

(PROPOSED) BYLAW NO. 3, 2022

A bylaw outlining the general conduct of the affairs of the “Corporation”:

Manitoba Eco-Network Inc./Réseau Ecologique du Manitoba Inc.

SECTION 1. INTERPRETATION

1.01 Definitions

In this bylaw and other bylaws of the Corporation, unless context otherwise requires:

- a. “Act” means The Corporations Act (Manitoba) including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. “appoint” means “elect” and vice versa;
- c. “articles” means the original or restate articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation.
- d. “Board” means the Board of Directors of the Corporation and “Director” means a member of the board;
- e. “bylaws” means thus by-law and all other by-laws of the Corporation in force and effect;
- f. “Corporation” means the corporation incorporated by Articles of Incorporation under the Act and named MANITOBA ECO-NETWORK INC./RESEAU ECOLOGIQUE DU MANITOBA INC.;
- g. “Meeting of Members” includes an annual meeting of members (also referred to as an “Annual General Meeting” or “AGM”) and special meeting of members, where a “special Meeting of Members” includes a meeting of any class or classes of members and a meeting of all member entitled to vote at an annual meeting of members;
- h. “regular resolution” is a resolution passed with a simple majority of votes among meeting participants
- i. “special resolution” is a resolution passed with a two-thirds majority of votes among meeting participants
- j. “regulations” means the regulations made under the Act, as amended, restated, or in effect from time to time;

1.02 Interpretation

In the interpretation of this bylaw, words in the singular include the plural and vice versa, gender-neutral language shall be used, and “person” includes individuals, corporations under the Act, partnerships, trusts, and unincorporated organizations.

SECTION 2. BUSINESS OF THE CORPORATION

2.01 Registered Office

The registered office of the Corporation shall be in the Province of Manitoba and at such location as the Board of Directors may from time to time determine.

2.02 Financial Year

The financial year of the Corporation shall end on the 31st day of March of each year.

2.03 Execution of Instruments / Signing Authority

Contracts, deeds, transfers, assignments, obligations, certificates, and other instruments shall be signed on behalf of the Corporation by two persons designated as signing officers by regular resolution of the Board of Directors, and operating under its authority. Any Instrument involving financial transactions such as cheques shall also be signed by two individuals, excluding the person named as a cheque recipient should they also be a signing officer.

2.04 Financial Arrangements

The financial business of the Corporation shall be transacted with such financial institutions, credit unions, trust companies, banks, or other bodies corporate as may from time to time be designated by the Board or Directors, and under its authority. The banking business of the Corporation may include the borrowing of money on the credit of the Corporation and the giving of security as the Board of Directors may from time to time authorize.

2.05 Borrowing Powers

Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board of Directors may from time to time pass a motion by special resolution to:

- a. Borrow money on the credit of the Corporation;
- b. Issue, reissue, sell, pledge, or hypothecate debt obligations of the Corporation;
- c. Give a guarantee on behalf; and
- d. Mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

2.06 Appointment of Public Accountant

A Chartered Professional Accountant (CPA) shall be appointed at the AGM by the members and shall hold office until the next AGM or until their successor is appointed, unless previously removed by resolution of the members of the Corporation. Remuneration of the CPA shall be determined by the Board of Directors. The CPA shall be supplied with a copy of the financial reports and other documents as required, and it shall be their duty to examine these. The CPA shall at all reasonable times have access to all the books and accounts of the Corporation.

2.07 Annual Financial Statements

Annual financial statements must be made available to members 7 days before the AGM. The Corporation may, instead of sending copies of the annual financial statements and other documents to the members, publish a notice to its members stating that the annual financial statements are available at the registered office of the Corporation, and any member may, on request, obtain an electronic copy free of charge at the registered office or by mail or e-mail.

2.08 Fundraising

The Corporation may sponsor campaigns to solicit funds from the general public throughout the province. Any funds received by the Corporation as a result of such campaigns shall, taking into

consideration guidelines of Corporation funders, be used as determined by the Board, and in accordance with policies of the Corporation.

SECTION 3. OBJECTS

3.01 Corporation Objects

The objects of the corporation are:

- a. To carry out education activities to develop an awareness in the community concerning the conservation and enhancement of the environment; and
- b. In furtherance of the aforesaid, to encourage other Canadian organizations which do the same.

