



FORT GARRY COMMUNITY CENTRE

Bylaws of Fort Garry Community Centre (Hobson and Victoria sites)

Article 1 – Name:

- 1.1 The organisation shall be known as Fort Garry Community Centre Inc., herein after referred to as the "Centre".

Article 2 – Purpose:

- 2.1 The purpose of the Centre is to provide a broad range of recreational and leisure activities for persons of all ages residing in the City, however the Centre shall be specifically focused on meeting the needs of the individuals residing within the boundaries specified under Article 5.

Article 3 – Objectives & Guiding Principles:

- 3.1 The objectives and guiding principles of the Centre are outlined as the outlined in the Terms of Reference document.

Article 4 – Definitions:

- 4.1 Executive Committee – shall consist of the two-year term positions: President, Vice President, Treasurer, Secretary. It shall also include by default the immediate Past President.
- 4.2 Simple Majority – half plus one of the eligible voters.
- 4.3 Age of Majority – a person who is eighteen (18) years of age or older
- 4.4 Officer – a person that holds a position as a Director or a member of the Executive Committee on the Board of Directors
- 4.5 Standing Committee – a committee that is permanent during the existence of the appointing body

Article 5 – Boundaries:

- 5.1 The Centre shall serve the residents within the boundaries as defined below:

North	CNR Rivers to Jubilee; east to Cockburn St. S; south to Red River
South	McGillivray to Pembina, south to Bishop Grandin, east to Red River
West	Waverley St between CNR and McGillivray; Pembina Hwy between McGillivray and Bishop Grandin
East	Cockburn St S. from Jubilee to the Red River, south to Netley Street; Netley Street, extended south to the Red River along Point Road

Article 6 – Membership:

- 6.1 The Membership of the Centre shall consist of those persons residing within the boundaries as specified under Article 5 and who have not been removed from Membership by the Executive as provided for in Article 9
- 6.2 All residents of the City may use the facilities and take part in the programs provided by the Centre, but the Centre shall be specifically concerned with meeting the needs of those residents residing within their designated boundaries.
- 6.3 Any person who has been removed from Membership by the Executive may appeal in writing to the President for reinstatement. The President must present the appeal at the next Regular or Special Meeting of the Board and membership will be reinstated if supported by a two-thirds majority vote.

Article 7 – Fiscal Year:

- 7.1 The fiscal year-end of the Centre shall be December 31.

Article 8 – Government:

- 8.1 The business and affairs of the Centre shall be managed by a Board of Directors consisting of, as a minimum, the Executive Committee as defined in Article 4.
- 8.2 In the event of a vacancy, the Board may appoint an eligible Member to fill the vacancy for the remaining term of office. Such appointment must have the majority approval of the assembled Board of Directors at a Regular Meeting or a Special Meeting.
- 8.3 All Members of the age of majority may attend, vote or stand for election at the Annual General Meeting of the Centre.
- 8.4 The office of a Director shall be vacated upon the occurrence of any one of the following events:
 - a) death;
 - b) resignation in writing to the Board;
 - c) removal by resolution of at least two-thirds of the other Directors of the Centre.
 - d) resignation from the Board in person at a Regular or Special Meeting
- 8.5 Any Director may be removed from their elected or appointed position by a two-thirds majority vote of the entire remaining Board of Directors upon the occurrence of anyone of the following events:
 - a) failure by the Director to attend any three (3) consecutive Regular Meetings of the Board;
 - b) failure by the Director to disclose a conflict of interest;
 - c) where the remaining Directors are of the opinion that the Director has not acted in the best interest of the Centre.
- 8.6 A motion to remove a Director must be presented at the Regular Meeting of the Board before the Meeting (Regular or Special) which will consider the motion. The meeting considering the motion to remove must have a quorum without counting the Director who brought the motion, or the Director who is the subject of the motion, neither of

whom may vote on the motion. The motion to remove and the reasons for the motion must be mailed, emailed or hand delivered to the Director being removed no later than seven (7) days prior to the meeting dealing with the dismissal. The Director being removed shall be given the opportunity to present evidence to remain in their elected position.

- 8.7 The Board of Directors is to serve without remuneration. No Director may directly or indirectly receive any profit from their position as Director. A Director may be reimbursed for reasonable expenses incurred by them in the performance of their duties, and may be paid reasonably for any duties they perform under contract to the Centre.
- 8.8 On any occasion in which a Board Member, or a spouse or dependent of a Board Member, has a personal material or other substantial interest in any contract or transaction to which the Centre is a party, it is hereby deemed that this Board Member has a conflict of interest and shall disclose such interest at the time. The Board Member shall refrain from speaking to or voting on the resolution approving the transaction.

