



By-Law No.1

Committee: Governance

ISSUING AUTHORITY: Community Foundation of Portage and District Inc.

APPROVED: June 13, 2024
LAST REVIEWED: February 2024
NEXT REVIEW: June 2029

A By-law relating generally to the transaction of the affairs of the Community Foundation of Portage and District Inc. (CFPD)

Article 1: Interpretation

1.01 Definitions in this By-law:

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

“Appoint” means elect or vice versa;

“Board” means the Board of Directors of the Foundation;

“Corporation” means the Foundation;

“Corporation” means the corporation incorporated under the Act by letters patent dated June 2 1994;

“Director” means a member of the Board;

“Foundation” means the Community Foundation of Portage and District Inc.;

“Letters patent” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent or the replacement articles under the Act;

“Member” means a Director of the Board;

“Officer” means a member of the executive of the Board;

“Ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution; and

“Special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

1.02 **Gender:**

In the By-Laws of the Foundation, unless the context suggests otherwise, words in the plural include the singular and vice versa, and words imparting gender includes all genders. References to “person” include an individual, partnership, association, body corporate, trustee, executor, administrator, and legal representative.

Article 2: Affairs of the Foundation

2.01 **Head Office:**

The Head office of the Foundation shall be within the City or the Rural Municipality of Portage la Prairie, Province of Manitoba, and at such place therein as the Board may from time to time determine.

2.02 **Banking arrangements**

The Foundation shall deal with whichever banks, trust companies or other organizations the Board determines. The banking business or any part of it shall be transacted by any Officer or Officers of the Foundation designated in CFPD’s Signing Authority policy and/or other persons as the Board may by ordinary resolution from time to time designate, direct, or authorize.

2.03 **Amendment of By-Laws**

Subject to the articles, the Board may, by special resolution, make, amend, or repeal any By-Laws that regulate the activities of the Foundation.

2.04 **Policies**

The Board shall be responsible for the adoption and revision if any, by ordinary resolution, of strategic planning processes and policies which are **consistent** with these By-Laws and objects of the Foundation; and which shall set the direction and actions of the Foundation. The policies shall be found in the CFPD Policy Manual.

2.05 **Terms of Reference**

The Board shall be responsible for the adoption and revision if any, by ordinary resolution, of terms of references for committees which are **consistent** with these By-Laws and objects of the Foundation; and which will set the direction and actions of the committees. The terms of reference shall be found in the CFPD Terms of References manual.

2.06 **Borrowing Power**

Unless authorized by special resolution, the Foundation may not borrow or incur indebtedness beyond that required in ordinary banking and that of credit cards used in the day-to-day business of the Foundation.

2.07 Articles of Incorporation

The Letters Patent (articles of incorporation) and Objects are formally reviewed every five years in order that they remain relevant in time as well to ensure Foundation activities are congruent with the documents, and that there is no corporate drift. Add

Article 3: Members

3.01 Members

The Board is to be comprised of community minded individuals with a broad spectrum of vocations, interests and expertise selected from the physical area of the City of Portage la Prairie and District as described under the Letters Patent. **Membership shall only be available to individuals interested in furthering the Foundation's purpose. - Remove**

Directors must be of legal age (18), qualify for the position and qualify to sign the "Declaration of Eligibility to Participate at the Community Foundation of Portage and District Inc." document.

The Board may, from time to time, by ordinary resolution, establish membership criteria that it may then rely upon in determining any person's eligibility for membership.

3.02 Withdrawal of Membership

Any member may withdraw their membership by delivering a written resignation to the Board, through the Chair and/or Executive Director.

3.03 Removal of Members

Any member of the Foundation may be removed by the Board for any reason in its sole and absolute discretion it considers to be reasonable, having regard to the purposes of the Foundation.

Said removal must occur at a duly convened meeting of the Board by special resolution and vote where a quorum is present and where the Directors have received at least seven days notification of the intended agenda item and vote. The Board's decision shall be final and binding on the member, without any further right of appeal. The said member shall not be eligible for reappointment or re-election and shall have no further role whatsoever with the Foundation.