SECTION 4. MEMBERSHIP

4.01 Membership Conditions

Membership in the Corporation shall be granted to those who support the Objects and Bylaws of the Corporation. There shall be 3 classes of members in the Corporation: Regular Member, Associate Member, and Individual Member. Membership dues for each class of members shall be reviewed and set by the Board of Directors from time to time, in accordance with section 6.01 of this bylaw. Members are subject to discipline up to and including termination of membership in accordance with section 6.03 of this bylaw.

4.02 Regular Member

- a. A Regular Membership shall be available to any non-governmental non-profit groups, excluding registered political parties, that works to enhance or further environmental quality, protect the environment, or carry out environmental education. Non-profit arms of for-profit entities do not qualify for regular membership.
- b. The term of membership of a Regular Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. Each Regular Member is entitled to receive notice of, attend, and vote at all meetings of members and each such Regular Member shall be entitled to 5 votes at such meetings.
- d. Some activities of the organization may be deemed open only to Regular Members by resolution of the Board of Directors or through the policies of the Corporation.

4.03 Associate Member

- a. An Associate Membership shall be available to any organization that does not qualify for a Regular Membership but supports the work of the Corporation. An Associate Member may be a business, group, government agency, or corporation.
- b. The term of membership of an Associate Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. An Associate Member is not entitled to receive notice of, attend, or vote at Meetings of the Members of the Corporation.

4.04 Individual Member

- a. An Individual Membership shall be available to any individual who adheres to the objectives of enhancing or furthering of environmental quality, protecting the environment, or carrying out environmental education, and supports the work of the Corporation.
- b. The term of membership of an Individual Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. Each Individual Member is entitled to receive notice of, attend, and vote at all meetings of members and each such Individual Member shall be entitled to 1 vote at such meetings.

SECTION 5. MEETINGS OF MEMBERS

5.01 Annual Meetings

An annual meeting of Members shall be held each fiscal year at a time and location as determined by the Board of Directors.

5.02 Special Meetings

A Special Meeting of Members may be called by a Majority of the Board of Directors or upon the written request of at least 15 Regular and/or Individual Members.

5.03 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic, or other communication facility during a period of 21 to 50 days before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier, or personal delivery. A Member may in any manner waive notice of or otherwise consent to a Meeting of Members.

5.04 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Board of Directors, the public accountant of the Corporation, such other persons who are entitled or required under any provision of the Act, articles, or by-law of the Corporation,. Any other person may be admitted only on the invitation of the chairperson of the meeting or by regular resolution of the Members.

5.05 Chair of the Meeting

The Chair of the Board of Directors shall chair Meetings of Members. In the event that the chair and vice-chair of the Board of Directors are absent, the members who are present and entitled to vote at the meeting shall choose another person to chair the meeting.

5.06 Quorum

A quorum at any meeting of the members shall be 10 members present in person and entitled to vote afterward.

5.07 Decision Making at Meeting of Members

At any meeting of members every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by regular resolution, requiring a majority of the votes cast on the question,

or by a special resolution in accordance with this Bylaw. All participating Members shall receive a vote except the Member chairing the meeting. In the case of a tie, the chair of the meeting may cast the deciding vote.

5.08 Meeting Secretary

The Secretary of the Board of Directors shall act as Meeting Secretary and keep record of the meeting or meeting minutes. In the event that the Secretary of the Board of Directors is absent, the chairperson shall appoint another person, who need not be a member, to act as Secretary of the meeting.

SECTION 6. MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

6.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation unless the Board of Directors, by regular resolution, waives the fee for that year. The membership fee is set by the Board of Directors from time to time.

6.02 Termination of Membership

A membership in the Corporation is terminated when:

- a. A member fails to maintain any qualifications for membership described in Section 4 of these bylaws;
- b. For members that are corporations, the corporation is dissolved, or an Individual Member dies;
- c. The member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. The member is expelled in accordance with Section 6.03 below or is otherwise terminated in accordance with the articles or bylaw;
- e. The member's term of membership expires; or
- f. The Corporation is liquidated or dissolved under the Act.
- g. Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

6.03 Discipline of Members

The Board of Directors shall have authority to suspend or expel any member from the Corporation by special resolution for any one or more of the following grounds:

- a. Violating any provision of the articles, bylaws, or written policies of the Corporation;
- b. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board of Directors in its sole discretion;

c. For any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board of Directors determines that a member should be expelled or suspended from membership in the Corporation, the Board Chair or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Board Chair, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received, the chairperson or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board of Directors' decision shall be final and binding on the member, without any further right of appeal.

