

Elmwood Community Resource Centre and Area Association Inc.

BYLAW AMENDMENT

Article 1 Preamble

1.1 The Association

The name of the association is *Elmwood Community Resource Centre and Area Association Inc.*, which may also be known or referred to in these Bylaws as “**ECRC**” or the “**Association**”.

1.2 The Mandate

ECRC provides resources and leadership so the people of Elmwood can work together in building a stronger and safer community, making it a more desirable place to live, work and raise a family. We will accomplish this by:

- Developing programs to meet the changing needs of the people in the community; and
- Connecting people, ideas and resources.

1.3 The Bylaws

The following articles set forth the Bylaws of ECRC.

Article 2 Definitions and Interpretation

2.1 Definitions

In these Bylaws, the following words have these meanings:

- “**Act**” means *The Corporations Act*, CCSM c C225 of Manitoba as same may be amended or substituted from time to time.
- “**Annual General Meeting**” or “**AGM**” means the annual general meeting described in Section 4.1.
- “**Association**” means Elmwood Community Resource Centre and Area Association Inc.
- “**Board**” or “**Board of Directors**” means the board of directors of the Association.
- “**Bylaws**” means the Bylaws of this Association as may be amended from time to time.
- “**Director**” means any person elected or appointed to the Board.
- “**Elmwood Community**” has the definition ascribed thereto in Section 3.1(b) hereof.
- “**ECRC**” means Elmwood Community Resource Centre and Area Association Inc.
- “**Member**” means a member of the Association as set out in Section 3.1.
- “**Officer**” means an officer of ECRC.
- “**Registered Office**” means the registered office of the Association.
- “**Resolution**” means a resolution passed at the Annual General Meeting of the membership of this Association other than stated in Section 4.1. There must be twenty-one (21) days’ notice for

this meeting. The notice must state the proposed resolution. There must be approval by a vote of more than 50% of the Voting Members who vote in person.

- (m) **“Special Meeting”** means a special general meeting as described in Section 4.2.
- (n) **“Special Resolution”** means a resolution passed at a Special Meeting of the membership of this Association other than stated in Section 4.2. At least twenty-one (21) days’ notice must be given for a Special General Meeting and the notice must state the proposed resolution. A vote of at least 75% of the Members present and voting at the Special Meeting is required.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws:

- (a) Singular and Plural: Words indicating the singular number also include the plural, and vice-versa.
- (b) Headings: Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- (c) Liberal Interpretation: These Bylaws must be interpreted broadly and generously.
- (d) Gender: Words indicating a gender also include the masculine, feminine and neuter genders.

Article 3 Membership

3.1 Classification of Members

- (a) Types of Members: There are four categories of Members:
 - (i) Resident Members
 - (ii) Community Members;
 - (iii) Employees of the Association; and
 - (iv) Directors of the Association.
- (b) Resident Members: – Subject to those individuals who have terminated their membership in the Association, died or who have been removed as Members subject to Section 3.3 hereof, all individuals who are at least Sixteen (16) years of age and who reside in the Elmwood Community (as that term is defined herein) are automatically Members of the Association and entitled to the rights and privileges of Members as set-out in these Bylaws including those contained in Section 3.2 hereof. The Elmwood Community shall be the area comprised of the following boundaries: Panet Road to the East, the Red River to the West, Kimberley Street to the North and the Red River and Thomas Avenue to the South.
- (c) Community Members: Community Membership –Individuals who reside outside the Elmwood Community may apply, in writing, for membership by declaring an interest in the community, supports the aims, beliefs and activities of the organization. Some examples include:
 - Individuals who work or operate a business within the boundaries;
 - Individuals who own residential or commercial property within the boundaries;

- Individuals who work or volunteer within the boundaries; or
 - Individuals whose immediate family attends school, recreational or other on-going activities within the boundaries.
- (d) Employees of the Association: Each employee of the Association shall be a Member of the Association and entitled to the rights and privileges of Members as set-out in these Bylaws including those contained in Section 3.2 hereof.
- (e) Directors of the Association: Each Director shall be a Member of the Association and entitled to the rights and privileges of Members as set-out in these Bylaws including those contained in Section 3.2 hereof.