3.04 Replacement of Members - Move to 4.03

The position of any member that becomes vacant due to regular turnover or premature resignation may be filled by ordinary resolution by the Board, at the Annual meeting associated with the regular Foundation board meeting in the month of June each year. Positions may also be filled by due process outlined in the Governance Manual during the year, again by ordinary resolution, if the reduced numbers of Board members negatively impact the ability of the Board to function. – Remove this sentence.

Article 4: Board of Directors

4.01 Power of the Board and Directors

The property and business of the Foundation shall be managed by the Board. The Board may delegate some of its responsibilities to the Executive Director and employees, however, the Board remain ultimately responsible. All Officers and committees shall be responsible to, and subject to the direction of the Board.

The Directors may cause the Foundation to enter into contracts it is lawfully able to do so and exercise such other powers and acts as allowed by its charter. The Directors shall have power to authorize expenditures on behalf of the Foundation including salaries for employees. The Directors shall have the power to enter into a trust arrangement with a professionally accredited investment counsel.

The Board shall take such steps as they deem requisite to enable the Foundation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Foundation.

The Board may prescribe such policies, orders and resolutions consistent with these By-Laws relating to the management and operation of the Foundation as they deem expedient.

4.02 Composition of the Board

The Board shall consist of a minimum of nine (9) Directors and not more than fourteen (14) Directors. The Directors will be nominated by the Nominating Committee and approved by ordinary resolution at a meeting of the Board (refer to 3.04).

4.03 Terms of Office

In each year, the Nominating Committee shall nominate an appropriate number of persons as members to the Board for a term of three (3) years, to renew the term of, or replace the Directors whose terms have expired. This process of nomination, appointment or election shall occur by ordinary resolution at the Annual meeting associated with the regular Board meeting in the month of June each year.

Any Director who has served terms of office to a total of nine years shall not be eligible for reappointment to the Board. The nine years do not necessarily need to be consecutive.

Each Director shall hold and continue to hold office until the earlier of:

- a) The date upon which their successor is appointed;
- b) The date upon which they are removed from office by the Board;
- c) The Director ceases to qualify for election as director;
- d) Their bankruptcy;
- e) Finding by a Canadian court of competent jurisdiction that they are of unsound mind;
- f) Their resignation; or
- g) Their death.

The position of any member that becomes vacant due to regular turnover or premature resignation may be filled by ordinary resolution by the Board, at the Annual meeting associated with the regular Foundation board meeting in the month of June each year. Positions may also be filled by due process outlined in the Governance Manual during the year, again by ordinary resolution, if the reduced numbers of Board members negatively impact the ability of the Board to function. – Remove this sentence. - Remove

4.04 Board and Committee Meetings

Meetings of the Board may be held at any time and place as determined by the Board. Normally the Board meetings shall be held monthly excepting for July and August, at the call of the Chair. A minimum of seven (7) calendar days shall constitute notice of said meetings. Directors will be notified by email of the time and location of the meetings and be provided at the same time with documents and background necessary to properly address agenda items.

The committee terms of references will define meeting frequency and location for each respective committee.

4.05 Votes to Govern

Unless otherwise required by the Act or the articles of the Foundation, questions arising at any meeting of the Directors shall be decided by a consensus of the Directors present at the meeting or electronically. A consensus will be considered to have been reached when no Director objects to the question on the floor before the meeting. Should the Chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the Chair shall refer the question to be decided by vote.

The Chair shall not exercise a vote except to break a tie. Voting procedures for committees are contained in their respective terms of references. Voting by proxy is not allowed.

Excepting in special, urgent or emergent circumstances, participation in Board and committee meetings by telephone conference is strongly discouraged. - Remove

When it is deemed necessary, attempts must then be made to allow all absent Directors and committee members to participate virtually. Written resolutions in the absence of a duly constituted meeting are only to be allowed in special, urgent or emergent circumstances where all other efforts of participation are exhausted.

