

Greendell Park Community Centre By-Law

Adopted November 28, 2018

Amended 2020

Article 1 GENERAL

- 1.1 Purpose – these Bylaws relate to the general conduct of the affairs of the Greendell Park Community Centre, a corporation without share capital incorporated under the Manitoba Corporations Act and referred to as the “Community Centre” in these Bylaws.
- 1.2 Definitions – the following terms have these meanings in these Bylaws
 - (a) Act – the Manitoba Corporations Act (C.C.S.M. c. C225)
 - (b) Ad-Hoc Committee – any committee, other than a Standing Committee, established by the Board to perform a certain task
 - (c) Advisor – an individual appointed by the Directors at anytime to advisor on matters and provide input of the Community Centre at monthly meetings. They do not have a vote.
 - (d) Auditor – an individual appointed by the Members at the annual General Meeting to review &/or audit the books, accounts and records of the Community Centre for a report to the Members a the next Annual General Meeting. The Auditor shall not be an employee of the Community Centre.
 - (e) Director – An individual elected or appointed to serve on the Board pursuant to these Bylaws
 - (f) Member – shall include all categories of membership pursuant to these Bylaws
 - (g) Member in Good Standing – a Member of the Community Centre who has not ceased to be a Member, has not been suspended or expelled from membership and is not subject to a disciplinary investigation or action of the Community Centre.
 - (h) Officer – an individual elected or appointed to serve as an Officer of the Community Centre pursuant to these Bylaws
 - (i) Ordinary Resolution - a resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given
 - (j) Registrar - the Manitoba Registrar of Companies, or any successor or replacement agency.
 - (k) Special Resolution - a resolution passed by not less than three-quarters of the votes cast at a General Meeting of Members for which proper notice has been given.
 - (l) Standing Committee - the Executive Committee, and any other Standing Committee that may be established by the Board.
- 1.3 Interpretation - Words stating the singular shall include the plural and vice-versa, and words stating the male gender shall include the female gender as well as corporate bodies.
- 1.4 Ruling on Bylaws - Except as provided in the Act, the Board shall have the authority to interpret any provision of these Bylaws, which is contradictory, ambiguous or unclear

Article 2 HEAD OFFICE

- 2.1 The head office of the Community Centre shall be in the City of Winnipeg, in the province of Manitoba, Canada at such place therein as may from time to time be determined by the Board

Article 3 MEMBERSHIP

- 3.1 The Community Centre has the following classes of membership:

- (a) Individual
- (b) Associate

- 3.2 Qualifications for membership

(a) Individual Member – any person of the age of majority, residing in the Greendell Park Community Centre catchment area whose boundaries will be designated by the City of Winnipeg or the General Council of Winnipeg Community Centres from time to time, or as otherwise allowed to designate the Community Centre as their home Community Centre as determined by the General Council of Winnipeg Community Centres.

(b) Associate Member –. If you live outside the catchment area, you may write to the Greendell Park Community Centre Board of Directors to become an “Associate Member”. Associate Membership status is designated on a case by case basis usually related to unique needs of the applicant.

Article 4 VOTING RIGHTS OF MEMBERS

- 4.1 Members shall have the following voting rights at all Meetings of Members:

(a) Individual and Associate Members, in good standing, is entitled to one vote on all matters at member meetings.

Article 5 WITHDRAWAL, SUSPENSION AND TERMINATION OF MEMBERSHIP

- 5.1 Resignation – A Member may resign from the Community Centre by giving written notice to the Board.
- 5.2 May Not Resign – A Member may not resign from the Community Centre when the Member is subject to a disciplinary investigation or action of the Community Centre.
- 5.3 Arrears – A Member may be suspended from the Community Centre for failing to pay any fees levied by the Community Centre, by the deadline date prescribed by the Board.
- 5.4 Discipline –In addition to suspension or expulsion for failure to pay fees levied, a Member may be suspended or expelled from the Community Centre in accordance with the Community Centre's policies and procedures relating to discipline of Members.

Article 6 RIGHTS OF MEMBERS

- 6.1 Any member in good standing is entitled to receive notice of member meetings, attend member meetings, speak at member meetings and exercise other rights and privileges given to members in these bylaws.

