



OCTOBER 1, 2025

**FORT MACLEOD
EARLY LEARNING
& CHILDCARE SOCIETY
NON-PROFIT SOCIETY BYLAWS**

Fort Macleod Early Learning & Childcare Society Incorporated under the Societies Act of Alberta

BYLAWS

Effective October 8th, 2025.

These bylaws have been developed in accordance with the governance principles of the *Alberta Board Development Program* and the *Societies Act of Alberta*, incorporating best practices for non-profit early learning organizations.

Article I – Name and Definitions

- 1.1 The name of the Society shall be Fort Macleod Early Learning & Childcare Society (hereafter referred to as “the Society”).
- 1.2 The “Societies Act” means the Societies Act of Alberta.
- 1.3 “Board” means the Board of Directors duly elected to govern the Society.
- 1.4 “Member” means any individual who has been accepted into membership under Article III.
- 1.5 “Director” means any elected member of the Board.
- 1.6 “Officer” refers to the President, Vice President, Secretary, Treasurer, and Member-at-Large.
- 1.7 “Special Resolution” means a resolution passed by at least seventy-five percent (75%) of votes cast at a general or special meeting for which proper notice has been given.

Article II – Membership

- 2.1 Membership is open to any individual in the community who supports the purposes of the Society.
- 2.2 Each member is entitled to one (1) vote at Annual General Meetings and Special Meetings of the Society. Members do not vote at regular meetings of the Board of Directors.
- 2.3 Membership is non-transferable.
- 2.4 A member may resign by written notice to the Board.
- 2.5 The Board may terminate a membership for cause by majority vote after providing the member notice and an opportunity to respond.
- 2.6 Members in good standing may:
 - a. Attend Annual General and Special Meetings of the Society;
 - b. Vote on motions presented at those meetings; and
 - c. Stand for election to the Board of Directors.

Article III – Meetings of the Society

- 3.1 The Society shall hold an Annual General Meeting (AGM) in September each year.
- 3.2 Notice of the AGM shall be given at least 21 days in advance.
 - 3.2.1 Method of Notification: Notice of any Annual General Meeting or Special Meeting shall be provided to all members by email and by public posting at the Society’s registered physical address. Electronic notice shall be considered sufficient.
- 3.3 Special Meetings may be called by the President or by a majority of the Board with 7 days’ notice.
- 3.4 Quorum for a general meeting shall be 50% + 1 of members in good standing.

3.4.1 Quorum for a Special Meeting shall be fifty percent (50%) plus one (1) of the members in good standing.

3.5 Meetings shall follow a majority vote procedure — motions are decided by majority of members present.

3.6 In the event of a tie, the President's vote prevails.

3.7 No proxy voting is permitted.

Article IV – Board of Directors

4.1 The Board shall consist of five (5) Directors, each serving a two-year term.

4.2 Directors shall be elected by members at the Annual General Meeting.

4.3 Vacancies on the Board may be filled by appointment of the remaining Directors until the next AGM.

4.4 A Director may be removed from office by a majority vote of the Board for cause, non-participation, or breach of these bylaws.

4.5 No Director shall receive remuneration for their service as a Director.

4.6 Quorum for Board meetings shall be three (3) Directors.

4.7 The Board shall meet monthly, or as required to conduct the business of the Society.

4.8 Decisions shall be made by majority vote of those present. In the event of a tie, the President's vote prevails.

4.9 All meetings shall be recorded in official minutes, which must be approved and signed at the next meeting.

4.10 The Board shall ensure that all actions are consistent with the Society's objects, bylaws, and applicable legislation.

Article V – Duties of Officers

5.1 The Officers of the Society shall consist of a President, Vice President, Secretary, Treasurer, and Member-at-Large.

5.2 Duties

President:

- Provides leadership to the Board;
- Chairs all meetings of the Society and Board;
- Ensures compliance with the Societies Act; and
- Acts as the official representative of the Society.

Vice President:

- Assists the President and assumes duties in their absence; and
- Performs additional duties as assigned by the Board.

Secretary:

- Records minutes of all meetings;
- Maintains membership and meeting records; and
- Issues official notices of meetings.

Treasurer:

- Oversees all financial records and reporting;
- Ensures accurate accounting practices; and

- Prepares annual financial statements for the AGM.

Member-at-Large:

- Represents the general membership;
- Serves on committees as appointed by the Board; and
- Assists with Society activities as needed.

Article VI – Personnel Committee

6.1 The Board shall appoint a Personnel Committee of two (2) Directors annually.

6.2 The Personnel Committee shall:

- a. Review staff performance and recommend compensation;
- b. Oversee recruitment and policy compliance; and
- c. Make recommendations to the Board — but not final decisions.