4.06 Quorum

The quorum for any meeting of the Board shall consist of a simple majority of the Directors of the Board, which includes the Chair. The committee terms of references shall define the quorum for each respective committee.

4.07 No Remuneration of Directors or Committee Members

With the exception of the Executive Director and Foundation employees, no Director or members of committees shall serve without remuneration; and no Director or committee member shall directly or indirectly receive any profit from their position on the Board as such. A Director or committee member may be reimbursed for reasonable expenses incurred in the performance of their duties. No Director or committee member shall be 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 in connection with the administration of the affairs of the Foundation – Remove and

Replace with: No Director or committee member shall be engaged in a business or professional relationship with the Foundation that results in compensation or financial benefit.

4.08 Attendance

Directors or committee members, including community volunteers are disqualified and removed from the Board or committee if they:

- a) Are absent from the full duration of three (3) consecutive regular Board or committee meetings, unless the absences are with the leave of the Board, granted by ordinary resolution at any of the three meetings or at a meeting prior to the absences; or
- b) Are absent for 50 % or more of the regular Board or committee meetings in the 12-month period ending June 30th in any year.

4.09 Declarations

Each Director and committee member is required to sign various declarations annually in order to participate in the affairs of the Foundation. Currently these include the Code of Conduct and Ethical Behaviour Agreement, the Confidentiality Agreement, the Conflict of Interest Agreement and the Declaration of Eligibility to Participate at CFPD Agreement.

Failure to comply with or breach of the signed declaration(s) shall be considered as serious and may result in expulsion and/or removal of the Director from the Board. The Governance Manual contains specifics of the said agreements. Remove

Article 5: Officers of the Foundation

5.01 Officers

The Officers of the Foundation shall be the Chair, Vice-Chair, Past-Chair, Executive Director acting as secretary, and the Treasurer. The Chair, Vice-Chair and Treasurer must be members of the Board. The Past-Chair may either be a current member or an immediate predecessor and past member of the Board.

5.02 Appointment and Removal

Officers shall be appointed by ordinary resolution of the Board at the Annual meeting. This follows the annual appointment process of Directors and the Executive in the month of June. The Officers may be removed from office at any time by special resolution and vote; at any duly convened meeting of the Board of Directors in which there is a quorum present and where the Directors have received at least seven days notification of the intended agenda item and vote.

Unless so removed, an Officer shall hold office until the earlier of:

- a) The Officer's successor being appointed;
- b) The Officer's resignation;
- c) Such Officer ceasing to be a director;
- d) Such Officer's death.

If the office of any Officer of the Foundation shall be or becomes vacant, the Directors may, by ordinary resolution, appoint a person to fill such vacancy.

The terms of employment of any Officers, including remuneration (if any) to be paid to any Officers, shall be determined by the Board. Remove

5.03 Terms of Office

The Officers of the Foundation shall hold office for a period of one year from the date of appointment or election or until their successor is elected or appointed. No person may be appointed as Chair for more than two consecutive one-year terms in usual circumstances unless the Board agrees by special resolution to extend the term by a single one-year term. The Past-Chair will maintain the position of an Officer even in the event that their nine years maximum as a director has been exceeded and they are no longer a Director of the Board. The appointment or election of the Treasurer shall be for a one-year term with a renewable term limited only by the maximum nine years as an active Board member. The intent of 5.03 is that the election of a Vice-Chair assumes that person will let their name stand for two successive terms, then for election as Chair and then assume the role of Past-Chair, each for two successive one-year terms, to foster corporate memory. This does not preclude other Directors from the election process if necessary.

5.04 The Chair

The Chair shall preside at all meetings of the Board and shall perform such other duties as may be determined by the Board from time to time. In the event of a tie vote at a meeting of the Board, the Chair shall only then cast their vote. Subject to the control, supervision and direction of the Board, the Chair shall have general control and supervision of the affairs of the Foundation.