Article 7 OBLIGATIONS OF MEMBERS

- 7.1 All members must comply with the Code of Conduct for the Community Centre. The Code of Conduct sets out the conduct expected by members and may be amended by the Board by Resolution

Article 8 MEMBER IN GOOD STANDING

- 8.1 A member of the Community Centre shall be in good standing provided that:
- (a) He owes no outstanding fees or other debt to the Community Centre;
 - (b) He has not ceased to be a member;
 - (c) He has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed upon him;
 - (d) He has complied with Constitution, Bylaws, policies, rules and regulations of the Community Centre; and
 - (e) He is not subject to a disciplinary investigation or action of the Community Centre, or if subject to disciplinary action previously, he has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Community Centre.
- 8.2 Members who cease to be in good standing shall not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the member has met the definition of good standing set out above.

Article 9 MEETINGS OF MEMBERS

- 9.1 General Meetings
- (a) Types of Meetings – General Meetings of Members shall include Annual General Meetings and Special General Meetings.
- 9.2 Notice – Notice of General Meetings shall be given to all Members at least 14 days prior to the date of the meeting by posting a notice of the meeting on the Community Centre's Web Site or providing a written notification either by letter or advertisement in the Community Centre's facility.
- 9.3 Annual General Meeting – The Community Centre shall hold an Annual General Meeting on such a date and at such time and place as may be determined by the Board, provided the Annual General Meeting shall be held not more than 15 months after the preceding Annual General Meeting.
- 9.4 Special General Meeting – A Special General Meeting of the Members may be called at any time at the discretion of the Board or upon the written request of 25 or more of the eligible voting Members of the Community Centre. A Special Meeting shall be held within 45 days of receiving the petition. Discussion is limited to the initial purpose of the meeting unless a majority agree to introduce other agenda items
- 9.5 Quorum – Quorum at a General Meeting shall be 15 eligible voting Members,
- 9.6 Voting – Unless specified otherwise, questions shall be decided by Ordinary Resolution, where the Chair carries a vote and where a tie vote shall fail. Voting shall be by show of hands unless a majority of the Members approve a secret ballot.

9.7 Proxy – Voting by proxy shall not be permitted.

9.8 Order Of Business Meetings

(a) Business of Annual Meetings: 1. Notice of meeting 2. Minutes of the previous meetings. 3. Business arising out of minutes. 4. Correspondence. 5. Report of the President 6. Report of the General Manager. 7. Presentation of financial statement. 8. Reports of Committees. 9. Notices of motions. 10. Election of officers. 11. New business. 12. Adjournment.

(b) Business of Regular Meetings: 1. Notice of meeting 2. Minutes of the previous meetings. 3. Business arising out of minutes. 4. Correspondence. 5. Report of the President 6. Report of the General Manager. 7. Presentation of financial statement. 8. Reports of Committees. 9. Notices of motions. 10. New business. 11. Adjournment.

(c) Business of Special Meetings: 1. Notice of meeting. 2. Discussion of meeting business. 3. Adjournment.

Article 10 GOVERNANCE

10.1 Composition of the Board

(a) Directors – The Board of Directors shall consist of up to nine and a minimum of seven members, including the President, all of whom shall be individual members of the Community Centre.

(b) Advisors – Shall consist of individuals appointed by the Directors to provide input and opinion on a case by case basis. Advisors can be invited to monthly meetings and be appointed at any time up until the following AGM, after such time. Following the AGM, the Directors will notify the advisor if he is invited to hold the position for an additional year.

10.2 Powers of the Board

(a) Powers of the Community Centre – Except as otherwise provided in the Act, the Constitution or these Bylaws, the Board has the powers of the Community Centre and may delegate any of its powers, duties and functions.

(b) Managing the Affairs of the Community Centre – The Board may make policies and procedures for managing the affairs of the Community Centre in accordance with the Act, the Constitution and these Bylaws.

(c) Discipline – The Board may make policies and procedures relating to discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures.

(d) Dispute Resolution – The Board may make policies and procedures relating to management of disputes within the Community Centre and all disputes shall be dealt with in accordance with such policies and procedures.

Employment of Individuals – The Board may employ such individuals, as it deems necessary to carry out the work of the Community Centre.

Article 11 ELECTION AND APPOINTMENT OF DIRECTORS

- 11.1 One month before the Annual Meeting, the President will appoint a Nominating Committee which shall consist of three members – one executive member of the Board and two Board members. The Chairman of the Nominating Committee will ensure that a slate of officers will be prepared and presented at the Annual Meeting. Nominees must express their willingness to stand either by being present at the elections or by written consent. Nominations will not be accepted from the floor by the Chair of the Nominating Committee. The only exceptions will be where there are no nominees in place.
- 11.2 Directors shall be elected as follows:
- (a) Directors shall be elected by the Members at the Annual General Meeting for a two year term.
 - (b) President shall be elected by the Members at the Annual General Meeting for a two year term. The President must have served as part of the Board of Directors for at least two (2) years.