6.3 Committee members must be free from any conflict of interest regarding staff employment or contractual matters.

Article VII – Powers of Directors and Officers

7.1 The Board of Directors shall have full power to manage the affairs of the Society in accordance with these bylaws and the Societies Act, including but not limited to:

- a. Managing the operations, programs, and activities of the Society;
- b. Approving budgets and overseeing financial management;
- c. Entering into contracts, agreements, and funding arrangements on behalf of the Society;
- d. Establishing committees and delegating authority as necessary;
- e. Hiring, supervising, and terminating staff;
- f. Ensuring compliance with applicable laws, regulations, and policies.

7.2 Officers of the Society shall have the authority necessary to perform the duties of their respective offices, consistent with the direction of the Board.

Article VIII – Conflict of Interest

8.1 Directors must declare any personal, financial, or relational interest in a matter before the Board.

8.2 A Director who declares a conflict shall abstain from discussion and voting on that matter.

8.3 The Society may enter into a contract or lease with a related party only if:

- a. The relationship and interest are fully disclosed;
- b. The transaction is fair and reasonable;
- c. The affected Director abstains from all deliberation and votes; and
- d. The decision is recorded in the official minutes.

8.4 The Board must handle all conflicts transparently and in accordance with the Societies Act.

Article IX – Finance and Fiscal Year

9.1 The fiscal year of the Society shall end on August 31 of each year.

9.2 All funds shall be used solely to advance the objects of the Society.

9.3 All financial instruments, including cheques, require signatures of two (2) of the five (5) Directors.

9.4 The Treasurer shall prepare annual financial statements for presentation at the AGM.

9.5 The Society's financial records shall be audited annually by a qualified CPA auditor appointed by the Board or by the Members at the Annual General Meeting. The auditor shall provide a written report on the Society's financial statements, which shall be presented at the AGM.

9.6 The Society shall maintain all books and records at its registered office or another secure location designated by the Board.

Article X – Committees

10.1 The Board may establish committees as needed to carry out the work of the Society.

10.2 Each committee shall operate under terms of reference approved by the Board.

10.3 Committees shall report to the Board, and their recommendations require Board approval before implementation.

Article XI – Inspection of Records

11.1 Members in good standing may request access to Society records in writing to the Board.

11.2 The Board shall make records available within a reasonable time for review at a mutually agreed location.

11.3 Records shall not be removed from the Society's premises or copied without Board authorization.

Article XII – Borrowing Powers

12.1 The Society may borrow funds or issue debentures only by special resolution approved at a General Meeting.

12.2 The Board may authorize temporary banking or credit arrangements necessary for day-to-day operations.

Article XIII – Indemnity

13.1 Every Director or Officer acting honestly and in good faith in the execution of duties shall be indemnified by the Society against all costs or claims arising from their official acts.

13.2 No Director shall be liable for acts of another Director, provided they acted within the law and these bylaws.

Article XIV – Amendments

14.1 These bylaws may be amended by special resolution (requiring a 75% majority) at an AGM or Special Meeting.

14.2 Proposed amendments must be circulated to all members at least 21 days in advance.

Article XV – Dissolution


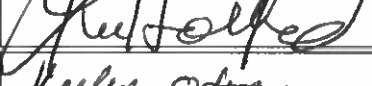



15.1 Upon dissolution of the Society, and after payment of all debts and liabilities, the remaining assets shall be distributed to another Alberta-based non-profit organization with similar purposes, as determined by the Board.

15.2 No portion of the Society's income or property shall be paid to, or otherwise made available for, the personal benefit of any member or Director.

Article XVI – Signatures of Incorporators

These bylaws were originally reviewed, approved, and adopted on October 8th, 2025.

They have been revised solely to incorporate required amendments identified by the Alberta Corporate Registry during the incorporation review process. No substantive changes were made beyond those required for compliance. As such, these bylaws are now recirculated for signature by the incorporators.

Full Name (Legal)	Date of Signature	Formal Signature
Mackenzie Hengerer	11/24/2025	
Lee Anne Hofeld	11/24/2025	
Keeley Odrey	11/24/2025	
Laura Yunick	11/24/2025	
Jesse Syrowitz	11/25/2025	

Witness

I, the undersigned, witnessed the signatures of all incorporators listed above.

Full Name (Legal)	Date of Signature	Formal Signature	Full Address
Cassie Ducharme	11/24/2025	cDucharme	2315 2nd Avenue Fort Macleod, AB T0L0Z0.