5.05 The Vice-Chair

The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and such other duties as may be determined by the Board from time to time.

5.06 The Past-Chair

The Past-Chair shall, in the absence or disability of both the Chair and Vice-Chair, perform the duties and exercise the powers of the Chair. If the Past-Chair is no longer a Director, the Past-Chair shall have no vote except when serving in the capacity of the Chair.

5.07 The Executive Director (and Secretary)

The Executive Director shall attend all meetings of the Board as an ex-officio non-voting member and shall cause to be recorded all minutes of all proceedings in the books kept for that purpose; and give all notices and information required to be given to the Directors for meetings and performance of their duties. The Executive Director is also an ex-officio non-voting member of all other Foundation committees.

The Executive Director is effectively the chief executive officer of the Foundation and is subject to the control and supervision by the Board, a responsibility often delegated by the Board to the Chair. The responsibilities of the Executive Director are to manage the day to day

operations of the Foundation by implementing decisions of the Board and ensuring policies are adhered to.

The Executive Director shall be the custodian of the seal of the Foundation and of all books, papers, records, correspondence, contracts and other documents belonging to the Foundation. The Executive Director shall serve as Secretary of the Foundation as may be required by any Federal or Provincial statute and perform other duties as the Board may determine from time to time.

5.08 The Treasurer

The Treasurer shall ensure there is full and accurate accounting of all assets, liabilities, receipts and disbursements of the Foundation in keeping with established accounting principles. The Treasurer will ensure that monthly statements of the financial position of the Foundation along with budget variances shall be reported to each regular Board meeting.

The Treasurer shall deposit, or cause to be deposited, all monies, securities and other valuable effects in the name and credit of the Foundation in such chartered bank, trust company, credit union or caisse populaire, or in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.

The Treasurer shall disburse or cause to be disbursed the funds of the Foundation as may be directed by the Board or committees so empowered by the Board, taking proper vouchers for such disbursements.

The Treasurer shall assist the Investment and Finance Committee (changed June 21 2016) Remove in contracting for and the completion of, a yearly independent audited financial statement for the Foundation. The Treasurer shall perform such other duties as may be determined by the Board from time to time.

5.09 Other Officers

The duties of all other Officers of the Foundation including, without restriction, and Past-Chair, if appointed by the Board, shall be such as the terms of their engagement call for or the Board requires of them, from time to time. Remove

Article 6: Indemnification of Directors and Officers

Every Director or Officer of the Foundation who has undertaken or is about to undertake any liability on behalf of the Foundation or any person who acts at the request of the Foundation as a director or officer of a company controlled by the Foundation and their respective heirs, executors and administrators, and estates and effects, respectively, shall from time to time and Remove at all times, be indemnified and saved harmless out of the funds of the Foundation, from and against:

- (a) all costs, charges, and expenses whatsoever which such Director or Officer 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 him/her, 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 are 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 wilful neglect, wilful default or criminal act;

if the Director or Officer acted honestly and in good faith with a view to the best interests of the Foundation or the company controlled by the Foundation, as the case may be, and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer had reasonable grounds for believing that his or her conduct was lawful.

Nothing in this by-law shall limit the right of any person entitled to claim indemnity apart from the provisions of this By-Law.

The Board shall ensure there is appropriate and adequate insurance coverage for Directors and Officers' liability and hence assets of the Foundation.

Article 7: Community Volunteers as Committee Members

From time to time, community members who are not Board members will be asked to assist the Foundation. Reasons may include the need for specific skill sets or for enhanced stakeholder involvement **in projects or strategic planning Remove**.

It is expected that the persons chosen will have knowledge of and be supportive of the Foundation's mission, vision, and values. Their positions will generally be of a voting nature excepting where indicated by committee policy or terms of reference.

