

# **Bylaws of Association of Early Childhood Educators Newfoundland and Labrador, Inc**

**Approved at AGM October 14th, 2017**

---

## **Article 1 Name**

1.01 There is constituted hereby an organization incorporated as the Association of Early Childhood Educators Newfoundland and Labrador, Inc. (AECENL), hereafter in this document known as the “Association”.

## **Article 2 Purpose and Objectives**

2.01 **Purpose:** The purpose of the Association is to promote professionalism in Early Childhood Education (ECE) and quality care and education for young children in Newfoundland and Labrador.

2.02 **Objects:** The objects of the Association are to:

- a. Promote and participate in the ongoing development of standards and guidelines designed to achieve and maintain quality care and education for young children;
- b. To be a strong voice for quality child care and education for young children;
- c. To inform parents, the community and policy makers of the value of early childhood education;
- d. Provide a forum for its members to share and exchange ideas and consider issues relating to the field of early childhood education;
- e. Advocate for improved working conditions with respect to early childhood educators in the workplace;
- f. Develop a support system for its members in the field, including promotion of ongoing professional development;
- g. Promote a sense of pride and commitment to the profession of Early Childhood Educators

## **Article 3 Head Office**

3.01 The head office of the Association shall be within the province of Newfoundland and Labrador at such location as the directors may from time to time determine.

## **Article 4 Membership and Fees**

4.01 **General:** The membership shall consist of: a) Individual Early Childhood Educators, b) ECE Students, c) Child Care Practitioners, and d) associate members. Any person who is qualified, as stated in the membership categories and who subscribes to the objectives of the Association, may become a member by payment of the membership fees. A member shall

remain a member in good standing as long as s/he upholds the objectives of the Association and membership fees are paid.

**4.02 Membership Categories and Qualifications:** The membership categories are:

- a. Individual Early Childhood Educators - qualified early childhood educator holding a Certificate, Diploma, or Degree in Early Childhood Education. (Level 1 to IV Certification).
- b. Early Childhood Education Student - a student currently enrolled full-time in a provincially recognized program of study in Early Childhood Education.
- c. Associate Member - an individual or organization who upholds the goals and objectives of the Association but are not directly employed in a child care setting.
- d. Child Care Practitioner - persons working in a child care setting other than those qualified as an early childhood educator.

**4.03 Fees:** Fees shall be determined from time to time by the Association board of directors and announced to members at the next annual meeting.

## **Article 5 Board of Directors**

**5.01 Composition and Qualifications:** The affairs of the Association shall be managed and administered by a board of directors, consisting of at least 10 members and not more than 15. Four seats shall be for representatives from the regions as defined by the Department of Education and Early Childhood Development. One position will be filled by a student as defined in the membership categories. The student position will be by appointment by the board and for a one year term or until the AGM of the year in which the student graduates. The number of directors will comprise not less than 50% persons who work directly with young children as early childhood educators. Directors must have been a member of the Association in good standing for at least 60 days prior to election to the board.

**5.02 Quorum:** Fifty percent plus one of the directors then in office shall constitute a quorum for the transaction of business at any meeting of directors.

**5.03 Board Meetings and Notice:** Meetings of the board shall be called by the Chair at such time and place as the Chair or any two directors shall determine. Notice of the time and place of meetings of directors shall be given to each director by telephone not less than 48 hours before the time of the meeting or by written notice not less than 4 days before the day of the meeting. Meetings of the directors may be held at any time without notice if all the directors have waived notice.

No notice shall be necessary for the first meeting of the newly elected board held immediately following its election.

The directors may appoint a day or days in any month or months for regular meetings and shall designate the place and time at which such meetings are to be held. A notice fixing

the place and time for regular meetings of the board shall be sent to each director and no other notice shall be required for any such regular meetings.

A meeting of directors or of a committee of directors may be held by telephone or other electronic communication means so as to permit all persons participating to communicate with each other simultaneously.

**5.04 Action by directors:** The powers of the directors may be exercised at a meeting in which a quorum is present and/or by resolution in writing approved by a majority of all the directors entitled to vote. Questions shall be decided by a majority vote with the Chair voting only if required to break a tie. Where there is a vacancy, the remaining directors may exercise all the powers of the board as long as a quorum remains in office.

**5.05 Election and term of office:** Directors shall be elected at an annual meeting of members and each director shall hold office for a two year term until the close of the second annual meeting following election provided that if an election of directors is not held at an annual meeting, the directors shall continue in office until their successors are elected. Directors are eligible for re-election.

