

SELKIRK & DISTRICT COMMUNITY FOUNDATION INC.

BY-LAW NO. 1 (Revised February 2005)

ARTICLE ONE

INTERPRETATION

1.01 Definition in this By-law:

“**Act**” means the Manitoba Corporations Act as amended or substituted from time to time;

“**Board**” means the Board of Directors of the Corporation;

“**Corporation**” means Selkirk & District Community Foundation Inc.;

“**President**” means the President or Chair of the Corporation; and

“**Secretary**” means the Secretary of the Corporation.

1.02 Gender, etc. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

ARTICLE TWO

CORPORATE SEAL

2.01 Form of Seal. The seal in the form impressed in the margin hereof, shall be the seal of the Corporation.

2.02 Custody of Seal. The Secretary shall have custody of the Seal.

2.03 Sealing of Documents. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing by an officer or director of the corporation.

ARTICLE THREE

MEMBERS

3.01 Members. Membership in the Corporation shall consist of the persons who are from time to time members of the Board.

3.02 Withdrawal of Members. Any member may withdraw his membership in the corporation by written resignation.

ARTICLE FOUR

HEAD OFFICE

4.01 Head Office. The head office of the Corporation shall be in the City of Selkirk, Province of Manitoba, and at such place therein as the Board may from time to time determine.

ARTICLE FIVE

BOARD OF DIRECTORS

5.01 Powers of Board. The property and business of the Corporation shall be managed by the Board which shall consist of nine directors unless the Board from time to time by Resolution at a regular or special meeting varies the said number of directors. All officers and committees shall be responsible to and subject to the direction and control of the Board.

5.02 Terms of Office.

- (a) After the first meeting of the Nominating Committee, all of the first directors shall resign and nine directors shall be appointed to the Board by the Nominating Committee.
- (b) Each director shall be appointed for a term of three years except that when appointing the first Board, the Nominating Committee shall appoint three of the directors for a term of three years, three of the directors for a term of two years and three of the directors for a term of one year.
- (c) In each succeeding year, three persons shall be appointed to the Board for a term of three years to replace the three directors whose terms have expired. The power to appoint such director shall be exercised by the person or body who appointed the director being replaced by such appointment.

(d) Any director who has served two consecutive terms of office shall not be eligible for re-appointment to the Board until a period of at least one year has elapsed since the end of his second successive term in office.

(e) Each director shall hold office until the earlier of:

- (i) the date upon which his successor is appointed in accordance with paragraph 5.02(c);
- (ii) his bankruptcy;
- (iii) a finding by a Canadian court of competent jurisdiction that he is of unsound mind;
- (iv) his resignation; or
- (v) his death.

5.03 Board Members. Meetings of the Board may be held at any time and place as determined by the Board, provided that seven clear days' notice of such meeting shall be sent in writing to each director and provided that there shall be at least one meeting per year.

5.04 Quorum. The quorum for any meeting of the Board shall consist of a majority of the Board.

5.05 No Remuneration of Directors or Committee Members. The directors and members of committees shall serve without remuneration and no director or committee member shall directly or indirectly receive any profit from his position on the Board as such. A director or committee member may be reimbursed for reasonable expenses incurred by him in the performance of his duties. And any director or committee member who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

5.06 Removal of Directors. Any director may be removed at any duly convened meeting of the members by a vote of not less than two thirds of the members present at such meeting.

ARTICLE SIX

COMMITTEES

6.01 Nominating Committee. The Nominating Committee shall be composed of the persons who hold the following offices from time to time or such persons as they may designate to serve on the Nominating Committee:

- (a) the Mayor of the City of Selkirk;
- (b) the Reeve of the Rural Municipality of St. Andrews;
- (c) the Reeve of the Rural Municipality of St. Clements;
- (d) the Chairman of the Board of the Interlake Regional Health Authority;
- (e) the President of the Selkirk & District Chamber of Commerce;
- (f) the Chairman of the Board of the Lord Selkirk School Division;
- (g) the President (Chair) of the Corporation.

6.02 Representatives. In the event that any member of the Nominating Committee is unavailable to attend an annual or other meeting of the Nominating Committee, he may, in writing, appoint a representative to attend such meeting on his behalf.

6.03 Meetings. The Nominating Committee shall meet at least once a year to appoint directors to the Board as contemplated by paragraph 5.02(c), and shall meet at such other times as the Board may determine.