Volunteers who serve on committees are expected to sign the same declarations **annually** outlined in 4.08 as if they were regular Board members.

Volunteers serve exclusively at the pleasure of the Board. Any volunteer may be removed and disqualified from working with the Foundation, at any time, at any duly convened meeting of the Board by special resolution and vote where a quorum is present and where the Directors have received at least seven days notification of the intended agenda item and vote. The Board's decision shall be final and binding on the volunteer member, without any further right of appeal.

The said member shall not be eligible for reappointment or re-election and shall have no further role whatsoever with the Foundation.

Article 8: Committees

The Board may create or appoint one or more committees of the Board including without limitation a Governance Committee, a Nominating Committee, and an Investment and Finance Committee (changed June 21 2016) Remove.

8.01 Standing Committees

The standing committees of the Foundation are the:

- a) Executive Committee
- b) Governance Committee
- c) Nominating Committee, a sub-committee of the Governance Committee
- d) Investment and Finance Committee(committee name changed June 21 2016) Remove
- e) Grants Committee
- f) Awards and Bursary Committee....(committee status changed June 19 2018) Remove
- g) Youth in Philanthropy Committee, a sub-committee of the Grants Committee Remove
- h) Fund Development and Promotions Committee

8.02 Other Committees

The Board may create other committees, including standing and ad-hoc, from time to time. The committees must have clear and documented terms of reference consistent with existing format; outlining powers, purpose, lines of reporting, membership, quorums and meeting frequency.

8.03 Terms of Reference for the Committees

Terms of references exist for each committee and are maintained as part of the Terms of Reference manual. Should say Policy Manual The terms of references shall be reviewed by their respective committees on a three-year cycle, with recommendations made to the Board for acceptance. Initial ratification and then any subsequent changes, if any, requires a simple resolution and vote of Directors' present at a duly convened meeting of the Board in which there is a quorum present and where the Directors have received at least seven days notification of the agenda item and vote.

Membership, quorum and meeting frequency shall be defined for each committee in their respective terms of references.

8.04 Appointment and Removal

Committee members, including community volunteer members shall be appointed by simple resolution of the Board annually at the first meeting of the Board in the month of September. This follows the annual appointment of Directors in the month of June. The committee members may be removed from office by the Board at any time, at any duly convened meeting of the Board by simple resolution and vote where a quorum present and where the Directors have received at least seven days notification of the intended agenda item and vote.

Article 9: Execution of Documents

Contracts, documents or any other instruments in writing requiring the signature of the Foundation, shall be signed by any two Officers as designated from time to time by the Board (reference Signing Authority policy) and all contracts, documents and instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality. The Board may from time to time by ordinary resolution appoint an Officer or Officers on behalf of the Foundation to sign specific contracts, documents and instruments in writing, and may grant a power of attorney on behalf of the Foundation to any registered dealer in securities for the purposes of the transferring of and dealing of any stock, bonds and other securities of the Foundation.

Any signing Officer may certify a copy of any instrument, resolution, by-law or other document of the Foundation to be a true copy thereof.

Article 10: Membership 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. Committee meetings shall be determined by each committee according to their respective terms of reference.

10.02 Annual Meeting

The Annual meeting must be held within six months of the fiscal year end. The Board will ordinarily hold the Annual meeting in conjunction with the regular Board meeting in the month of June each year.

At every Annual meeting, in addition to any other business that may need to be transacted, the previous year's financial statement along with the respective auditors' report shall be presented and approved accordingly.

The process of nomination, appointment or election of Directors shall occur by ordinary resolution at the Annual meeting.

10.04 **Notice of Meetings**

Ordinarily, seven clear calendar day's notice via electronic means (email) shall be given to each member of any annual, general meeting, or special general meeting of Directors. Such notice shall contain sufficient information regarding any regular or special business to be conducted at the meeting to allow Directors to make a reasoned decision. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Directors of the Foundation shall invalidate such a meeting.