3.2 Rights and Privileges of Members

- (a) Rights: Any Member in good standing is entitled to:
- (i) receive notice of meetings of the Members of the Association;
 - (ii) attend and vote at any meeting of the Members of the Association;
 - (iii) speak at any meeting of the Members of the Association; and
 - (iv) exercise other rights and privileges given to Members as set out in these Bylaws.
- (b) Member in Good Standing: Any Member is in good standing provided they meet the definition of Member as set out in Section 3.1 hereof and whose membership has not been terminated pursuant to Section 3.3 hereof.

3.3 Termination of Membership

- (a) Termination by Member: Any Member may terminate their membership in the Association by giving written notice to the Secretary or Chair of the Association. The Member is considered to have ceased being a Member on the date the resignation letter is received by the Chair or Secretary.
- (b) Death: The membership of the Member is ended upon his death.
- (c) Removal: Any Member of the Association may be removed as a Member by ordinary resolution of the Board of Directors upon two weeks' written notice of the intended resolution being given to the Member by ordinary mail or email if such Member is acting in a way that is found to be prejudicial or detrimental to the best interests of the Association. Any Member so removed may appeal his or her removal at the next Annual General Meeting of the Association at which time the Members shall by ordinary resolution affirm or reverse the decision of the Board of Directors.

3.5 Transmission of Membership

No right or privilege of any Member is transferable or assignable to another person. All rights and privileges cease when the Member resigns, dies, no longer meets the definition of Member as herein defined, or is removed from the Association in accordance with Section 3.3 hereof.

3.6 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Association.

Article 4

Meetings of the Members

4.1 Annual General Meeting

The Association shall hold its Annual General Meeting once per calendar year within 6 months of the fiscal year end on a day and at a place named by the Board of Directors. The Members of the Association shall review the audited financial statements for the preceding fiscal year, appoint an auditor, conduct elections to the Board of Directors, amend the bylaws on the recommendation of the Board of Directors, as applicable, and conduct any other such business as may properly come before it.

4.2 Special General Meetings of the Members

Special Meetings of the Association may be called at such time and place as determined by resolution of the Board of Directors, or on the written request of at least five (5) Directors, or on the written request of fifteen (15) Members. The request must state the reason the Special Meeting is requested and the motion(s) intended to be submitted at the Special Meeting.

4.3 Notice of Annual General or Special Meetings

The notice of the Annual General Meeting or any Special Meeting shall be issued no less than twenty-one (21) days prior to the meeting and shall be delivered to every member by whatever means is necessary. Every notice of an Annual General or Special Meeting shall state the nature of the business of the meeting and will include sufficient information to enable Members to form reasoned judgments on the decisions to be taken. For a Special Meeting, only matter(s) set out in the notice of the meeting shall be considered at the meeting. No error or omission in giving notice of any Annual General Meeting or Special Meeting or any adjourned meeting, whether Annual General Meeting or a Special Meeting of the Members of the Association shall invalidate such meetings or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

4.4 Quorum

Quorum for the purposes of an Annual General Meeting or Special Meeting of the Members shall consist of fifteen (15) Members in good standing present at the meeting.

4.5 Voting of Members

Each Member shall be entitled to one (1) vote at a meeting of the Members. No Member shall vote by proxy.

At all meetings of Members every question shall be decided by a majority of the votes of the Members present in person unless otherwise required in these Bylaws. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of, or against, such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the Members present in person, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Members of the Association upon the matter in question.

4.6 Conduct of General and Special Meetings of the Members

Annual General and Special Meetings shall be chaired in a manner that allows for general consensus to be achieved. Should consensus be elusive, the Assembly will invoke Robert's Rules of Order, and resolutions shall require a simple majority to pass unless otherwise specified in these by-laws.

Procedures for voting at Member meetings will be laid out in a governance policy by the Board of Directors and a summary of the procedures will be shared, upon request, with the assembled members at the outset of any Annual General or Special Meeting of the members.