6.04 Procedure of Meetings. Procedure for meetings of the Nominating Committee shall be determined by the Nominating Committee.

6.05 Quorum. A majority of members of the Nominating Committee present in person, or by their appointed representatives, shall constitute a quorum of the Nominating Committee.

6.06 Chairman. The Nominating Committee shall appoint one of its members to act as Chairman of the Committee.

6.07 Other Committees. The Board may create any other committees. The terms of reference, powers and membership shall be determined by the Board.

6.08 Removal of Committee Members. The Board may remove any member of any committee created by the Board under Section 6.07, but the Board shall have no power to remove any member of the Nominating Committee who shall serve ex officio.

ARTICLE SEVEN

INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.01 Indemnification. Every director or officer of the Corporation who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators and estate, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or 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 EIGHT

OFFICERS

8.01 Officers. The officers of the Corporation shall be a President (Chair), one or more Vice-Presidents, an Executive Director, a Secretary and a Treasurer, and such other officers as the Board may by by-law determine. Any two offices may be held by the same person.

8.02 Appointment and Removal. Officers shall be appointed by resolution of the Board annually at the first meeting of the Board following the annual appointment of directors provided for in paragraph 5.02(c) and may be removed from office at any time by the Board. The terms of employment of any officers, including remuneration, if any, to be paid to any officers, shall be determined by the Board.

8.03 Terms of Office. The officers of the Corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed.

8.04 President (Chair). The President (Chair) shall:

- (a) be the chief executive officer of the Corporation;
- (b) if present, preside at all meetings of the Board;
- (c) subject to the control, supervision and direction of the Board, have general control and supervision of the affairs of the Corporation.

8.05 Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

8.06 Executive Director. The Executive Director shall:

- (a) be the Chief Operating Officer of the Corporation;
- (b) not required to be a Board member but may be appointed by the Board;
- (c) subject to the control, supervision and direction of the Board, have responsibility for the operation and management of the operations of the Corporation.

- 8.07 Treasurer. The Treasurer shall:
- (a) have the custody of all corporate funds and securities;
 - (b) keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation;
 - (c) deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;
 - (d) disburse the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements; and
 - (e) render to the Board accounts of all the transactions and a statement of the financial position of the Corporation.

- 8.08 Secretary. The Secretary shall:
- (a) attend all Board meetings and act as secretary thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose;
 - (b) give or cause to be given notice of all meetings of the Board;
 - (c) be custodian of the seal of the Corporation.

8.09 Other Officers. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

ARTICLE NINE

EXECUTION OF DOCUMENTS

9.01 Execution of Documents. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any director or officer together with any other director or officer and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board may from time to time by resolution appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing, and may grant a power of attorney on behalf of the Corporation to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

ARTICLE TEN

MEETINGS

10.01 Time and Place. The annual or any other general meeting of the members shall be held at any place and time as the Board may determine.

10.02 Annual Meeting. At every annual meeting, in addition to any other business that may be transacted, the financial statement and the report of the auditor shall be presented and auditors shall be appointed for the ensuing year.

10.03 Notice. Seven clear days prior written notice shall be given to each member of any annual or special general meeting of members. A majority of the members present in person at the meeting shall constitute a quorum.

10.04 Quorum. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting.

10.05 Votes. Each member present at a meeting shall have the right to exercise one vote.

ARTICLE ELEVEN

FINANCIAL YEAR

11.01 Unless otherwise ordered by the Board, the fiscal year end of the Corporation shall be June 30th.

ARTICLE TWELVE

AMENDMENT OF BY-LAWS

12.01 By-laws of the Corporation may be enacted repealed or amended by a majority of the directors at a meeting of the Board and sanctioned by at least two-thirds of the members at a meeting duly called for the purpose of confirming the said by-laws, provided that the enacted, repeal or amendment of any by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

ARTICLE THIRTEEN

AUDITOR

13.01 The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

ARTICLE FOURTEEN

RULES AND REGULATIONS

- 14.01 The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient.

Original By-law No. 1 enacted at a meeting of the Interim Board on the 26th of June, 1995.

ENACTED at a meeting of the Board of Directors of the Corporation:

DATE: _____February 8, 2005_____

President (Chair)_____ **V. Gail Bodman**

Secretary _____ **Robert Jefferson**