Article 12 RESIGNATION AND REMOVAL OF DIRECTORS

- 12.1 Resignation – A Director may resign from the Board at any time by presenting his notice of resignation to the Board. This resignation shall become effective the date on which the request is accepted by the Board.
- 12.2 May Not Resign – A Director may not resign from the Community Centre when the Member is subject to a disciplinary investigation or action of the Community Centre.
- 12.3 Vacate Office – The office of any Director shall be vacated automatically if the Director fails to attend three meetings of the Board or is expelled from the Community Centre. Any Director removed as a result of failing to attend three meetings of the Board shall be given the opportunity to address the Board to provide reasons for their failure and request reappointment. The Board, at its sole discretion, may reappoint the individual to complete the term as Director.
- 12.4 Removal – A Director may be removed from office before the expiration of the term by a special resolution of members present and voting at a Special Meeting of members duly convened for that purpose.
- 12.5 A Director who has been suspended shall not serve as a Director until such time as the suspension is lifted or until the Board is satisfied all terms of the suspension have been met
- 12.6 Vacancies on the Board – So long as a quorum of Directors remains in office, vacancies on the Board may be filled by the Directors from among the qualified members of the Community Centre if they see fit to do so. Otherwise, the vacancy will be filled at the next Annual General Meeting at which the Directors are elected.

Article 13 MEETINGS OF THE BOARD

- 13.1 Number of Meetings – The Board shall hold at least six meetings per year.
- 13.2 Call of Meeting – The meetings of the Board shall be at the call of the Chair, or at the call of the Club Administration if 50 % + 1 of eligible Directors make a written request to the Club Administration to call a meeting.

- 13.3 Notice – Written notice of Board Meetings shall be given to all Directors at least three (3) days prior to the date of the meeting.
- 13.4 Quorum – A quorum shall be any number of eligible Directors greater than 50% of eligible Directors.
- 13.5 Chair – If the Chair is absent from the meeting, the Vice-President presides over the meeting. If both the President and Vice-President are absent the Board shall appoint a Director to serve as “Chair”.
- 13.6 Voting – Unless specified otherwise, questions shall be decided by majority vote, where the Chair carries a vote and where a tie vote shall fail. Voting shall be by show of hands unless a majority of the Directors approve a secret ballot.
- 13.7 Telephone or other communication facilities – Subject to the by-laws, a director may, if all the directors of the corporation consent, participate in a meeting of directors or of a committee of directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in the meeting by that means is deemed to be present at that meeting.
- 13.8 Decisions in Lieu of Meetings – If all voting members agree to and sign a resolution, it will be as valid as one passed at a meeting. It is not necessary to give notice for a decision in lieu of a meeting. The date on the resolution is the date it is passed.

Article 14 OFFICERS

- 14.1 Officers – The Officers of the Community Centre are the President, Vice-President, Secretary, & Treasurer.
- 14.2 Election of Officers – Officers shall be elected by the Directors at the first Board Meeting following the Annual General Meeting, with the nominee for each position receiving the largest number of votes being elected. In the event of a tie vote, there shall be a second ballot to resolve the tie and if after a second ballot a tie remains, such a tie shall be resolved by drawing lots.
- 14.3 Length of Term – Each Officer shall be elected for a one-year term.
- 14.4 Duties -- The duties of Officers are as follows:

- (a) The President shall be responsible for the general supervision of the affairs and operations of the Community Centre, shall preside at the Meetings of Members of the Community Centre and at meetings of the Board and shall perform such other duties as may from time to time be established by the Board;
- (b) The Vice-President shall perform the duties and exercise the powers of the President in the absence of the President, and shall perform such other duties as may from time to time be established by the Board;
- (c) The Secretary shall cause to be kept proper minutes of the meetings of Members, the Board, and other records of the Community Centre, as required by the Act and shall perform such other duties as may from time to time be established by the Board;
- (d) Treasurer – shall cause to be kept records of all financial matters as required by the Act, and any Funding agencies; shall oversee the development of the Community Centre’s budget, and report on same at all meetings of the Directors and the Members; and shall perform such other duties as may from time to time be established by the Board.