Article 9 – Executive Committee Powers:

- 9.1 The Executive Committee shall have the power to do all things necessary for the successful operation of the Centre, and shall thus be empowered to:
- a) administer the funds of the Centre in such manner and for such purposes as it may decide are beneficial to the well-being and advancement of the objectives of the Centre, provided that the objectives are not contrary to the general policy of the City.
 - b) commence any new form of activity or sport considered desirable by the Membership or in like manner discontinue any form of activity or sport being conducted under the auspices of the Centre.
 - c) expel or suspend from the Centre any person guilty of misconduct or any infraction of the rules and regulations of the Centre.
 - d) ensure that the Centre is operated on a non-political and non-sectarian basis.
 - e) notwithstanding any other provisions of the Constitution, appoint committees, either standing or temporary, define their duties, powers and duration thereof. The Executive Committee may also appoint the committee chairperson. All committees shall be responsible and accountable to the Board of Directors.
 - f) to appoint advisors to the Board as it deems necessary and appropriate. Such appointments shall be ratified by the Board of Directors.
- 9.2 Subject to ratification by the Board, the Executive Committee shall make such rules and regulations regarding the use of the Centre facilities as they may deem necessary.

Article 10 – Elections:

- 10.1 Election of the Board of Directors shall be held at the Annual General Meeting of the Centre.

- 10.2 All persons residing within the boundaries of the Centre that are of the age of majority are eligible to participate in the proceedings of the Annual General Meeting.
- 10.3 Two months before the Annual General Meeting, the President will appoint a nominating committee which shall consist of no more than three (3) Members, two (2) of which shall be members of the Board. The chairperson of the nominating committee will ensure that a slate of officers will be prepared and presented at the Annual General Meeting. Nominees must express their willingness to stand either by being present at the elections, by written consent or by electronic transmission.
- 10.4 Additional nominations from the floor will be accepted by the Chairperson of the Annual General Meeting.
- 10.5 All voting for positions on the Board of Directors shall be done by a show of hands. The Chairperson of the Annual General Meeting shall have the discretion to require a vote by ballot for any contentious positions/nominations.
- 10.6 The elected Board of Directors shall take office upon completion of the election unless otherwise provided for by the Bylaws.

Article 11 – Terms of Office:

- 11.1 Each member of the Executive Committee for a (2) two-year term. Each of the other Directors shall be elected for a term of one (1) year. Elections will be held at the Annual General Meeting for two of the Executive Committee (President & Treasurer) and each of the other Directors. The following year, the other (Vice President & Secretary) two Executive Committee members and each of the other Directors the following year. All incumbent members of the Board of Directors shall retire following their term, but shall be eligible for re-election.

Article 12 – Meetings:

- 12.1 The Board of Directors will hold Regular Meetings at least once a month except during the months of July and August. Special Meetings will be held in July and August at the discretion of the Executive Committee. Notice of Regular Meetings or Special Meetings, including minutes of the previous Meeting and a preliminary agenda, shall be mailed, emailed or hand delivered to each Board Member at least three (3) days prior to the meeting.
- 12.2 Special Meetings may be called by the President to deal with a specific item. These Special Meetings will address any issue that arises between Regular Meetings that need to be addressed immediately.
- 12.3 Special General Meetings may be convened by the President, or by a minimum of one-third of the Board of Directors or by fifteen (15) Members in good standing of the Centre. Written requests must be acted upon within thirty (30) days of receipt of the request. Such requests shall state clearly the nature of the business proposed to be transacted. A Special General Meeting shall consider only those matters which are identified in the notice of meeting. Notice of the Special General Meeting including the agenda shall be given to the Membership at least fourteen (14) days prior to the meeting. Such notice may be given by way of advertisement in the community

newspaper or a community Centre newsletter and shall be prominently displayed on the Centre's bulletin board.

- 12.4 An Annual General Meeting will be held within one hundred twenty (120) days of the Centre's fiscal year end. The Annual General Meeting shall be convened for the purpose of reporting the year's activities and the election of Officers. Notice of the Annual General Meeting by way of classified advertisement in the local newspapers and/or the community Centre's newsletter shall be given to the Membership at least twenty-one (21) days prior to the meeting.
- 12.5 Committee Meetings will be held as required and will be held at the discretion of the Committee Chairperson. The Chairperson will provide a report to the Board of Directors at the next scheduled Regular Meeting.
- 12.6 All Regular Meetings of the Board shall be open to the public. Any Member wishing to appear on the agenda must give notice to the President at least seven (7) days prior to the meeting. The Executive Committee will have the right to deny any such request with written notification stating the reasons for the denial.

Article 13 – Quorums:

- 13.1 The quorum for the transaction of business at a Regular or Special Meeting of the Board shall consist of not less than a simple majority of the Board of Directors (including President) in office at the time.
- 13.2 The quorum for the transaction of business at a Special General Meeting shall be not less than ten (10) Members of the Centre including five (5) members of the Board. The President may be included in the count of the five (5) members of the Board.
- 13.3 The quorum for the transaction of business at an Annual General Meeting shall be not less than ten (10) voting Members including five (5) Board members from the current Board of Directors. The President may be included in the count of the five (5) members of the Board.
- 13.4 Meetings shall be adjourned and no business conducted if there is no quorum within thirty (30) minutes after the scheduled time of the meeting.

