



BYLAWS

Save Our Seine River Environment Inc.

Board approved April 7,2020

Save Our Seine River Environment Inc.

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Table of Contents

BYLAWS OF SAVE OUR SEINE RIVER ENVIRONMENT INC	3
1. PREAMBLE	3
2. DEFINITIONS AND INTERPRETATION	3
3. REGISTERED OFFICE.....	3
4. VISION AND OBJECTIVES	3
5. MEMBERSHIP.....	4
6. MEETINGS OF MEMBERS.....	4
7. BOARD OF DIRECTORS	6
8. EXECUTIVE COMMITTEE OFFICERS	10
9. STANDING COMMITTEES	11
10. SPECIAL COMMITTEES	12
11. APPOINTMENT OF EXECUTIVE DIRECTOR	12
12. INDEMNIFICATION.....	13
13. FINANCES AND ADMINISTRATION	13
14. AMENDMENT OF BY-LAWS.....	14
15. WINDING UP OR DISSOLUTION	14
16. APPENDIX: LIST OF AMENDMENTS TO BYLAWS	14

BYLAWS OF SAVE OUR SEINE RIVER ENVIRONMENT INC

1. PREAMBLE

This document is the bylaw of Save Our Seine River Environment Inc. hereinafter called “SOS” and regulates its transaction of business and affairs.

2. DEFINITIONS AND INTERPRETATION

In this bylaw and all other bylaws of SOS unless context requires otherwise:

- Board: means the Board of Directors of SOS;
- Director: means a member of the Board;
- Gender: words regarding gender inclusive language include masculine, feminine and non-binary gender he/him=she/her=they/them
- Singular: = plural

3. REGISTERED OFFICE

The registered office of SOS shall be at the City of Winnipeg in the Province of Manitoba, and at such location-as the Board may determine.

4. VISION AND OBJECTIVES

The vision of SOS is “A sustainable and protected Seine River Greenway that provides a healthy habitat for vegetation and wildlife and contributes to the quality of life of all residents and visitors.”

The objectives of SOS include:

- a) To preserve, protect and enhance the Seine River greenway
- b) To restore and repair the Seine River greenway
- c) To raise public education & awareness of the Seiner River greenway
- d) To improve public access to the Seine River greenway
- e) To work in partnership with governmental, business and other non-profit organizations for stewardship planning of the Seine River greenway

5. MEMBERSHIP

5.1. ELIGIBILITY

Any natural person, being an individual, aged 18 years or more, interested in furthering the objectives of SOS may become a member. Any person that is eligible for admission may, upon payment of the prescribed fee, be admitted as a member.

5.1.1 MEMBERSHIP FEES

Membership fees shall be set by the Board

5.2 TERMINATION OF MEMBERSHIP

An individual shall cease to be a member of the SOS:

- a) by mailing or delivering notice in writing to the Executive Director or the Board;
- b) on death;
- c) upon failure to pay membership fees within 30 days following their due date;
- d) upon being removed or suspended.

5.3 PROCESS TO REMOVE A MEMBER

5.3.1 A member may be removed or suspended from SOS by a majority vote of the Board at any regular Board meeting.

5.3.2 No member may be removed or suspended without being notified of the complaint against them and without first being given the opportunity of being heard by the Board at a meeting called for that purpose.

5.4 RIGHTS OF MEMBERS

Every member in good standing is entitled to:

- a) attend any annual general meeting or special meeting of members;
- b) vote at any annual general meeting or special meeting of members;
- c) be elected to the Board;
- d) be a member of and participate in committees; and
- e) exercise other rights and privileges given to members in this bylaw.

6. MEETINGS OF MEMBERS

6.1 ANNUAL MEETINGS

An Annual Meeting of Members shall be held at the City of Winnipeg within 120 days

following the end of the fiscal year. At the Annual Meeting, the following items of business shall be dealt with:

- a) Minutes of the preceding general meeting;
- b) Consideration of the annual report of the Board;
- c) Consideration of the financial statements and a report of the review engagement/auditor's report;
- d) Election of the Directors;
- e) Appointment of the accountant to conduct the review or audit for the following year.

6.2 SPECIAL MEETINGS

Special meetings may be called by the President or the Board at any time and/or upon the written petition to the Board by 25 members in good standing.

6.3 NOTICE OF MEETINGS

6.3.1 Notice of special meetings and of the annual general meeting shall be given via email, social media, posters, or in exceptional cases where a member does not communicate by electronic means, by mail.

6.3.2 Notice of meetings shall be given at least 15 days before the meeting, to each member who is entitled to attend the meeting.

6.3.3 Such notice shall state the date, place and time of the meeting as well as the nature of the business to be transacted.

