

BROADWAY NEIGHBOURHOOD CENTRE INC. BY-LAW

SECTION 1: DEFINITIONS

- 1.1 In this by-law and all other By-Laws and resolutions of the Corporation, unless the context otherwise requires:
- A. **“Act”** means the Corporations Act of Manitoba and any Act that may be substituted therefore, as from time to time amended. Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein.
 - B. **“Board”** means the Board of Directors of the Corporation.
 - C. **“BNC”** means The Broadway Neighbourhood Centre Inc.
 - D. **“Conflict of Interest”** means any situation in which a Director, or a spouse or dependent of a Director has a personal material or other substantial interest in any contract or transaction to which The BNC is a part.
 - E. **“Designated Area”** means the area within the boundaries of Main Street to Arlington Street and Notre Dame Avenue to the Assiniboine River.
 - F. **“Member/Membership”** means:
 - i. Residents of the City of Winnipeg residing within the Designated Area who are at least 18 years of age.
 - ii. Directors on the BNC Board
 - G. **“Signing Officer”** means in relation any instrument, any person authorized to sign the same on behalf of the Corporation or by resolution passed pursuant thereto.

SECTION 2: PURPOSE

- 2.1 The Broadway Neighbourhood Community Centre is a not-for-profit organization committed to providing the highest quality recreational, social, health, educational and employment training programs and services to all ages.

- 2.2 The BNC's primary focus is the Designated Area and responds to the issues, needs and strengths of the neighbourhood through specialized, flexible and innovative solutions. The BNC accomplishes this through the management and operation of programs, services, facilities and grounds.
- 2.3 All residents of the City may use the facilities and take part in the programs provided by The BNC, but The BNC shall be specifically concerned with meeting the needs of those residents residing within the Designated Area.
- 2.4 The purpose of The Board of Directors shall be to collectively provide vision, governance oversight and direction to BNC management.

SECTION 3: OBJECTIVES

- 3.1 The Objectives of the BNC shall be:
 - A. To plan and initiate or conduct a variety of recreational, social, health, educational, employment and training activities and services suited to the needs and requirements of the residents of the Designated Area.
 - B. To communicate with the residents of the Designated Area so as to determine their needs and to ensure they are aware of activities and programs offered by The BNC.
 - C. To administer and operate The BNC in accordance with the operating responsibilities of any existing agreement with the City of Winnipeg, which may include the preparation of a budget, financial and activity reports.
 - D. To promote activities through which funds may be raised to support the activities of The BNC.
 - E. To plan for the continued operation of The BNC and its programs.

SECTION 4: BOARD GOVERNANCE

- 4.1 The business and affairs of the BNC shall be governed by the Board of Directors consisting of at least five and no more than 15 Directors.
- 4.2 The Board shall strive to ensure its composition reflects the diverse demographics of the community it serves, including but not limited to formal education, lived experience, women, members of the 2SLGBTQI+ community, Indigenous peoples, racialized peoples, person with disabilities and peoples of various ages and religious observances.

- 4.3 Board members shall have the ability to attend meetings and devote time between meetings to work on matters before the Board.
- 4.4 Directors will not receive remuneration for their involvement on The Board.
- 4.5 The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and up to one additional Director.
- A. The role of the President is to:
- i. Lead the scheduling of Board meetings.
 - ii. Chair meetings of the Board.
 - iii. Act as liaison between The Board and management as necessary.
 - iv. Represent the BNC in an official capacity when and where appropriate.
- B. The role of the Vice-President is to:
- i. Assist the President as necessary.
 - ii. Chair Board meetings when the President is unable to do so.
- C. The role of the Secretary is to:
- i. Ensure Board minutes and agendas are prepared and distributed in a timely manner, as provided for in this By-law.
 - ii. Ensure all records of the BNC are being maintained as required by any existing rules, laws, or this By-law.
- D. The role of the Treasurer is to:
- i. Ensure that all BNC funds are deposited safely and diligently with an acceptable financial institution.
 - ii. Ensure that all financial records of the BNC are maintained diligently and in accordance with prevailing accounting standards.
 - iii. Oversee the development of annual budgets and ensure they are presented to the Board for feedback and approval.

- 4.6 Where the President determines a matter is of sufficient urgency requiring formal action or discretion of the BNC, they may convene a meeting of the Executive Committee to consider the matter on a provisional basis. Any decision made by the Executive Committee will be in effect the date it is made and ratified at the next general Board meeting.
- 4.7 Annual Board deliverables shall be an annual audit, report, budget, an annual general meeting and any other deliverable prescribed or required by law or by any contracted agreement.
- 4.8 The role of a Director shall be vacated if the Director:
- A. Resigns, or;
 - B. Without advance communication to the President, fails to attend three consecutive meetings of the Board, of which the Director has had notice in accordance with these by-laws.
 - C. Is voted off of the Board by a unanimous vote at any meeting of the Board consisting of not less than 2/3 of current Directors.
 - i. The Director in question is not eligible to vote on this motion.
 - D. Dies, or:
 - E. Is determined by a unanimous vote at any meeting of the Board consisting of not less than 2/3 of current Directors to have a direct or indirect, continuing or non-continuing Conflict of Interest, provided that the Director shall be given an opportunity to address the board and to explain their failure to disclose the apparent Conflict of Interest prior to the Board's determination that the Conflict exists.