Article 14 – Voting Privileges:

- 14.1 At a Regular Meeting or a Special Meeting of the Board of Directors, each Board Member in attendance with the exception of the President shall have one vote. The President may only vote in the event of a tie.
- 14.2 At the Annual General Meeting or any Special General Meeting of Members, each Member in good standing of the age of majority in attendance shall be entitled to vote.
- 14.3 All motions with the exception of amendments to this Constitution and subsequent Bylaws shall be approved by a simple majority.
- 14.4 All amendments to this Constitution shall be approved by a two-thirds majority of the Members in attendance at the Annual General Meeting that considers the amendment(s).

- 14.5 The President may, at their discretion, require any contentious issue to be voted on by ballot.
- 14.6 No proxy votes will be allowed.

Article 15 – Advisory Status to the Board:

- 15.1 The Executive Committee may appoint advisors to the Board as it deems necessary and appropriate. Such appointments shall be ratified by the Board by a simple majority vote.
- 15.2 Standing Committees shall be established by the Board of Directors as required.
- 15.3 One member of the Board of Directors shall serve as a representative on the Community Centres Board for this District, which meets monthly, except for July and August.

Article 16 – Finance

- 16.1 The Board shall administer all funds and securities of the Centre and present an annual financial review at the Annual General Meeting.
- 16.2 An annual budget for the Centre shall be submitted to the Board for approval by no later than November 30 of year preceding the affected fiscal year.
- 16.3 All funds raised by, or on behalf of, the Centre must have prior approval of the Board.
- 16.4 All funds and securities of the Centre shall be deposited in the name of the Centre with a recognised financial institution which shall be selected by the Board.
- 16.5 All financial documents and contracts shall carry a minimum of two signatures approved by resolution of the Board.
- 16.6 No person shall incur an expense or commitment on behalf of the Centre unless authorised by the Board of Directors or by the Membership at an Annual General Meeting.
- 16.7 The Board of Directors is authorised to incur such expenses as necessary for the continued operation of the Centre. Such expenses shall not exceed the amount as outlined in the Finance policy at any one time.
- 16.8 Expenses or commitments in excess of the authority in Article 16.7 shall be approved in advance by a motion at a Regular or Special Meeting of the Board of Directors. Approval by a simple majority of the Board of Directors in attendance at the Meeting will be sufficient.
- 16.9 The financial records of the Centre shall be open to inspection by the Members at all times, upon seven (7) days notice to the Board.
- 16.10 The Board shall annually appoint the accountant(s) at the April Annual General Meeting to review the upcoming year's accounts of the Centre, whose report shall be presented by the Treasurer to the Board of Directors at the next Annual General Meeting and filed with the City of Winnipeg. The person(s) or company appointed accountant(s) shall not include a person who is a Director or a member of the Executive Committee of the Centre.

Article 17 – Amendments:

- 17.1 Amendments to the Bylaws (Constitution) may be made at the Annual General Meeting. All proposed amendments must be available, in writing, to the Membership no later than twenty-one (21) days prior to the Annual General Meeting.
- 17.2 Amendments to the Terms of Reference may be made at the Annual General Meeting, Special Meeting or a Regular Meeting of the Board of Directors. Notice of motion for the amendments shall be made at any Regular Meeting or Special Meeting of the Board of Directors.
- 17.3 Amendments to the Bylaws (Constitution) shall require a minimum of two-thirds majority of the Members in attendance at the Annual General Meeting.
- 17.4 Amendments to the Terms of Reference shall require a minimum of two-thirds majority of Board Members in attendance at a Regular Meeting or a Special Meeting, or two-thirds majority of Members in attendance at an Annual General meeting.
- 17.5 Amendments to the Policies shall require a simple majority of Board Members in attendance at a Regular Meeting or a Special Meeting of the Board of Directors.

Article 18 – Indemnification:

- 18.1 Every Director or 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 Centre 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 respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office except such costs, charges or expenses as are occasioned by his own wilful neglect.
 - b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect.

Article 19 – Winding-Up:

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

Article 20 – Interpretation:

- 20.1 In the event of any dispute as to the meaning of any Article heretofore or hereafter passed, the interpretation of the Executive shall be final and conclusive.

These Bylaws (Constitution), approved at the meeting held on May 9, 2022, supersedes all previous Constitutions of the Fort Garry Community Centre Board of Directors.



Marshall Kirton
President
(Print name/Signature)



Scott Smith
Treasurer
(Print name/Signature)

May 23, 2022
Date