SECTION 7. BOARD OF DIRECTORS

7.01 Board Structure

The Board of Directors shall consist of a minimum of 7 and maximum of 13 director positions elected by the membership, and at no time shall the number of Individual Members exceed the number of Regular Members on the Board of Directors. Board composition will strive to include the array of skills and expertise necessary for the effective governance of the Corporation and, insofar as possible within this context, a balance of Manitoba's diversity.

7.02 Eligibility

To be eligible for election to the Board of Directors, an individual must be an affiliate of a Regular Member group or an Individual Member of the Corporation and eligible to sit as a director of a corporation under the Act.

7.03 Term of Office

Directors shall hold office for a three-year term and shall be eligible for re-election up to two times. A director may hold office for three consecutive terms, after which they must retire from the Board of Directors. At the conclusion of the AGM, a director whose term is expiring shall formally retire, and all newly elected Board Members shall take office.

7.04 Powers and Duties

The Board of Directors shall govern and direct the activities of the Corporation in the best interests of the Corporation. Its specific duties shall include:

- a. Oversee the routine business of the Corporation;
- b. Act in the best interests of the Corporation overall, not as representatives of their individual member groups;
- c. Elect a Chair, Vice Chair, Secretary and Treasurer.

- d. Appoint such other committees as it deems necessary to support the objectives of the Corporation, pursuant to Section 9 of these Bylaws;
- e. Hire, support, and evaluate an Executive Director.
- f. Approve the annual operating budget of the Corporation;
- g. Lead strategic planning;
- h. Meet at least four times per fiscal year;
- i. Ensure proper auditing and monitoring of finances, Bylaw and policy compliance;
- j. Recommend approval of audited financial statements to the Membership;
- k. Ensure that the Bylaws and the governance policies are current, consistent with good governance practices and respected in actual practice; and
- l. All other tasks and duties outlined in this bylaw and the Policies of the Corporation.

7.05 Termination of Office and Vacancies

- a. A member of the Board of Directors ceases to hold office: at the conclusion of an AGM as specified in Section 7.03 of these Bylaws, when they die, when they cease to be qualified according to Section 7.02, when they are removed from office according to 7.05c, when their letter of resignation is received by the Corporation or at the time specified in such letter of resignation if that time is later than when the letter was sent.
- b. In the case of a vacancy, a new member of the Board of Directors may be appointed by the Board to fill the vacancy, pursuant to Section 7.01 of this Bylaw. A director so appointed shall hold office until the next general meeting when a regular election is held.
- c. A director can be removed from the board by a resolution passed by a majority of the voting delegates at an Annual or Special General Meeting or by special resolution of the Board of Directors on the following grounds:
 - i. violating any provision of the articles, bylaws, or written policies of the Corporation;
 - ii. unexplained absence from three consecutive meetings of the Board of Directors;
 - iii. carrying out any conduct which may be detrimental to the Corporation as determined by the Board of Directors in its sole discretion;
 - iv. for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

7.06 Board Meetings and Decision Making

- a. Meetings of the Board of Directors shall be held regularly and at any place in Manitoba that the Board of Directors may determine, including electronically. With the consent of the Chair, one or more directors may participate in a meeting by using a telephone or other such means of communication as ensures equal access for all directors, and permits all participants to hear each other, speak to each

other directly, and participate fully in the discussion. In such a meeting, all participating directors shall be deemed to be present and part of quorum. Voting shall be outlined in subsection d) below. The Board of Directors shall establish the necessary procedures to ensure the security of such meetings.

b. Quorum at any Board of Directors meeting shall be a majority of the director positions.

c. Decision-Making: The Board of Directors may make decisions at a duly called meeting of the Board of Directors at which quorum is present, or by resolution in writing by mail, or email in which all directors must vote or abstain. Decision-making shall be by majority vote, or by 2/3 majority in the case of a special resolution, with all directors present entitled to vote, except the director chairing the meeting. In the case of a tie, the chair of the meeting may cast the deciding vote.

d. Process: Directors meetings may be chaired by the Chair, Vice Chair, Treasurer or Secretary, or, in their absence, any other director chosen by the directors in attendance.

e. Notice: Notice of the time and place of each Board of Directors meeting shall be given to each director not less than 7 days before the time of the meeting. Notice is not required for a meeting of the Board of Directors immediately following the AGM if a quorum of directors is present, nor for an adjourned meeting if the time and place are announced at the original meeting and provided any Directors not present at the adjourned meeting are informed in advance of the meeting's resumption.

f. Conflict of Interest: A director who is party to or has a material or personal interest in a material contract or proposed material contract with the Corporation shall disclose the nature and extent of their interest and may be required to recuse themselves from any discussion and vote related to said contract or issue, in accordance with the policies of the Corporation.