6.3.4 The accidental omission to give notice of any meeting of members to or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at any such meeting.

6.4 MEMBER MEETINGS BY TELECONFERENCE OR VIDEO CONFERENCE

The Board may arrange for a meeting via teleconference, video conference or other communications medium in special circumstances. This option will be avoided as much as possible and quorum as defined in this bylaw will still be necessary to proceed in this manner.

6.5 PARTICIPATION IN MEMBER MEETINGS BY TELECONFERENCE OR VIDEO CONFERENCE

If a Teleconference or Videoconference Member meeting is held, the Member may

participate in a meeting of SOS by means such as telephone, video conference or other communication means that permits all persons participating in the meeting to hear each other. A Member participating in a meeting by such means is deemed to be present at the meeting.

6.4 QUORUM

One third (1/3) of elected Board Directors plus ten (10) members present in person at an annual, general or special meeting shall constitute a quorum. No business shall be conducted at any meeting unless quorum is met.

6.5 CHAIRPERSON

6.5.1 The President or the Vice-President, in the President's absence shall, chair all meetings of the Board and of the members.

6.5.2 In the absence of both the President and Vice-president, the Directors present at a meeting of members, shall choose a Director as Chairperson.

6.6 VOTING

- a) Each Member present shall have one vote except the Chair who may vote only in the case of a tie.
- b) There shall be no provision for proxy vote.
- c) Voting shall be by show of hands or by other appropriate means depending on the person's ability and the nature of the meeting unless a secret ballot is requested by any member present. In such case, the Chair may set the time, place and method for a ballot vote.

7. BOARD OF DIRECTORS

7.1 COMPOSITION

The Board shall consist of a minimum of five persons and a maximum of fifteen persons.

7.2 ELIGIBILITY

Each Director shall

- a) be at least 18 years of age;
- b) not be an undischarged bankrupt;
- c) be a member of the SOS;
- d) be interested in furthering the vision and objectives of SOS;
- e) not hold a paid position with the SOS and not enter into a contract for services with the

SOS; and

f) be competent to conduct business and enter into contracts under the laws of Canada.

7.3 POWERS AND DUTIES

7.3.1 The Board shall be the ultimate policy making body and shall establish such programs and services as are necessary to meet its mandate. It may adopt rules and regulations for the conduct of business, appoint an Executive Director and may also appoint such other agents as it may consider necessary.

7.3.2 DUTY OF CARE

Every Director of the Board shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of SOS. In the exercise of their powers and duties, every Director of the Board shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

7.3.3 LIMITATIONS ON POWERS OF INDIVIDUAL DIRECTORS

No individual Director shall have any authority to act on behalf of SOS with respect to the transaction of the affairs of the SOS except as provided in this bylaw or by resolution of the Board.

7.4 SELECTION OF DIRECTORS

7.4.1 A formal call for nominations to the Board shall be sent to all active members sixty (60) days before the Annual General Meeting. The Nominating Committee may also determine to seek nominations from the public.

7.4.2 The Nominating Committee shall seek nominees with consideration to creating a cross section of representation based on geography, gender, profession, age, ethnicity, culture and disability.

7.4.3 The Nominating Committee shall prepare and submit to the President not less than thirty (30) days prior to the date of each Annual Meeting of members a report as to its nominations for Directors and Officers of SOS. Such report shall propose a single slate of nominees.

7.4.4 The Nominating Committee shall submit to the membership at the Annual General meeting after determining the willingness of the nominees to serve, a single slate of nominees for membership on the Board of Directors.

7.4.5 At the discretion of the Board of Directors, a call for nominations from the attendees

of the Annual Meeting of members may be made.

7.5 TERMS

7.5.1 The terms of office for all Directors shall be two (2) years in duration. Directors may serve four two (2) year terms. After serving the maximum allowable terms, a Board member must step down and wait a period of one (1) year before seeking to be re-elected to the Board.

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

7.6 VACANCY ON THE BOARD

7.6.1 The office of Director shall be vacated if:

- a) A Director submits a written resignation to the President;
- b) A Director ceases to be a member of SOS;
- c) The Director dies;
- d) The Director misses four consecutive meetings within the fiscal year, without providing a valid reason;
- e) The Director attends less than 60% of meetings within the fiscal year without providing a valid reason
- f) At a meeting of the Board, a resolution is passed to remove the Director from office for just cause.

7.6.2 Should a vacancy occur, the Board may appoint a replacement from a list of current Members to fill the vacancy until the next general meeting of the Membership.

7.7 REMOVAL OF A BOARD DIRECTOR

7.7.1 No Director may be removed without being notified of the complaint against them and without first being given the opportunity of being heard by the Board at the meeting called for that purpose.

