

March 21, 2023

**To:** Members, RisingOaks Early Learning Ontario  
**Fr:** Alisha Michiels, Chair of the Governance Committee  
Board of Directors  
**Re:** Proposed revisions to the By-Laws

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Dear Member:

As we prepare for the upcoming Annual General Meeting (AGM), please be advised that *“it was moved, seconded and carried – on March 7, 2023 -that the board of directors repeal the General Operating By-Law No. 3, approved by the Members on April 12, 2022, and approve the General Operating By-Law No. 4, as amended”*.

Pursuant to Article 11, Section 11.1 – By-Laws and Effective Date, “any such By-law amendment or repeal shall be effective from the date of the Resolution of Directors until the next Annual Meeting of Members where it may be confirmed, rejected, or amended by the Members by a Special Resolution”.

To support informed decision-making, the next page includes an overview of the revisions to the By-Laws that you will be asked to sanction at the AGM on April 11, 2023.

Questions regarding these revisions may be submitted to the board via email to [questions@risingoaks.ca](mailto:questions@risingoaks.ca).

To view the full By-Laws, visit [www.risingoaks.ca/by-laws](http://www.risingoaks.ca/by-laws)

| Section                       | Current   | Revised  | Rationale  |
|-------------------------------|---|--|--|
| All                           | Uses gendered pronouns  | Updated to use gender-neutral language throughout (e.g., their or they rather than he or she)  | In response to DEI action plan to be more inclusive.   |
| 3.2 Conditions for Membership | Individuals are required to have the following qualifications to be considered for Membership:<br>(a) the individual must be:<br>i. interested in furthering the Corporation's Objects and has a child in his or her care and custody who is enrolled in at least one (1) of the Corporation's programs; or<br>ii. a Director of the Corporation;   | Individuals are required to have the following qualifications to be considered for Membership:<br>(a) the individual must be:<br>i. interested in furthering the Corporation's Objects and has a child in <b>their</b> care and custody who is enrolled in at least one (1) of the Corporation's <b>infant, toddler, preschool, before school or after school</b> programs; or<br>ii. a Director of the Corporation; | To provide more clarity and remove any confusion for an individual whose child attends only summer camp or a single PA Day.  |
| 9.1 Officers                  | The Officers of the Corporation shall be Chair, Vice Chair, Secretary, Treasurer, and such other Officers as deemed necessary by the Board. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person. <del>All Officers and candidates to become Officers must be Members of the Corporation in good standing.</del> | The Officers of the Corporation shall be Chair, Vice Chair, Secretary, Treasurer, and such other Officers as deemed necessary by the Board. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.   | Per Employment Agreement, the CEO is an officer of the corporation, but is no longer Member. Confirmed with legal counsel that under the Canada Not-for-Profit Corporations Act (CNCA), officers are not required to be members. |

| Section  | Current  | Revised  | Rationale   |
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| 9.2 Description of Offices and Election/ Appointment | <p><b>(c) Secretary</b> – The Secretary of the Corporation shall be appointed by the Directors elected at the Annual Meeting of Members and those Directors continuing in office, provided the Secretary shall not be the Chair or Vice Chair of the Corporation. His or term shall commence at the end of the first Board Meeting following the Annual Meeting of the Members and he or she shall serve for one (1) year.</p> <p>The Secretary <del>–or the Chief Executive Officer (CEO) if directed by the Board–</del> shall keep the minutes of all Meetings of Members and Board Meetings in books, software, or the like provided for that purpose. She or he shall attend to the giving and receiving of all notices of the Corporation. He or she shall certify documents issued by the Corporation. She or he shall have charge of the Membership list, and all such books, software, or other shall at all reasonable times be open to the inspection of any Director by application at his or her office. He or she shall perform such</p> | <p><b>(c) Secretary</b> – The Secretary of the Corporation shall be appointed by the Directors elected at the Annual Meeting of Members and those Directors continuing in office, provided the Secretary shall not be the Chair or Vice Chair of the Corporation. The Secretary’s term shall commence at the end of the first Board Meeting following the Annual Meeting of the Members and <b>they</b> shall serve for <b>a</b> one (1) year term, <b>with the option to be re-appointed annually.</b></p> <p>The Secretary shall keep the minutes of all Meetings of Members and Board Meetings in books, software, or the like provided for that purpose. <b>They</b> shall attend to the giving and receiving of all notices of the Corporation. <b>They</b> shall certify documents issued by the Corporation. <b>They</b> shall have charge of the Membership list, and all such books, software, or other shall at all reasonable times be open to the inspection of any Director by application at their office. <b>They</b> shall perform such other and further duties as may from time to time be</p> | <p>Updated for gender neutral language.</p> <p>Allows for more flexibility to re-appoint a Secretary for a subsequent term.</p> <p>Removal of mention of CEO in the second paragraph removes role ambiguity and keeps role of secretary clear, regardless of who is in that position.</p> |

| Section  | Current  | Revised   | Rationale  |
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| Secretary continued...                               | other and further duties as may from time to time be delegated to her or him by the Board of Directors. The Secretary shall, with the help of the Corporation's office staff, prepare and keep minutes of the proceedings of the Meetings of Members and Board Meetings.   | delegated to them by the Board of Directors. The Secretary shall, with the help of the Corporation's office staff, prepare and keep minutes of the proceedings of the Meetings of Members and Board Meetings.   |  |
| 9.2 Description of Offices and Election/ Appointment | (e) <b>Chief Executive Officer (CEO)</b> – The CEO shall be responsible for implementing the strategic plans and policies of the Corporation. The CEO shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. His or her performance shall be reviewed annually in accordance with Board policy. | (e) <b>Chief Executive Officer (CEO)</b> – The CEO shall be responsible for implementing the strategic plans and policies of the Corporation. The CEO shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. <b>The CEO, by virtue of their position, may be appointed annually as the Secretary of the Board. Their</b> performance shall be reviewed annually in accordance with Board policy. | The board intends to appoint the CEO as corporate secretary. Based on the size of the organization, the CEO or their office is already responsible for most of the functions of the Secretary position. This aligns with current practice for similar sized not-for-profit associations. |