**5.06 Appointment of Board Members:** If fewer than ten board members are elected, a quorum of board members may appoint sufficient board members to fill the minimum number required by section 5.01.

Where particular expertise is required and no board member has that expertise, a quorum of board members may appoint a maximum of two members to the board where the appointees meet the requirements of section 4.01 and have the expertise required.

The term for appointed board members shall be until the date of the annual general meeting following their appointment.

**5.07 Conflict of Interest:** A director or officer who is party to, or has a material interest in, a material contract or proposed material contract with the Association shall disclose the nature and extent of his/her interest at the time and in the manner provided by board policies.

**5.08 Removal of Directors:** A director or directors may be removed from office for:

- a) Ceasing to be a member in good standing
- b) Absence from three consecutive meeting of the Board, unless there are extenuating circumstances;
- c) Failure to perform any duty or tasks as set out in the by-laws and any board policies;
- d) A breach of the provisions of the by-laws and/or board policies regarding conflict of interest;
- e) A breach of the provisions of the board policies regarding confidentiality and privacy of information;
- f) Breach of the provisions of the by-laws and/or behavior deemed harmful to the welfare or best interests of the Association.

To remove a director from office for any of the reasons set out in this section, a resolution shall be made and approved at a regular or special meeting of the board or of the general membership by a simple majority of a quorum present at a duly called meeting to which

notice specifying the intent to pass such a resolution has been given.

A vacancy created by the removal of a director may be filled at the same meeting at which the director is removed from among those present and qualified.

- 5.09 **Vacancy of Office:** A director ceases to hold office if: removed from office by the directors and/or members as specified in these by-laws: ceases to be qualified as a member or director: or resigns in writing to the Association. A vacancy on the board may be filled by a quorum of directors by appointment of a qualified member for the unexpired term.

## **Article 6 Officers of Association**

- 6.01 **Appointment:** The directors may from time to time appoint: Chair, Co-chair, Secretary, Treasurer, and such other officers as the directors may determine. Such appointment(s) shall occur at the first meeting of the board following the annual meeting of members.
- 6.02 **Chair:** The Chair shall have general oversight over the affairs of the board of directors and Association, chair meetings of directors and members, and shall have such other powers and duties as the directors may determine.
- 6.03 **Co-Chair:** The Co-Chair shall, in the absence or inability of the Chair to act, serve in place of the Chair and shall have such other powers and duties as the directors may determine.
- 6.04 **Secretary:** The Secretary shall have general oversight of the minutes, notifications, correspondence, and other records of the Association and shall have such other powers and duties as the directors may determine.
- 6.05 **Treasurer:** The Treasurer shall have general oversight of the finances and financial records of the Association and shall such other powers and duties as the directors may determine.
- 6.06 **Variation of Duties:** The directors may, from time to time, vary, add to, or limit, the powers or duties of any officer.

## **Article 7 Committees**

- 7.01 **General:** The directors may appoint from among their number one or more committees and delegate to them any of the powers of the directors except those which under the Corporations Act a committee of directors has no authority to exercise. At the time of appointment, the terms of reference for the committee shall be specified in writing by the directors.
- 7.02 **Action by committees:** Subject to section 7.01, the powers of a committee appointed by the directors may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all members of the committee entitled to vote.
- 7.03 **Nominating Committee:** A nominating committee shall be struck at least four months prior to the annual meeting to seek from the membership nominations to the board of directors. In accordance with section 5.01 nominations shall be sought up to 60 days prior to the date of the annual meeting. If insufficient nominations have been obtained in this time frame,

nominations may be received from the floor at the annual meeting.