SECTION 5: ELECTIONS AND TERMS OF OFFICE

- 5.1 Election of the Board of Directors shall be held at the Annual General Meeting of The BNC.
- A. Expressions of interest shall be received by the Board in writing. Two months before the Annual General Meeting, the Board will review expressions of interest for a seat at the Board. A slate of candidates will be presented at the AGM for approval.
 - B. The elected Board of Directors shall take office following the Annual General Meeting.

- C. All Directors on the incumbent Board shall be eligible for re-election. Incumbent Directors shall be canvassed by the President prior to the annual general meeting and must affirm their interest in a subsequent term.
- 5.2 Each Director shall be elected for a two-year term.
- 5.3 In the event of a mid-term vacancy in the Board or the Executive, the Board may appoint a qualified person to fill the vacancy(s) for the remaining term of office. Such appointment(s) must have the majority approval at a formal Board meeting.
- 5.4 Appointments of Directors to the Executive level shall be performed at the Board level.

SECTION 6: MEETINGS

- 6.1 Directors will meet at least once every two months except during the months of July and August. July and August meetings will be held at the discretion of the Executive Committee.
- 6.2 Board meetings shall be held at the BNC. Directors shall strive to participate in-person.
 - A. If personal circumstances arise where a Director cannot participate in-person, the Director shall contact the President to request remote participation arrangements.
- 6.3 Directors wishing to propose an item for discussion at a Board meeting may:
 - A. Contact the President and the Secretary prior to agenda dispersal, or
 - B. Propose a new business item at the Board meeting prior to adoption of the agenda.
- 6.4 Notice of meetings including minutes of the previous meeting and preliminary agenda will be overseen by the President and the Secretary, and shall ordinarily be distributed at least three business days prior to the meeting.
- 6.5 The quorum for transaction of the business at a regular meeting or Annual General Meeting shall consist of no less than a simple majority of the Directors in office at the time.
- 6.6 Meetings shall be adjourned, and no business conducted if there is no quorum within thirty minutes after the scheduled time of the meeting.
- 6.7 An Annual General Meeting will be held within the calendar year of the fiscal year end. The Annual General Meeting shall be convened for the purpose of reporting the year's activities and the election of Directors.

- A. Notice of meeting, by way of electronic communication which may include Facebook, Instagram and other social media platforms and will be posted at least thirty days prior to the meeting.
- 6.8 The Board may from time to time invite resource people to attend and participate in a meeting including, as required, making presentations to the Board.

SECTION 7: VOTING PRIVILEGES

- 7.1 At regular meetings of the Board, each Director in attendance shall have one vote.
- 7.2 In the event of a tie vote – the motion is considered defeated, and the matter does not proceed.
- 7.3 Any proposed amendments to this by-law shall be presented at a Board meeting with a minimum 30 days' notice.
- A. All amendments to the By-Law will require approval by a minimum of two-thirds majority in attendance.
 - B. All approved amendments made by The Board over the course of the calendar year must be summarized at the Annual General Meeting.
- 7.4 The President may at their discretion require an anonymous vote for any contentious issue.
- 7.5 No proxy votes will be allowed.
- 7.6 A Director who may be in a conflict of interest situation is required to declare such conflict and abstain from voting and not participate in the discussion of that issue.
- 7.7 At the Annual General Meeting of The BNC, each member in attendance shall be entitled to a vote.

SECTION 8: FINANCE

- 8.1 The fiscal year for the Centre shall be from April 1 to March 31.
- 8.2 The Board shall administer all funds and securities of the BNC and present the Auditor's Report at the Annual General Meeting.
- 8.3 An annual budget shall be submitted to the Board for approval by no later than ninety days of receipt of the audited statements.

- 8.4 All funds and securities of The BNC shall be deposited in the name of The BNC with a recognized financial institution, which shall be selected by the Board.
- 8.5 All financial documents and contracts shall carry a minimum of two signatures.
- 8.6 No person shall incur any expense or commitment on behalf of The BNC unless authorized by the Board.
- 8.7 The Board are exclusively authorized to incur such expenses as necessary for the continued operation of The BNC, except those delegated to the Executive Director.
- 8.8 The Board shall annually appoint auditors to review the accounts of The BNC, whose report shall be presented to the members at the Annual meeting and filed with the City of Winnipeg-
- A. The person(s) appointed auditors shall not include a person who is a Director of The BNC.
- B. The accountant(s) are to be paid an amount decided on by the Board.

SECTION 9: INDEMNIFICATION

- 9.1 Every Director of officer of the Centre or other person who has undertaken or is about to undertake any liability on behalf of the Centre and their heirs, executors, administrators and estate, respectively, shall at all times be indemnified and saved harmless out of the funds of the BNC 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 or prosecuted against him for or in or about the execution of the duties of his office except such costs, charges or expenses as are occasioned by his own willful neglect.
- B. All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect.

SECTION 10: WINDING UP

- 10.1 Members of The BNC do not have and cannot have any personal interest in The BNC's property. If The BNC is dissolved or disbanded, any assets left after all liabilities have been satisfied must be turned over to the City of Winnipeg.