

# **Chalmers Neighbourhood Renewal Corporation (CNRC) By-Laws (Plain Language Version)**

These are the By-Laws for the Chalmers Neighbourhood Renewal Corporation, also called CNRC. The Chalmers Neighbourhood includes the area bordered by Henderson Highway (west), Munroe Ave (north), Raleigh Rd (east), and the south entrance from Archibald/Watt St near the Nairn Ave. overpass or the Disraeli or Louise Bridges.

## **Article 1: Purpose**

CNRC focuses on improving the neighborhood through community development. CNRC supports community-led plans and works with residents and stakeholders to strengthen the neighborhood. CNRC ensures residents are involved in decision-making processes. A key goal is to address issues like housing, food security, education, safety, and health.

## **Article 2: Membership**

### **2.1 Eligibility**

Anyone who lives, works, volunteers, or participates in the Elmwood/Chalmers Neighbourhood and is at least 16 years old can become a member by registering.

### **2.2 Membership Fee**

There is no fee to become a member.

### **2.3 Membership Rights and Obligations**

Members can attend, participate in, and vote at General Meetings of CNRC and vote for Directors to the Board. Members must support CNRC's purpose and follow its by-laws.

## **Article 3: Meetings of the Members**

### **3.1 Annual General Meeting**

CNRC will hold an Annual General Meeting (AGM) within 180 days after the end of the fiscal year. At the AGM, members review financial statements, appoint an auditor, elect board directors, amend by-laws, and handle other business.

### **3.2 Special General Meeting**

A special meeting can be called by the Board or on request by at least five Directors or twenty Members. These meetings only discuss matters mentioned in the meeting notice.

### **3.3 Notice of Meeting**

Members will be notified of meetings at least 21 days in advance using various media, and the notice will detail the topics to be discussed.

### 3.4 Quorum

At least twenty members must be present for any AGM or Special General Meeting to proceed.

### 3.5 Voting

Each member gets one vote at meetings. Members must vote in person, by teleconference, or by video-conference. A majority of votes decides any question unless stated otherwise in the by-laws.

### 3.6 Conduct of Meetings

Meetings will follow Robert's Rules of Order and resolutions need a simple majority to pass. The chair can temporarily suspend formal rules to reach a consensus before making formal decisions.

For meetings via video-conference or teleconference, voting can be done by a show of hands, verbally, or through a chat feature. A declaration by the Chair about the outcome of a vote is accepted as proof without needing to show the exact vote count. A formal vote can be requested by three Directors and needs a majority to pass.

## Article 4: Board of Directors

### 4.1 Number of Directors

The Board will have between seven and fifteen members, with at least three living in the Chalmers Neighbourhood.

### 4.2 Eligibility for Election as a Director

Members who are at least 18 years old can be elected as Directors. There can also be non-voting positions for youth and representatives from local organizations.

### 4.3 Election of Directors

Each year, a Nominating Committee will suggest members to be elected as Directors at the AGM. Nominations can also be made during the AGM.

### 4.4 Terms of Office

Directors serve two-year terms and can serve up to three terms in a row, totaling six years. After that, they must take a one-year break before being re-elected. Non-voting Board positions have no term limits.

### 4.5 Termination, Resignation, and Vacancy

A Director can resign by giving written notice. A Director's position is vacant if they no longer qualify as a member, are not in good standing, or miss three consecutive meetings without notice. The Board can remove a Director for cause by a majority vote. The Board

can appoint a replacement until the next AGM, and the replacement can be re-elected for three consecutive terms.

#### 4.6 Limitation of Liability and Indemnification of Directors

Directors are not liable for actions of others unless due to their own neglect. They are indemnified against costs related to legal actions unless caused by their own neglect.

#### 4.7 Meetings of the Directors

The Board meets at least eight times a year. Meetings can be called by the chairperson or half of the Directors, with at least ten days' notice.

#### 4.8 Quorum

Quorum for Board meetings is half the sitting Directors plus one.

#### 4.9 Powers and Responsibility of the Board of Directors

The Board can authorize expenditures, borrow money, and sign legal documents. Directors must act in CNRC's best interest with care and diligence. The Board will follow policies in a Governance Manual.

#### 4.10 Decision Making

The Board will use a consensus method for decisions, detailed in the Governance Manual. If consensus isn't possible, three Directors can request a formal vote, needing a 75% majority to pass.

#### 4.11 Remuneration and Expenses

Directors are unpaid but can be reimbursed for reasonable expenses. The Board will adopt a policy for expenses and reimbursement.

### Article 5: Officers and Committees

#### 5.1 Officers

CNRC's Officers are a Chairperson, Vice-chairperson, Secretary, and Treasurer.

#### 5.2 Election of Officers

The Board elects Officers from among themselves at the first meeting after the AGM. Officers serve one-year terms, and at least two must live in the Elmwood-Chalmers Neighbourhood.

#### 5.3 Duties of the Officers

Officers' duties are in the Governance Manual. Officers can make time-sensitive decisions between Board meetings, which must be ratified at the next meeting.

#### 5.4 Removal of Officers

Officers can be removed by a 75% majority vote of the Board.

### 5.5 Working Groups and Committees

The Board can create committees or working groups as needed, with terms of reference set by the Board.

## Article 6: General Provisions

### 6.1 Registered Office

The Registered Office will be within the Chalmers Neighbourhood in Winnipeg, as decided by the Board.

### 6.2 Fiscal Year

The fiscal year is April 1 to March 31.

### 6.3 Signing Authorities

At least two Board Directors and the Executive Director can sign documents. Any two of these can sign cheques, contracts, agreements, or other documents as authorized by the Board.

### 6.4 Books and Records

The Board will ensure all necessary books and records are properly kept.

### 6.5 Disposition of Assets upon Dissolution

If CNRC dissolves, after paying all debts, remaining assets will go to a similar community organization.

### 6.6 Amending By-laws

By-laws can be amended at any AGM or Special Meeting by a two-thirds majority vote, provided the meeting notice mentions the intent to amend. Amendments must be made public 21 days before the AGM. Changes take effect immediately after approval.

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

September \_\_\_\_\_, 2024

Witnessed by:

\_\_\_\_\_ Executive Director

\_\_\_\_\_ Board Director