SECTION 8. OFFICERS AND EXECUTIVE COMMITTEE

8.01 Officers

The Officers of the Corporation shall be the Chair, Vice Chair, Treasurer, and Secretary. These positions shall have a term of one year and be appointed by the Board of Directors at the first meeting of the Board after the Annual General Meeting.

8.02 Chair

The Chair shall be elected annually by the Board of Directors from among its members. The Chair of the Board of Directors shall supervise the business of the Corporation subject to the authority of the Board of Directors and shall have such other powers and duties as the Board of Directors may specify in accordance with the policies of the Corporation.

8.03 Vice Chair

The Board of Directors shall annually elect from among the directors a Vice Chair to perform the duties of the Chair in the absence of the incumbent, and such other duties as the Board of Directors may specify in accordance with the policies of the Corporation.

8.04 Treasurer

The Board of Directors shall annually elect from among the directors a Treasurer, who shall be responsible for the deposit, safekeeping, and disbursement of the Corporation's funds, shall ensure that accounting records are kept in accordance with the Act, shall provide the financial statement of the

Corporation at the AGM, and shall have such other powers and duties as the Board of Directors may from time to time assign in accordance with the policies of the Corporation.

8.05 Secretary

The Board of Directors shall annually elect from among the directors a Secretary, who shall ensure that minutes of meetings and other appropriate records are kept in accordance with the Act and made available to members on request, and shall have such other powers and duties as the Board of Directors may from time to time assign in accordance with the policies of the Corporation.

8.06 Executive Committee

The Executive Committee, consisting of the Officers, may be formed by the Board of Directors and if so shall meet as necessary to perform such duties as the Board of Directors may from time to time delegate to it. Quorum for the Executive Committee shall be a majority of its voting members.

8.07 Terms of Office

Officers of the Corporation shall have terms of one year, ending at the beginning of the first meeting of the Board of Directors after the Annual General Meeting. The Board of Directors, in its discretion and by special resolution, may remove any officer of the Corporation. Otherwise each officer shall hold office until their successor is appointed.

SECTION 9 – COMMITTEES

The Board of Directors may from time to time appoint such committees as it deems appropriate, to advise and assist the Board of Directors in its work. Every committee shall include at least one director. Unless otherwise determined by the Board of Directors, each such committee shall have the power to fix its quorum, elect its chair, and regulate its procedure. The Board of Directors may, in its discretion, remove or replace a committee member or disband a committee.

SECTION 10 – REMUNERATION

The directors shall receive no compensation or remuneration for their services as directors and no director shall directly or indirectly receive any profit from their position. However, directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties and in accordance with the policies of the Corporation. The provisions of this section shall also apply to members of committees.

SECTION 11 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.01 Limitation of Liability

Subject to the provisions of the Act, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on their part or from any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless

the same are occasioned by their own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

11.02 Indemnity

Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who undertakes or has undertaken any liability on behalf of the Corporation, and their heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by them in respect of any civil, criminal or administrative action or proceedings to which they are made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if:

- a. They acted honestly and in good faith with a view to the best interest of the Corporation; and
- b. In the case of a criminal or administrative action or proceedings that is enforced by a monetary penalty, they have reasonable grounds for believing that their conduct was lawful.

SECTION 12 – MEDIATION AND ARBITRATION

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation are to be resolved through mediation and in accordance with the policies of the Corporation.

SECTION 13 – AMENDMENT OF BYLAWS

This Bylaw may only be amended, repealed, or rescinded at the AGM or at a special Meeting of Members, by passing a special resolution of the Members present.

SECTION 14 – EFFECTIVE DATE

This Bylaw shall be effective when confirmed by the Members in accordance with the Act.

CERTIFIED to be Bylaw No. 3 of the Corporation, as enacted by the directors of the Corporation by resolution on the _____ day of _____, 20____ and confirmed by the Members of the Corporation by special resolution on the _____ day of _____, 20____.

Dated as of the _____ day of _____, 20____.

[Indicate name of director/officer]

[Indicate name of director/officer]