14.5 Vacancy -- Where the position of an Officer becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Officer's term.

14.6 Removal - An Officer may be removed by Special Resolution of the Members present at a General Meeting, provided the Officer has been given notice of and the opportunity to be present and to speak at such a Meeting.

Article 15 COMMITTEES

15.1 Standing Committees – The Standing Committee(s) of the Community Centre shall be the Executive Committee. The Board may establish other Standing Committees, appoint their members, prescribe the duties, and delegate to any Standing Committee any of its powers, duties and functions except where prohibited by the Act, the Constitution or these Bylaws..

15.2 Executive Committee – The Executive Committee shall be comprised of the Officers. The Executive Committee shall have the authority to oversee the implementation of Board policies during intervals between meetings of the Board and shall perform other duties as may from time to time be prescribed by the Board.

15.3 Ad-hoc Committees – The Board may establish Ad-hoc committees to perform certain tasks, appoint their members, assign staff persons as non-voting members, prescribe the duties of Ad-hoc Committees and delegate to any Ad-hoc Committee any of its powers, duties and functions except where prohibited by the Act, the Constitution or these Bylaws. Such Ad-hoc committees shall be dissolved upon completing their tasks or upon being discharged by the Board.

15.4 Committee Members – Except for the Executive Committee, any individual may be appointed to any committee, and once appointed shall be a voting member of the committee, except where expressly prohibited by the Board or where the individual appointed to the committee is a staff person and thus a non-voting member of the committee.

15.5 Quorum – A quorum for any committee shall be the majority of its voting members.

15.6 Vacancy – When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.

15.7 Removal -- The Board may remove any member whom it has appointed to any committee.

Article 16 REMUNERATION

16.1 All Directors, Officers and members of committees shall serve their term of office without remuneration except for reimbursement of reasonable expenses in accordance with policies approved by the Board.

Article 17 CONFLICT OF INTEREST

17.1 A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Community Centre shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest.

Article 18 FINANCE AND MANAGEMENT

18.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Community Centre shall be September 1 to August 31.

18.2 Auditor – At each Annual General Meeting the Members shall appoint an Auditor.

18.3 Signing Authority – The Board shall designate from among the Directors two or more individuals who shall have signing authority for all financial transactions and contracts conducted in the name of the Community Centre. All such transactions and contracts shall require two signatures.

18.4 Property – The Community Centre may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

18.5 Borrowing – The Community Centre may borrow funds upon such terms and conditions as the Board may determine, provided a Special Resolution approves such borrowing.

18.6 Books and Records – The Board shall ensure that all books and records of the Community Centre required to be kept by the Act, this Bylaws or any other statute or law are regularly and properly kept.

Article 19 INDEMNIFICATION

19.1 Shall Indemnify – The Community Centre shall indemnify and hold harmless out of the funds of the Community Centre each Director and Officer from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

19.2 Shall Not Indemnify – The Community Centre shall not indemnify a Director or Officer or any other individual for acts of fraud, dishonesty, or bad faith.

19.3 Insurance – The Community Centre may purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.

Article 20 NOTICE

- 20.1 Written Notice – In these Bylaws, written notice shall mean notice which is hand-delivered, faxed, email, or provided by mail or courier to the address of record of the Community Centre, Director or Member, as the case may be.
- 20.2 Days – In these Bylaws, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.
- 20.3 Error in Notice – The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice that does not affect its substance shall not invalidate any action taken at the Meeting.

Article 21 AMENDMENT OF BYLAWS

- 21.1 Special Resolution – This Bylaw may only be amended, revised, repealed or added to by a Special Resolution at a General Meeting.
- 21.2 Notice – The 14 days written notice of the General Meeting of the Community Centre must include details of the proposed resolution to change the Bylaws.
- 21.3 Repeal of Prior Bylaws – In ratifying these Bylaws, the Members of the Community Centre repeal all prior Bylaws of the Community Centre provided that such repeal does not impair the validity of any action taken pursuant to the repealed Bylaws.

Article 22 DISSOLUTION

- 22.1 Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to other charitable organizations in accordance with the provisions of the Corporations Act.

Article 23 RULES OF ORDER

- 23.1 *Robert's Rules of Order Newly Revised*(10th Edition) shall apply at all meetings of the Board, committees and members of the Corporation except insofar as such rules of order may be at variance with this bylaw.

STATEMENT OF APPROVAL

This Constitution approved at the Annual General Meeting on January 6, 2020, supersedes all previous constitutions.

President

Secretary