In the event of an urgent or emergent situation, a special meeting may be called with little or no notice as long as a majority of Directors have been polled and agree to the short notice and waiver of the normal notice period.

A schedule of general meetings will be distributed to and approved by ordinary resolution by all Directors at the first general meeting in September.

10.04 **Quorum**

The quorum for any meeting of the Board shall consist of a simple majority of the Directors of the Board, which includes the Chair. The committee terms of references shall define the quorum for each respective committee. Remove

10.05 **Votes Change to 10.04**

Each Director present at a general or annual meeting shall have the right to exercise one vote. The Chair shall exercise their vote only in the case of a tie vote. Similarly, the Vice-Chair and Past-Chair when acting for the Chair in their absence, shall exercise their vote only in the case of a tie vote. If the Past-Chair is no longer a director, the Past-Chair shall have no vote except when serving in the capacity of the Chair. The process used for voting is by conscience.

Voting at the committee level shall be defined by their respective terms of reference.

Article 11: Notices

11.01 **Method of Giving Notices**

Any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the letters patent, the By-Laws or otherwise to a member, director, committee member, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given; if sent by prepaid ordinary mail to the postal address of such person as recorded in the books of the Foundation; or by electronic means to the email address of said person. A notice so

delivered shall be deemed to have been given when it is delivered personally; a notice so sent by means of ordinary mail or email shall be deemed to have been given when mailed or transmitted.

11.02 Omissions and Errors

The accidental omission to give notice to any member, director, officer or auditor, or the non-receipt of any notice by any member, director, officer, auditor, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereof.

11.03 Waiver of Notice

Any member, director, officer or auditor may waive any notice required to be given under any provision of the Act, the letters patent, the By-Laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Remove

Article 12: Financial Year

The financial year end of the Foundation shall be determined by the Board. Unless otherwise resolved by the Board, the current fiscal year end of the Foundation shall be December 31st.

Article 13: Auditor

The auditor for the upcoming fiscal year shall be recommended by the Treasurer to the Board, for approval at the Annual meeting in the month of June. The auditor shall hold office until the meeting in June of the following year, provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be approved by ordinary resolution by the Board.

Article 14: Amendment of By-Laws

By-Laws of the Foundation may be enacted, repealed or amended by special resolution of the Board at a general, Annual or special meeting where the published agenda is clear as to the intent of dealing with said By-Laws. Required notice and quorum rules are to be followed.

Article 15: Rules and Regulations

The Board may prescribe such rules and regulations consistent with these By-Laws relating to the management and operation of the Foundation as it deems expedient.

Article 15.1: Dissolution of the Foundation.....(this article added June 21 2016) Remove

If the Foundation is no longer able to carry on its business, in particular the management and distribution of its endowed funds in accordance with the objects stated in the Foundation's incorporation documents, a committee will be struck:

- a) comprised of two representatives from the Council of the City of Portage la Prairie, two representatives from the Council of the Rural Municipality of Portage la Prairie, and three Directors from the Board;
- b) to distribute the assets and endowed funds of the Foundation to organizations with charitable status within the boundaries of the City and Rural Municipality of Portage la Prairie, as the committee sees fit.

The decision of the committee will be binding on all parties.

Article 16: Annual Celebration

The Board shall hold a public meeting each year, usually in the month of June, to inform the public of the Foundation's work and status and to present such awards and recognitions as the Board deems appropriate.

Article 17: Effective Date

17.01 Effective Date

This By-Law shall come into force when confirmed by the Directors of the Foundation in accordance with the Act.

17.02 Repeal

All previous versions of By-Law #1 are repealed as of the coming into force of this By-Law. All Officers and persons acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Directors, the Board or a committee of the Board with continuing effect passed under any repealed By-Law shall continue to be good and valid, except to the extent that they are inconsistent with this By-Law, until amended or repealed.

Passed by the Community Foundation of Portage and District Inc. Board on

this 13th day of June 2024.

Chair

Vice-Chair

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