fails. For the election of Officers, where there is more than one Director seeking any one position, the vote shall be taken by ballot.
 - **Option 2 (committee proposes this version and Board agreed):** Questions arising at any meeting of the Board of Directors shall be decided by a majority of

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votes. Each Board Member, including the President, shall be entitled to one vote on each question arising at any meeting of the Board of Directors. In case of an equality of votes, the President shall not have a casting vote. In the absence of the President, the duties may be performed by the Vice President or such other Board Member as the Board may, from time to time, appoint for the purpose.

Any resolution signed by all Board Members is as valid and effective as if passed at a meeting of the Board of Directors duly called, constituted and held for that purpose.

- 25. Officers. Amended which positions a community member could hold. Original By-Laws allowed a community member only to hold position of secretary. Amendment allows Community member to not be Pres or VP, but could be secretary or treasurer.
- 34. Protection of Board Members. Added a new section here, per Joy Lerman. Seemed in the best interest of the Board to have this spelled out.
- 38. Execution of Documents. Amended for clearer wording.
- 43. Books and Records. Tightened up wording.
- 44. Committees and Subcommittees. Cleaned up wording.
- 45. Fundraising. Removed the hyphen.
- 48. Signature to Notices. Added electronic signatures.