4.7 Error or Omission in Notice

No error or omission in giving notice of any Annual General or Special Meeting of the Members or any adjourned meeting, whether Annual or Special of the Members shall invalidate such meetings or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Article 5

The Board of Directors

5.1 Composition of the Board of Directors

The Association shall be governed by a Board of Directors comprised of a minimum of eight (8) and a maximum of twelve (12) Members who will act as Directors of the Association. The Board shall make an effort at all times to consist of at least one (1) Director living in the Elmwood Community who is under the age of Thirty (30). The majority of the Directors shall be residents of the Elmwood Community, unless such a composition shall be considered by the Board of Directors to be detrimental to the best interests of the Association, in which case the percentage of Directors who are residents of the Elmwood Community shall be at the sole discretion of the Board. Notwithstanding the foregoing, the Board shall at all times consist of as many residents of the Elmwood Community as practicable taking into consideration the need for certain expertise on the Board of Directors.

5.2 Qualifications of a Director

Any Member of the Association may be appointed or elected as a director, provided they are:

- 1) a Member in good standing of the Association;
- 2) a Member who has attained the age of 18 years of age;
- 3) does not have the status of a bankruptcy;
- 4) not an employee of the Association; and
- 5) not related by a primary relationship (spouse, child, step-child, parent or step-parent) to an employee of the Association.

5.3 Election of Board Directors

The Board of Directors shall establish a Nominating Committee for the purpose of overseeing the orderly election of Members to fill the Board of Directors.

The Nominating Committee shall prepare a slate of candidates to be considered by the Members at the Annual General Meeting.

The election of Directors shall be by ordinary resolution of the Members in attendance at the Annual General Meeting or at a Special Meeting convened for that purpose.

5.4 Term of Office

Each Director shall take office immediately following the Annual General Meeting at which they are elected.

The terms of office for Directors shall be three (3) years in duration. A Director may serve for two (2) consecutive terms. After serving two (2) consecutive terms, a Director shall stand down for a full year before being reappointed or re-elected to the Board.

Director terms will be staggered so that not all terms expire in the same year.

5.5 Termination, Resignation and Vacancy

A Director may resign his position at any time by providing written notice to the Board. The Board may, by resolution of 2/3 of the Board Directors, remove a Director for cause where the Board of Directors, in its sole discretion, finds that the actions or conduct of a Director is contrary to the best interests of the Association, including but not limited to, any criminal conduct.

A Director position on the Board shall be deemed vacant if:

- (a) A Director ceases to be qualified in accordance with Article 3.1; or
- (b) A Director has missed three (3) Board meetings without notice in any twelve month period.

The Board is authorized to fill a vacancy on the Board or to appoint a replacement for a Director who has resigned, whose position has been deemed vacant or who has been removed by resolution. Such an appointment shall be in effect until the next Annual General Meeting. A Director appointed as a replacement shall be eligible to be elected to hold office for the unexpired term of his or her predecessor and shall be eligible for re-election for one (1) consecutive term.

5.6 Filling Vacancies

Subject to the Act, a quorum of Directors may fill a vacancy occurring on the Board between Annual General Meetings. Any Director appointed to fill a vacancy shall be entitled to hold office only until the next Annual General Meeting of the Members. At the Annual General Meeting following the vacancy, the vacancy shall be filled in accordance with the By-Laws. The Director so elected to fill the vacancy shall hold office for the unexpired term of his or her predecessor.

5.7 Remuneration and Expenses

Directors shall serve without remuneration but shall be entitled to reimbursement of reasonable expenses incurred in carrying out their duties as Directors. The Board of Directors shall develop a policy regarding reasonable expenses and remuneration of same.

5.8 Powers and Responsibility of the Board

The Board of Directors may exercise all the powers of the Association, including the authorization of expenditures, the borrowing of money, and the execution of legal documents. In exercising these powers, Directors and Officers of the Association shall act honestly and in good faith with a view to the best interests of the Association, and will exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board of Directors will adopt a code of conduct, conflict of interest policy and confidentiality policy and each Director shall conduct themselves in accordance with such policies.

