

SELKIRK & DISTRICT COMMUNITY FOUNDATION INC.

BY-LAW NO. 1

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

(Revised February 2005, Revised March 2019)

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;

“**Secretary**” means the Secretary of the Corporation; and

“**Officers**” means Executive of the Board of Directors of the Corporation.

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 Office of 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 their 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) Each director shall be appointed for a term of three years.
- (b) Each director may be nominated for a second term of three years.
- (c) 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 their second successive term in office.
- (d) Each director shall hold office until the earlier of:
 - (i) their election to public office;
 - (ii) their bankruptcy;

- (iii) their relocation of primary residence outside of the City of Selkirk, or the R.M. of St. Andrews or the R.M. of St. Clements;
- (iv) their conviction of a crime by a Canadian court of law;
- (v) a finding by a Canadian court of competent jurisdiction they are of unsound mind;
- (vi) their resignation; or
- (vii) their 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 them in the performance of their 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

BOARD COMMITTEES

6.01 Board Committees. The Board may create committees. The terms of reference, powers and membership shall be determined by the Board.

6.02 Removal of Committee Members. The Board may remove any member of any committee created by the Board, however the Board shall have no power to remove any member of the Nominating Committee.

ARTICLE SEVEN

NOMINATING COMMITTEE

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

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

7.03 Chair. The Chair of the Corporation shall act as Chair of the Nominating Committee.

7.04 Meetings. The Nominating Committee shall meet at least once a year to appoint directors to the Board and shall meet at such other times as the Board may determine.

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

7.06 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.

7.07 Appointment to the Board. Written nominations shall be received and reviewed by Nominating Committee. A ballot vote is taken, with majority vote being the recommendation for selection. In the event of a tie vote in appointing a community member to the Foundation Board, the Nominating Committee shall determine by lot who shall cast the deciding vote.

ARTICLE EIGHT

INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.01 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 them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of them office or in respect of any such liability; and
- (b) all other costs, charges and expenses which they sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

ARTICLE NINE

OFFICERS

9.01 Officers. The officers of the Corporation shall be a Chair, one or more Vice-Chair, a Secretary, a Treasurer, and an Executive Director, Any two offices may be held by the same person.

9.02 Appointment and Removal. Officers shall be appointed by Board Motion of the Board annually at the first meeting of the Board following the annual appointment of directors. Officers may be removed from office at any time by the Board following the same process for removing a Director pursuant to clause 5.02 . The terms of employment of any officers, including remuneration, if any, to be paid to any officers, shall be determined by the Board.

9.03 Terms of Office. The officers of the Corporation shall hold office for one year from the date of appointment or election.

- 9.04 The 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;
 - (d) determine with the Executive Director if Officer duties are delegated.
- 9.05 Vice-Chair. The Vice-Chair shall, in the absence or incapacity of the Chair, perform the duties and exercise the powers of the Chair.
- 9.06 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 notice of all meetings of the Board;
 - (c) have the custody of the seal of the Corporation.
- 9.07 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, credit union or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the Board;
 - (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 provide a statement of financial position of the Corporation.
- 9.08 Executive Director. The Executive Director shall:
- (a) be the Chief Operating Officer of the Corporation;
 - (b) be appointed by the Board;
 - (c) have responsibility for the operation and management of the operations of the Corporation, subject to the control, supervision and direction of the Board.
 - (d) determine with the Chair if Officer duties need to be delegated.

ARTICLE TEN

EXECUTION OF DOCUMENTS

10.01 Execution of Documents. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be co-signed by the Chair, or Executive Director, or Officer. All signed contracts, documents and instruments in writing shall be binding upon the Corporation without any further authorization or formality. The Board may appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board 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 ELEVEN

BOARD MEETINGS

11.01 Time and Place. Board meetings shall be held at any place and time as the Board decides or at the call of the Chair.

11.02 Financial Reporting. At various times in the year, board meetings will include the presentation of the budget and financial reports no less than annually.

11.03 Notice of Meeting. Seven clear days prior written notice shall be given to each Board member of all meetings.

11.04 Quorum. A majority of the board members present in person at the meeting shall constitute a quorum.

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

ARTICLE TWELVE

FINANCIAL YEAR

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

ARTICLE THIRTEEN

AMENDMENT OF BY-LAWS

13.01 By-laws of the Corporation may be enacted repealed or amended by a majority of the directors at a meeting of the Board called for the purpose of confirming the said by-laws.

ARTICLE FOURTEEN

AUDITOR

14.01 The Board members shall at each annual meeting appoint an auditor to conduct a financial review or audit the accounts of the Corporation and to hold office until the next annual financial meeting, provided that the Directors may fill any casual vacancy in the office of auditor.

ARTICLE FIFTEEN

RULES AND REGULATIONS

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

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

Reviewed and Revised February 2005, March 2019

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

DATE: March 2019

President (Chair) _____
Gordon Henrikson

Secretary _____
Michele Polinuk