

BY-LAWS

Chalmers Neighbourhood Renewal Corporation (CNRC)

The following articles are set forth as the By-laws of the Chalmers Neighbourhood Renewal Corporation, hereafter referred to as CNRC or the Corporation.

The geographic boundaries of the Chalmers Neighbourhood include Henderson Highway (west), Munroe Ave (north), Raleigh Rd (east) and as you enter the neighbourhood (south) from Archibald/Watt St near the Nairn Ave. overpass or from either of the Disraeli or Louise Bridges.

Article 1: Purpose

CNRC is a Manitoba non-share capital corporation with the following charitable purposes:

To relieve poverty in Chalmers and the surrounding area by supporting the establishment and operation of food banks, breakfast and lunch club programs in local schools and bi-weekly affordable grocery programs;

To relieve poverty in Chalmers and the surrounding area by increasing access to affordable housing, through coordination and implementation of a neighbourhood housing plan;

To advance education by supporting the development of literacy programs and conducting workshops for the benefit of the public in Chalmers and the surrounding area;

To address and prevent problems faced by youth by supporting the development and operation of supervised youth centres that provide structured programs directed towards building life skills and improving employability;

To address and prevent problems faced by families by supporting the provision of counselling and outreach programs to individuals affected by family violence and addiction; and

To undertake activities ancillary and incidental to the attainment of the above charitable purposes.

Article 2: Membership

2.1 Eligibility

Any resident or person who works or participates in community within the geographic boundaries of Chalmers Neighbourhood, who is at least sixteen (16) years of age and who supports the purpose of the Corporation, is eligible to be a member upon registration.

2.2 Membership Fee

There shall be no membership fee.

2.3 Membership Rights and Obligations

Every member of the Corporation is entitled to attend, participate in and vote at General Meetings of CNRC and to participate in the election of Directors to the Board of the Corporation. A member shall support and promote the purpose of the Corporation and shall be bound by the by-laws of the Corporation.

Article 3: Meetings of the Members

3.1 Annual General Meeting

CNRC will hold its Annual General Meeting within one hundred and eighty (180) days following the end of the Corporation's fiscal year. The Annual General Meeting shall review the audited financial statements for the preceding fiscal year, appoint an auditor, conduct elections for board directors, amend these bylaws under the provisions set out in Article 6.6 and conduct any other such business as may come before it.

3.2 Special General Meeting

A special meeting may be called at any time by a resolution of the Board or on written request of at least five (5) Directors or twenty (20) Members. A Special General Meeting will consider only matters set out in the meeting notice.

3.3 Notice of Meeting

Members will be notified of the Annual General Meeting or any Special General Meeting no less than twenty-one (21) days prior to the scheduled meeting using a variety of media. The notice will set out the matters to be presented and considered.

3.4 Quorum

Quorum for any Annual General Meeting or Special General Meeting shall be a minimum of twenty (20) members of the Corporation.

3.5 Voting

Only members in attendance at the meeting shall be entitled to vote. No proxy votes will be allowed. Members are entitled to one (1) vote at all membership meetings

3.6 Conduct of Meetings

Annual General Meetings and Special General Meetings shall be chaired according to Robert's Rules of Order and resolutions (unless otherwise specified in these by-laws) shall require a simple majority to pass. The chair may temporarily suspend the formal rules of debate on one or more issues in order to engage in a facilitated or alternative discussion process for the purpose of establishing the broadest possible consensus prior to the formal consideration of the resolution.

Article 4: Board of Directors

4.1 Number of Directors

The Corporation shall be governed by a Board of Directors comprised of a minimum of seven (7) and a maximum of fifteen (15) members. A minimum of three (3) sitting directors must be residents in the Chalmers neighbourhood.

4.2 Eligibility for election as a Director

Any member of the Corporation may be appointed or elected as a Director provided he/she is:

1. a member of the Corporation;
2. at least eighteen (18) years of age; and
3. not in a state of undischarged bankruptcy.

A non-voting position for youth candidate(s) will be established and may be appointed.

4.3 Election of Directors

On an annual basis, the Board of Directors shall constitute a Nominating Committee for the purpose of establishing a slate of members to present to the AGM for election as Directors. Nominations will also be sought from the floor of the AGM.

4.4 Terms of Office

The terms of office for all directors shall be two (2) years in duration. A director may serve three (3) two (2) year terms to a maximum of six (6) years. After serving the maximum allowable terms, a director must step down and wait a period of one (1) year before seeking to be re-elected to the Board.

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

4.5 Termination, Resignation and Vacancy

A director may resign their position by providing written notice to the Board of Directors - Chairperson.

A director's position shall be deemed vacant if:

- a) The director ceases to be qualified as a member in accordance with Article 2.1;
- b) The director is considered not to be in good standing in accordance with Article 4.2.
- c) The director misses three (3) consecutive board meetings without appropriate notice to the Board.