## **Article 8 Protection of Directors, Officers, and Others**

- 8.01 **Indemnification of Directors and Officers:** Every director and officer of the Association and their heirs, executors, administrators, and other legal representatives shall at all times be indemnified and saved harmless by the Association from and against:
- (i) Any liability and all costs, charges, and expenses sustained or incurred in respect of any action, suit, or proceeding that is proposed or commenced against a board member for or in respect of the execution of duties of office; and
  - (ii) All other costs, charges, and expenses that a board member sustains or incurs in respect of the affairs of the Association except by her/his own willful neglect or default.
- 8.02 No director or officer of the Association shall be liable for the acts, receipts, neglects, or defaults by any other director or officer or employee, or for joining in any act of conformity, or for any loss, damage, or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Association or the insufficiency or deficiency of any security in or upon which any of the monies of, or belonging to, the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy or insolvency of any person, firm, or corporation with whom any monies, securities, or effects shall be lodged or deposited or for any loss occasioned by any error or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of her/his respective office or trusts or in relation thereto unless the same shall happen by or through her/his own willful act or default.
- 8.03 Any act or proceeding of any member of the board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualifications of such director or directors.
- 8.04 Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.
- 8.05 **Liability Insurance:** The Association shall purchase and maintain insurance for the benefit of any person referred to in section 8.02 against any liability incurred by her/him:
- (i) in her/his capacity as a director or officer of the Association except where the liability relates to her/his failure to act honestly and in good faith with a view to the best interests of the Association; or
  - (ii) in her/his capacity as a director or officer of another body corporate where s/he acts or acted in that capacity at the Association's request, except where the liability relates to her/his failure to act honestly and in good faith with a view to the best interests of the Association.

## **Article 9 Annual and Special Meetings of Members**

- 9.01 **Annual Meeting:** The annual meeting of the members shall be held at a location to be determined by the board of directors at such time in each year as the directors may determine for the purpose of receiving the reports and statements required to be placed before the members at an annual meeting, electing directors, appointing an auditor or auditors, and for the transaction of such other business as may be properly brought before the meeting.
- 9.02 **Special Meetings:** The directors shall have power at any time to call a special meeting of members to be held at such time and at such place as maybe determined by the board of directors.
- 9.03 **Notice of Meetings** - Notice of the time and place of a meeting of members shall be given not less than 30 days before the meeting to each member and director and to the auditor, if any, of the Association. Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon and shall include the text of any special resolution to be submitted to the meeting. All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statement, auditor's report, if any, election of directors and reappointment of the incumbent auditor, shall be deemed to be special business.
- 9.04 **Record Date for Notice** - For the purpose of determining members entitled to receive notice of a meeting of members, the directors may fix in advance a date as the record date for such determination of members, but the record date shall not precede by more then fifty days or less than thirty days the date on which the meeting is to be held.
- 9.05 **Scrutineers** - At each meeting of members one or more scrutineers, who need not be members, may be appointed by the chair.
- 9.06 **Quorum** – Twenty-five members present and entitled to vote shall constitute a quorum for the transaction of business at any meeting of members.

## **Article 10 Business of the Association**

- 10.01 **Signing Authority:** Any two officers of the Association shall have authority to sign in the name and on behalf of the Association all instruments in writing and any instruments in writing so signed shall be binding upon the Association without any further authorization or formality. Where policies and procedures have been approved by the board, signing authority may be delegated to an employee of the Association.
- 10.02 **Execution of Documents:** Deeds, transfers, licenses, contracts, and engagements on behalf of the Association shall be signed by any two officers of the Association. Notwithstanding any provisions to the contrary contained in the by-laws of the

Association, the board of directors may at any time by resolution direct the manner in which, and the person(s) by whom any particular instrument, contract, or obligations of the Association shall be executed.

10.03 **Books and Records:** The directors shall see that all necessary books and records of the Association required by the by-laws or by any applicable statute or law are regularly and properly kept.

10.04 **Fiscal Year:** The fiscal year of the Association shall terminate on the 31<sup>st</sup> day of March in each year.

10.05 **Share Capital and Distribution of Corporate Property:** The Association has no authorized share capital. The Association is to be carried on without pecuniary gain to its members. Any profits or other accretions to the Association are to be used only in furthering its undertaking. Upon dissolution of the Association and after payment of all its debts and liabilities, all remaining property shall be distributed or disposed of to organizations in the province, the undertaking of which is charitable or beneficial to the community.

#### **Article 11 Parliamentary Authority**

11.01 The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern the Association in all cases to which they are applicable, and which they are not inconsistent with the Corporations Act and these by-laws.

#### **Article 12 Bylaw Amendments**

12.01 Additions, amendments, or alterations to these by-laws shall be made by a two-thirds majority at an annual meeting of members. Subject to the foregoing, the board of directors may, with proper notice given at the time of the notice of annual meeting, propose additions, amendments, or alterations to these by-laws.

#### **Article 14 Repeal of Previous Bylaws**

14.01 When approved by an annual meeting of the Association, these by-laws shall henceforth be regarded as the by-laws of the Association and the previous constitution and by-laws are repealed.

**Date Passed by the Board of Directors:** \_\_\_\_\_

**Date Passed by the Annual Meeting of Members:** November 3<sup>rd</sup> 2012