



SCHOOL AGE CARE DIRECTORS
ASSOCIATION OF ALBERTA
BY-LAWS

UPDATED OCTOBER, 2023

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Article 1: Name

The name of the Society shall be School Age Care Directors Association of Alberta.

Article 2: Interpretation

2.01 “Act” means the *Societies Act* (Alberta).

2.02 "Associate Member" means the meaning ascribed to such term in Section 4.01 of these By-Laws.

2.03 “Board” means the board of directors of the Society, which shall consist of the following individuals, as elected by the Voting Members, in accordance with these By-laws:

- Chairperson
- Vice Chairperson
- Treasurer
- Secretary
- At least one Director-at-large

2.04 “By-Laws” means these By-laws, as amended from time to time, in accordance with the Act and the provisions herein.

2.05 “electronic means” in respect or attending or holding a meeting, means a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other simultaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms.

2.06 “individual” means a Person who is a natural person.

2.07 "in writing" or "written" includes printing, typewriting, or any electronic means of communication by which words are capable of being visibly reproduced at a distant point of reception, including facsimile, and/or e-mail, but excluding instant messaging and SMS.

2.08 “Member” means both Associate Members and Voting Members.

2.09 “Officers” shall mean those individuals elected to the following offices by an Ordinary Resolution of the Voting Members, to serve in such offices for the period time specified at the time of their respective election:

- Chairperson
- Vice Chairperson
- Treasurer
- Secretary
- Such other Directors-at-Large who are designated Officers by the Board following their election.

2.10 “Ordinary Resolution” means a resolution passed by 50% plus one (1) of such Persons entitled to vote on such resolution and who are present at the meeting in person, or if permitted, by proxy.

2.11 “Person” and other references to persons, includes any individual, firm, body corporate, unincorporated body of persons, or association.

2.12 “Registrar” means the Registrar as defined in the *Business Corporations Act* (Alberta).

2.13 “Society” means School Age Care Directors Association of Alberta, or such other name as may be substituted therefor from time to time after approval by the Registrar of Corporations for the Province of Alberta is obtained.

2.14 “Special General Meeting” means a meeting held in accordance with Section 11.03 of these By-laws.

2.15 “Special Resolution” means

- A. a resolution passed at the Annual General Meeting or a Special General Meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given; by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or where proxies are permitted, by proxy;
- B. a resolution proposed and passed as a special resolution at the Annual General Meeting or Special General Meeting of which less than 21 days’ notice has been given, if all the Members entitled to attend and vote at the Annual General Meeting or Special General Meeting so agree; or
- C. a resolution consented to in writing by all the Members who have been entitled at the Annual General Meeting or Special General Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

2.16 “Voting Member” has the meaning ascribed to such term in Section 4.01 of these By-laws.

2.17 Whenever the singular is used in this Agreement, the same shall be construed to mean the plural. The mission of the Society is to provide school age care programs with a province-

wide network of community-based support, and to improve the availability of quality, affordable school age care for Alberta families. In support of that mission, the Society has four primary objectives:

- To provide professional networking opportunities for its Members through regular meetings and other professional development activities
- To create a dialogue with other stakeholders with a view to raising awareness of the challenges faced by the school age care sector
- To develop relationships with other professional organizations and work together towards common goals
- To assist Members in staying abreast of current research findings and new, innovative approaches to school age care.

mean the plural and a reference to any gender shall include all genders.

Article 3: Objects

3.01

Article 4: Membership

4.01 The Society shall have two (2) classes of membership:

- A. “Voting Member” which is a class of annual membership open to all *organizations* who own and operate a licensed school age childcare program in the Province of Alberta, which has met all membership criteria established by the Board from time to time and who's application for membership has been approved by the Board; and
- B. “Associate Member” which is a non-voting class of annual membership open to all *individuals* working in, or pursuing an education in, the field of school age childcare, and other non-profit groups, regardless of their location, who have met all membership criteria established by the Board from time to time and who's application for membership has been approved by the Board.

4.02 Each Voting Member shall be entitled to cast one vote during any vote of Voting Members conducted at the Annual General Meeting or any Special General Meeting by its duly appointed representative designated in writing, which representative may change from meeting to meeting.