7.7.2 The Board of Directors may in its discretion, by affirmative vote of two-thirds (2/3) of its Directors, remove any Director for just cause, with the Director being considered for removal not participating in the vote.

7.7.3 The Board of Directors shall call a special meeting regarding removal of the Board Director in accordance with meeting notices described in this bylaw.

7.7.4 SOS Members may remove any Director before the end of their term by a majority vote at a Special General Meeting called for this purpose.

7.7.5 A Director recommended for removal shall have the opportunity to address the

meeting of the Board and/or Members at which their removal is under consideration for a vote.

7.8. MEETINGS OF THE BOARD

7.8.1. Regular Meetings

At least six (6) regular meetings of the Board shall be held in each fiscal year of SOS at such times and intervals as may be determined by the Board.

7.8.2 Special Meetings

Special meetings of the Board shall be held from time to time at the call of the President, or the Board.

7.8.3 Notice of Meetings

Notice of the time and place of each meeting of the Board shall be given, by electronic or regular mail, not less than seven (7) days before the date of the meeting. Such notice need not specify the purpose of the meeting. A unanimous vote of the Directors may waive notice of or otherwise consent to a meeting of the Board.

7.8.4 Board Meetings by Teleconference or Video Conference

The President may arrange for teleconference, video conference or other communications medium to deal with urgent matters that may fall outside the regularly scheduled Board meetings. This option will be avoided as much as possible and quorum as defined in this bylaw will still be necessary to proceed in this manner.

7.8.5 Board Email Resolutions

The President may arrange for e-mail communication among Board members to deal with urgent matters that may fall outside the regularly scheduled Board meetings. This option will be avoided as much as possible and quorum as defined in this bylaw will still be necessary to proceed in this manner. All decisions will be ratified at the next scheduled Board meeting.

7.8.6 Participation in Board Meetings by Teleconference or Video Conference

If all the Board members consent, a Director may participate in a meeting of the Board or of a committee of the Board by means such as telephone, video conference or other communication medium that permits all persons participating in the meeting to hear each other. A Director participating in a meeting by such means is deemed to be present at the meeting.

7.9 QUORUM

One-third of elected Directors shall constitute a quorum for the transaction of business

7.10 VOTING

7.10.1 Each member of the Board, excluding the Chair, has one vote. In the case of an equal vote the Chair may cast a vote to break the tie

7.10.2 There shall be no provision for proxy voting.

7.10.3 Decisions of the Board shall be made by a show of hands or by other appropriate means depending on the person's ability and the nature of the meeting unless a secret ballot is requested by any Director.

8. EXECUTIVE COMMITTEE OFFICERS

The Officers of the Board shall be;

- a. Immediate Past President
- b. President
- c. Vice-President
- d. Secretary
- e. Treasurer
- f. And such other Officers as the Board may determine.

8.1 SELECTION OF OFFICERS

8.1.1 The Board shall annually or more often as required, select its Officers . The Officers shall be appointed at the first regular meeting of the Board following each Annual Meeting.

8.1.2 Election of Officers by ballot shall be required if more than one individual is nominated for any one office, otherwise the election of Officers shall be by a show of hands.

8.2 TERM OF OFFICE

8.2.1 Each of the Officers of SOS shall hold office for a term of two years.

8.2.2 No Officer shall hold the same office for more than two consecutive terms.

8.2.3 An Officer's term may be extended if the Board deems it necessary by reason of an emergency or other extraordinary circumstance, and they will remain in that position until a successor is elected.

8.2.4 No Officer shall hold more than one office at one time.

8.3 VACANCIES

If the position of any Officer becomes vacant by reason of death, resignation, disqualification or otherwise, the Board may appoint a Director to fill such vacancy at any regular or special meeting of the Board.

9. STANDING COMMITTEES

9.1_ Constitution of Standing Committees

The Board may establish standing committees as it sees fit. Each committee shall be comprised of not less than three people who are members in good standing and shall be Chaired by a Director who shall report regularly to the Board.

9.2 The following two committees constitute the standing committees of SOS:

- a) Executive Committee
- b) Governance Committee

9.3 EXECUTIVE COMMITTEE POWERS, DUTIES AND RESPONSIBILITIES

9.3.1 The Executive Committee shall:

- a) Consist of the Officers of SOS. If determined by the Executive Committee as necessary, an additional Director can be appointed to the Executive Committee. The Executive Director is an invited, non-voting participant of the Committee.
- b) Possess and may exercise all of the powers, authorities and discretions possessed or exercisable by the Board in the management and direction of the operation and affairs of SOS except such powers, authorities, and discretions as must by law be exercised only by the Board.
- c) Carry out the duties of the Directors between meetings of the Directors.