The Board of Directors may remove a director for cause, including but not limited to, criminal conduct or conduct that is contrary to the best interest of the Corporation, by a resolution with a fifty percent (50%) plus one (1) majority vote.

The Board of Directors is authorized 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 to complete a term vacated by another director shall be eligible to be re-elected by the AGM for three (3) consecutive, two (2) year terms.

4.6 Limitation of Liability and Indemnification of Directors

No Director or Officer of the Corporation shall be liable for the acts or omissions of any other director or officer or employee of the Corporation, or for any loss, damage or expense suffered by the Corporation however caused, unless the same shall happen through his or her own willful neglect or default.

Every director, officer, their heirs, executors and administrators, and estate and effects respectively, shall by this by-law from time to time and at all times, be indemnified and saved harmless by the Corporation from and against all cost, charges, and expenses that a director or officer sustains or incurs regarding any action, suit, or proceeding that is brought against him or her in respect of any act, deed, or omission pursuant to the execution of their duties, except such costs, charges and expenses that are occasioned by his or her own willful neglect or default.

4.7 Meetings of the Directors

The Board of Directors shall meet no less than eight (8) times a year at a time and location determined by the Board.

A meeting of the Board may be called by the chairperson or by 50% of the sitting directors. Notice of Board meetings must be distributed to all Directors by the means required by the individual Director, no less than ten (10) days prior to the scheduled meeting.

4.8 Quorum

Quorum for any meeting of the Board of Directors shall be 50% plus one (1) of the sitting directors.

4.9 Powers and Responsibility of the Board of Directors

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

The Board will adopt a Governance Manual that includes all policies including a conflict of interest policy and a confidentiality policy and directors will conduct themselves in accordance with the policies contained in the manual.

4.10 Decision Making

The Board shall adopt an agreed upon method for arriving at consensus decisions and that method shall be outlined in the Governance Manual. In the event consensus cannot be achieved on an issue under discussion, any three (3) Directors may require

a formal vote on the matter. Such a vote must attain a 75% majority in order for the resolution to pass.

4.11 Remuneration and Expenses

Directors shall serve without pay and shall be entitled to reimbursement of reasonable expenses incurred in carrying out duties assigned by the Board. The Board of Directors shall develop and adopt a policy regarding reasonable expenses and reimbursement of the same.

Article 5: Officers and Committees

5.1 Officers

The Officers of the Corporation shall be a Chairperson, a Vice-chairperson, a Secretary and a Treasurer.

5.2 Election of Officers

The Directors of the Board shall elect the Officers from among their number at the first meeting of the Board after the AGM each year. The incumbent Officers will retain office until such meeting and election has taken place. At least two (2) of the Officers must be residents in the Chalmers Neighbourhood. Officers will be elected for a one (1) year term.

5.3 Duties of the Officers

Duties and responsibilities for the Officers will be maintained in the board Governance Manual.

The Officers of the Corporation may from time to time be authorized by the Board to make time sensitive decisions between Board meetings. Such decisions will be ratified by the Board at the next meeting.

5.4 Removal of Officers

Any of the Officers of the Corporation may be removed by a resolution of the Board which attains 75% majority support.

5.5 Working Groups and 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 Corporation. Composition of such committees and terms of reference to inform the committee's work will be established by the Board of Directors.

Article 6: General Provisions

6.1 Registered Office

The Registered Office of the Corporation shall be within the Chalmers Neighbourhood boundaries in the City of Winnipeg as determined by the Board of Directors.

6.2 Fiscal Year

The fiscal year of the Corporation shall be April 1 to March 31.

6.3 Signing Authorities

A minimum of two (2) board directors and the Executive Director shall be designated signing authorities for the Corporation. Any two (2) of these authorities may sign cheques, contracts, agreements or other documents or instruments that have been authorized by the Board of Directors by policy directive or resolution.

6.4 Books and Records

The Directors shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

6.5 Disposition of Assets upon Dissolution

Upon dissolution of the society and after the payment of all debts and liabilities, its remaining assets shall be distributed or disposed of to a qualified donee, as defined in subsection 149.1(1) of the Income Tax Act.

6.6 Provisions for Amending By-laws

These bylaws may be amended, added to, altered or repealed at any Annual General Meeting or Special Meeting of the members by a resolution passed by a two-thirds majority of those in attendance at the meeting provided that notice for the meeting also gives notice of the intent to amend, add to, alter or repeal the by-laws.

Amended by-laws take effect immediately after approval of the Resolution to amend.

Adopted by a resolution of the membership of the Chalmers Neighbourhood Renewal Corporation:

_____ A.D., 20

Witnessed by:

_____ Chairperson

_____ Board Director