4.03 Associate Members are not entitled to vote at any Annual General Meeting, Special General Meeting, or other proceeding of the Society.

4.04 Any Member wishing to withdraw from membership may do so upon written notice to the Board through the Secretary, including a notice by electronic means.

- 4.05 Any Member may, upon an Ordinary Resolution of the Board at a meeting of the Board, be expelled from membership for any cause which the Board may deem reasonable. The Member shall be given 14 days notice in writing of the meeting and shall be afforded a full hearing before the Board.
- 4.06 Any Member who resigns, withdraws, or is expelled from the Society, or whose annual membership expires without being renewed, thereupon forfeits all rights, claims and any interest they might have had arising from or associated with membership in the Society.
- 4.07 The Board shall be entitled to set the membership criteria and fees for each class of Members, which criteria and fees need not be the same for each class.

Article 5: Board: Election

- 5.01 The Voting Members shall elect the members of the Board at the Annual General Meeting.
- 5.02 The election of the members of the Board shall be by way of secret ballot, with each Officer or Director-at-Large being voted upon separately, one office at a time.
- 5.03 Each Voting Member may cast a single ballot for each office for the individual of their choice. Such ballots may be cast either physically in person or using electronic means, as may be appropriate under the circumstances.

Article 6: Board: Duties

- 6.01 The Chairperson shall, when present, preside at all meetings of the Board and Members of the Society. They shall exercise the authority of the Vice Chairperson, in the absence or inaccessibility of the Vice Chairperson. In the absence of both the Chairperson and the Vice Chairperson, another Officer or Director-at-large may be elected by the meeting to preside thereat. The Chairperson shall be ex-officio member of all committees.
- 6.02 The Vice Chairperson shall carry out the duties of the Chairperson when the Chairperson is absent.
- 6.03 It shall be the duty of the Secretary to attend all meetings of the Board and Members of the Society and to keep accurate minutes of the same. In case of the absence of the Secretary, their duties shall be discharged by such Officer or Director-at-large as may be appointed by the Board. The Secretary shall have charge of all correspondence of the Society and be under the direction of the Chairperson and the Board.
- 6.04 The Secretary shall keep a record of all members of the Society, including pertinent contact information.
- 6.05 The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in whatever bank the Board may order. They shall properly

account for funds of the Society and keep such books as they may directed. They shall present a full detailed account of receipts and disbursements to the Board on a regular basis and whenever requested and shall prepare for submission at the Annual General Meeting the financial statements of the Society duly audited as hereinafter set forth, setting forth the financial position of the Society, and submit a copy of same to the Secretary and to the Chairperson for filing with the Annual Return with the Registrar. The office of the Secretary and Treasurer may be filled by one person if any Annual General Meeting for the election of officers shall so decide.

- 6.06 The appointment of a Director-at-large as an Officer of the Society shall be determined on a case-by-case basis, at the discretion of the Board with such title and duties as may be established by the Board. Multiple appointments of Directors-at-large as Officers of the Society may exist simultaneously.

Article 7: Board: Powers

- 7.01 The affairs of the Society shall be managed by the Board, who may exercise all such powers and do all such acts and things as are in accordance with these By-laws and enacted legislation. The Board shall follow all directions provided by the Society's Voting Members.
- 7.02 Each Director shall retire at the end of their respective term specified at the time of their election, but shall be eligible for re-election if otherwise qualified, to a maximum of three terms in any one specific Office. For greater clarity, Directors may serve on the Board for more than three terms, if they serve in a different Office.
- 7.03 Members of the Board hold their positions as volunteers and shall not receive remuneration in exchange for their service. Any gift presented to any person or organization on behalf of the Society, must first be approved by an Ordinary Resolution of the Board.
- 7.04 The Board may raise, or secure the payment of money, to carry out the purposes and conduct the regular business of the Society in any manner it thinks fit.
- 7.05 The Board is empowered to borrow money for the purposes of the Society.