5.9 Errors in Notice

No error or omission in giving such notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Article 6

MEETINGS of the BOARD of DIRECTORS

6.1 Frequency and Location of Meetings

The Board of Directors shall meet no less than five (5) times per year, at a time, date, and location determined by the Board of Directors.

6.2 Notice of Meetings

A meeting of the Board may be called by the Chair or by a majority of the Directors. Notice of Board meetings shall be sent to all Directors no less than three (3) days prior to the meeting.

6.3 Quorum

Quorum for meetings of the Board shall be a simple majority.

6.4 Voting Rights and Procedures

Each Director is entitled to one (1) vote and voting by proxy is not permitted. Only Directors present at the meeting shall be entitled to vote.

6.5 Chair

The Chair shall preside at all Board meetings. In the absence of the Chair, the Vice-Chair shall preside. In the event that the Chair and Vice-Chair are absent, the Directors present shall choose one of their number to act as the Chair.

6.6 Participation by Telephone or Other Communications Facilities

Directors may participate in a meeting of the Board of Directors or a committee of Directors by telephone or other electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at the meeting of the Board of Directors.

Article 7

OFFICERS and COMMITTEES

7.1 Officers of the Board of Directors

There shall be four (4) Officers of the Association. The Officers shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer and such other Officers as the Board of Directors may determine from time to time. The Officers will be chosen from amongst the Board Directors at the first Board meeting subsequent to the Annual General Meeting. The Directors of the Association may appoint other officers who need not be members of the Board as deemed necessary or in the best interests of the Association.

The Officers shall serve a one (1) year term which is renewable annually.

7.2 Duties of the Officers

Officers shall be responsible for the duties assigned to them from time to time by the Board of Directors and they may delegate to others the performance of any or all such duties.

7.3 Removal of Officers

Any of the Officers may be removed by a resolution of the Board which attains two thirds (2/3) majority support.

7.4 Committees

From time to time as it sees fit, the Board of Directors may establish such committees or working groups as may be required by the Association. Composition of such committees and terms of reference to inform the committee's work will be established by the Board of Directors.

Article 8
PROTECTION OF DIRECTORS AND OFFICERS

8.1 Limitation of Liability

No Director or Officer of the Association is liable for the acts, neglects or defaults of any other Director or Officer or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default, provided that nothing herein shall relieve any Director or Officer of any liability imposed upon him by the Act.

8.2 Indemnity

Every Director and Officer of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- a) all costs, charges and expenses which such director or officer, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Article 9
GENERAL PROVISIONS

8.1 The Registered Office

The registered office of the Association is located in Winnipeg, Manitoba, and at such place therein as the Board of Directors may from time to time determine.

8.2 Finance and Auditing

- (a) Fiscal Year: The fiscal year of the Association ends on March 31st of each year.
- (b) Yearly Audit: There must be an audit of the books, accounts and records of the Association at least once each year. A qualified accountant appointed at each Annual General Meeting must do this audit. At each Annual General Meeting of the Association, the Treasurer shall submit a complete audited statement of the books for the previous year.

8.3 Amending the Bylaws

- (a) Amending the Bylaws: These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Association.
- (b) Notice: The twenty-one (21) days' notice of the Annual General Meeting or Special Meeting of the Association must include details of the proposed resolution to change the Bylaws.
- (c) Effective Date: The amended bylaws take effect after approval by a Special Resolution at the Annual General Meeting or Special Meeting.

8.4 Disposition of Assets upon Dissolution

In the event that the Association shall cease operations or be dissolved, whether voluntary or involuntary, the Board of Directors, after paying any and all debts or liabilities of the Association, shall authorize and distribute all of the remaining assets of the Association to a non-profit or charitable organization or organizations having similar aims and objectives to that of the Association.

ENACTED this ___ day of _____, 2016.

Board Approved

Chair

Vice Chair

Dated

Witness