9.3.3 All actions taken by the Executive Committee shall be reported to the Board at its meeting next following such actions and shall be subject to revision or alteration by the Board, provided that no acts or rights of third parties shall be affected or invalidated by any such action of revision or alteration.

- 9.3.4 At the discretion of the Executive committee, if needed and wherever feasible, Executive Members may join virtually (electronically or by phone) into any meeting and are able to participate and vote as any face-to-face Director.

9.3.5 Provide Oversight of the Executive Director

9.3.5.1 . The Executive Committee shall provide direct oversight, supervision and evaluation of the Executive Director on behalf of the Board with the President and the Executive Director working in partnership in carrying out the strategic plan of SOS and the Executive Director reporting directly to the President.

9.4 GOVERNANCE COMMITTEE

The Governance Committee shall:

- a) Be Chaired by the Vice President
- b) Attend to the orientation and integration of new Board Members
- c) Conduct an annual assessment of the Board's performance through a self-assessment process
- d) Oversee the strategic planning process
- e) Organize annual Board education
- f) Propose and implement Board policies and ensure policies are up-to-date
- g) Annually review the Bylaws and propose amendments as necessary
- h) Oversee the planning and organization of the annual general meeting

10. SPECIAL COMMITTEES

The Board may establish special committees as it sees fit. Each committee shall be comprised of not less than three people who are members in good standing and shall be chaired by a Director who shall report regularly to the Board.

11. APPOINTMENT OF EXECUTIVE DIRECTOR

11.1 The Board may hire an Executive Director to carry out assigned duties as specified by the Board, to report to and be responsible to the Board.

11.2 The Executive Director shall ensure overall delivery of the programs and services offered by SOS, adhering to its philosophical guidelines, goals and objectives and operating policies. The Executive Director shall be accountable to the Board for the proper and legal conduct of the business of SOS. The Executive Director shall be responsible for the organization of the work of SOS and for the engagement, supervision, direction and discharge of all employed personnel.

12. INDEMNIFICATION

SOS shall indemnify directors who have undertaken any liability on behalf of the SOS if they acted honestly and in good faith with a view toward the best interests of SOS; and in the case of criminal or administrative action they had reasonable grounds for believing their conduct was lawful.

13. FINANCES AND ADMINISTRATION

13.1 FISCAL YEAR

Until changed by the Board, the fiscal year of SOS shall begin on January 1st and shall end on the 31st day of December in each year.

13.2 EXECUTION OF DOCUMENTS

13.2 .1 Contracts, documents, cheques or any other agreements, requiring the signature of SOS shall be by any two Executive Committee Officers as defined in this bylaw.

13.2.2 The Board at its discretion, may give the Executive Director special signing authority such as for grant applications.

13.3 BORROWING POWERS

The Board may authorize the borrowing of funds to meet the objectives and operations of SOS.

13.4 INVESTMENT AUTHORITY

The funds of SOS may be retained in whole or in part in cash or be invested and reinvested in such property, stock bonds or other securities as the Board of Directors may deem desirable.

13.5 RECORDS AND BOOKS

The Board shall see that all necessary books and records of SOS required by the bylaws of SOS or by any applicable statute or law are regularly and properly kept. The books and records, with the exception of information protected by Privacy Legislation, shall be open to inspection by members at reasonable times upon reasonable notice being given to the President and/or Treasurer.

13.6 AUDIT/REVIEW OF ACCOUNTS

There must be a review engagement of the books, accounts and records of SOS at least once per year by a qualified accountant appointed each year at the Annual General Meeting. The reviewed financial report shall be presented at the Annual General Meeting.

14. AMENDMENT OF BY-LAWS

14.1 This bylaw may be amended or repealed at any meeting of members by a two-thirds majority vote of the members present.

14.2 Notice detailing the changes to the bylaw must be given in writing to the membership at least 15 days in advance. Such notice shall outline the general nature and intent of such proposed bylaw changes. Such notice is not required where unanimous approval is given by the members attending the meeting to waive provision of written notice.

14.3 No amendments or additions shall be effective if it would cause the revocation of the SOS's status as a registered charity.

15. WINDING UP OR DISSOLUTION

If SOS is dissolved the Board of Directors shall ensure that any funds or assets remaining after paying the debts, shall be distributed to a like-minded community organization.

16. APPENDIX: LIST OF AMENDMENTS TO BYLAWS

- a. Bylaws final 2020 revisions and amendments approved by the Board and enacted April 7, 2020.
- b. Bylaws amended, approved and enacted by the Board March 9, 2020.
- c. Major Bylaws overhaul and amendments approved by the Board and enacted February 27, 2020.
- d. Original Bylaws enacted March 6, 1996.