Article 8: Board: Removal of Directors

- 8.01 A member of the Board may be removed from the Board by an Ordinary Resolution of the Board if the Board, acting reasonably, makes a bona fide determination that the conduct of such member of the Board is deemed to be prejudicial to the best interests of the Society and the proper management of same.
- 8.02 The member of the Board shall be given 14 days notice in writing of the meeting and shall be afforded a full hearing before the Board.

8.03 A member of the Board who has missed all meetings of the Board during the most recent 12 months of their term shall automatically be removed from the Board, without the need for a hearing, and shall not be eligible for re-election to the Board for a period of 2 years.

Article 9: Board: Meetings

9.01 Meetings of the Board may be held at such time and at such place as the members of the Board may from time to time determine.

9.02 A meeting of the Board shall be convened within 14 days following the receipt by the Secretary of a written request from two (2) members of the Board to convene such a meeting. The written request shall set forth the reasons for the convening of such a meeting and a general description of the topics to be discussed and proposed actions, if any, to be taken.

9.03 Notice of such meeting shall be communicated to each member of the Board not less than two (2) days before the meeting is to take place. Meetings may be held at any time without formal notice if all members of the Board are present, or those absent waive notice or signify their consent in writing to the meeting held in their absence.

9.04 At meetings of the Board, a resolution must be put forth and seconded, before it can be voted upon. Except as expressly set forth otherwise in these By-laws, members of the Board shall cast their vote verbally, by responding “yes” or “no”, in turn.

The Chairperson will cast a vote (tie breaking vote) if the Board is deadlocked.

Article 10: Financial Review

10.01 The books, accounts and records of the Society shall be audited at least once per year by two Voting Members of the Society appointed for that purpose at the Annual General Meeting. A complete and proper set of financial statements for the previous year complying with the requirements of the Act shall be submitted by such auditors at the Annual Meeting of the Society. The fiscal year end of the Society in each year shall be April 30.

10.02 The books, accounts and records of the Society may be inspected by any Voting Member of the Society at any time upon giving reasonable written notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board shall have access to such books, accounts and records of the Society upon reasonable written notice.

Article 11: General Meetings of Voting Members

11.01 The Society shall hold an Annual General Meeting of Voting Members on or before October 31st of each year, at such place in the Province of Alberta, at such time and place as may be determined by the Board, to:

- A. elect the directors of the Society;
- B. receive the audited financial statements of the Society;
- C. receive any reports related to the previous year's activities; and
- D. transact such other business as may properly come before it.

11.02 Notice in writing of the Annual General Meeting shall be given to all Members and Directors at least 14 days prior to the meeting.

11.03 Special Meetings of the Society may also be called at any time by the Secretary on 21 days written notice to Voting Members and Directors:

- A. on instructions from the Chairperson;
- B. upon receipt by the Secretary of a petition signed by one-third of the Society's Voting Members, setting forth the reasons for calling such meeting.

11.04 Twenty (20%) percent of the Society's Voting Members shall constitute quorum at any Annual General Meeting or Special Meeting.

11.05 In the case of an equality of votes on any vote at the Annual General Meeting or a Special General Meeting the Chairperson shall have a casting vote.

Article 12: Sub-Committees

12.01 To support the Society in carrying out any actionable items per its mission and vision, the Board may create one or more sub-committees which may exist for an indeterminate or specified term, to be determined at the time of the formation of such sub-committee. The Board has the power to fix the term and terms of reference for each sub-committee.

12.02 Any sub-committee that is created should have at least three (3) members, and at least one (1) of those members shall be a member of the Board. A Board member of such sub-committee shall be designated by the sub-committee to be responsible to report back to the Board, with respect to the actions of the sub-committee.

Article 13: Dissolution

13.01 The Society is to be operated without financial gain for its Members and any such profits of or accretions to the Society shall be used in promoting its objectives. Upon dissolution of the Society, after payment of all its debts, liabilities, and other obligations whatsoever, the remaining property of the Society shall be distributed or disposed of to one or more not-for-profit organizations with similar objectives.

Article 14: Alteration of Objects and By-laws

14.01 The Society, may, by Special Resolution, alter, rescind, or add to the Objects and By-Laws at the Annual General Meeting or at a Special General Meeting.