

PORTAGE LA PRAIRIE FAMILY RESOURCE CENTRE INC. BY LAWS

ARTICLE I

ORGANIZATION

- Section I The legal name of this organization shall be the Family Resource Centre – Portage Inc. (herein after referred to as the "Corporation"). The operational name of this organization shall be the Family Resource Centre.
- Section II The head office shall be located at 234 Princess Avenue or in another location as determined by the Board of Directors (herein after referred to as the "Board") and a satellite office shall be located at Unit #13, 545 11th Street NW in the City of Portage la Prairie in the Province of Manitoba.
- Section III The Corporation shall be a non-sectarian, non-political, non-partisan, non-profit organization. It shall fulfil the aspirations of a family centred organization, meeting the needs of families living in the City of Portage la Prairie and surrounding area.

ARTICLE II

PURPOSES

- Section I **Vision:** To be a support for all families in Portage la Prairie and surrounding area.
- Section II **Mission:** We do this by:
- Providing a safe and welcoming place for all
 - Empowering families to enhance their wellness
 - Providing meaningful and educational programming
 - Bringing families together to find community
 - Being a source of trusted information
- Section III **Values:**
- a) **Welcoming:** We strive to be a safe and inclusive place where all individuals are respected, valued, and treated equally.
 - b) **Build Relationships:** We endeavor to support authentic relationships among staff, volunteers, participants, and our community.
 - c) **Collaboration:** We seek out opportunities to work with partners to have an even greater impact in our community.
 - d) **Evolve and Adapt:** We operate in a manner that considers the needs of both existing and future families.

ARTICLE III

MEMBERSHIP

- Section I Any person 16 years of age or older who meets the criteria outlined in Section II (Article III) shall form the voting membership at the Annual General Meeting and shall have all voting privileges as contained herein.
- Section II The membership of the Corporation shall consist of persons who are:

- a) accessing the services of the Corporation (only one member per family unit allowed) within the last six months; or
- b) representing an organization with a vested interest in the Corporation (only one person representing an organization is allowed); or
- c) community members that have expressed interest in the Corporation (only one member per family unit allowed).

Section III For the purpose of this Section, any member may be eligible for an appointed to the Board provided he/she is a member of the constitution.

ARTICLE IV

VOTING

Section I The membership of the Corporation shall be the voting delegates at the Annual General Meeting and each member shall have one vote.

Section II A member or Director may participate in any meeting by means of telephone, videoconference, or other communication facilities as will permit all persons participating in the meeting to hear each other, and a person participating in the meeting by such means shall be deemed, for the purposes of this by-law, to be present at the meeting.

ARTICLE V

BOARD OF DIRECTORS

Section I The Board shall consist of not more than nine and no less than four Directors each serving a two-year term, for a total Board complement of up to nine individuals.

Section II The maximum amount of time an individual can serve as Director is three terms or six years.

Section III A Director cannot be a paid staff member of the Corporation or be an immediate family member of a staff member of the Corporation, as defined in Section IV (Article V).

Section IV No two Directors shall be of the same immediate family, as defined in Section IV (Article V).

Section V The definition of immediate family shall be father, mother, husband, wife, son, daughter, brother, or sister. This shall also include the common-law relationship.

Section VI No more than two Directors may be employed at the same time by the same employer.

For the purpose of Section VI, employer shall mean a person, firm, corporation, government department, or joint venture that employs an employee in any employment or business and includes:

- a) a person, firm, corporation, government department, or joint venture that has control or direction of or is directly or indirectly

- responsible for the employment of an employee or the payment of wages to an employee; or
- b) a receiver of the business of an employer.

Section VII The Board will aim to create a group of Directors who represent our community and have skills that will benefit the corporation.

ARTICLE VI **APPOINTMENT**

Section I Nominations for appointment should be submitted to the Executive Director in writing prior to a Board meeting. A Board application form, criminal record check and child abuse registry check must be completed before the nominee's name can be put forward.

Section II Nominations for the Board must be seconded.

Section III Nominees must signify their consent or refusal to let their names stand for appointment verbally or in written form.

Section IV Directors shall be appointed by a majority vote of the members present at the Board meeting.

Section V Appointment for Directors shall be done in such a way that it provides for continuity of the Corporation.

Section VI If a position becomes vacant during the year, the Board has the authority to appoint a person they deem fit to fill such vacated position providing that 2/3 of the Board agree with the decision.

ARTICLE VII **ANNUAL GENERAL MEETING**

Section I The Annual General Meeting of the Corporation shall be held no later than October 31st after the end of a fiscal year on a date set by the Board.

Section II The Membership shall be notified of such meeting no later than three weeks prior to the Annual General Meeting.

Section III The objective of the Annual General Meeting is to:

- Review the past year's activities of the Corporation
- Review any constitutional changes/amendments
- Review the year-end financial statements
- Appoint the accountant for the Review Engagement/Notice to Reader/Audit for the next fiscal year
- Recognize outstanding achievements of the past year
- Appoint vacant Directors to the Board

ARTICLE VIII

BOARD OF DIRECTORS DUTIES AND RESPONSIBILITIES

- Section I The affairs of the Corporation shall be governed by the Board.
- Section II The Board has the authority to finance the Corporation as they deem necessary. This includes the acquisition and disposition of funds and the power to borrow. The Board does not have the authority to co-sign any loans or obligate the Corporation for the debts of any other group or organization.
- Section III The Board shall be the governing body and shall have full authority to issue the policies, rules, and regulations that govern the operations of the Corporation, so long as they do not conflict with the Constitution of the Corporation.
- Section IV A meeting is to be held prior to the Annual General Meeting to determine the Executive Committee composing of a:
- Chair
 - Vice-Chair
 - Treasurer
 - Secretary
- The Executive Committee will then be presented at the Annual General Meeting.
- Section V Signing Officers shall be any two of the following: Chair, Vice-Chair, Secretary, Treasurer, and the Executive Director or other designated Signing Officers as deemed necessary by special projects.
- Section VI Standing Committees shall also be established for the following:
- Executive Committee
 - Budget & Finance Committee
 - Fundraising Committee
 - Parent Advisory Committee
- Section VII Staff Members and members of the Corporation may be appointed to any of the above committees.
- Section VIII Ad Hoc Committees may be established as required.
- Section IX Board meetings shall be held a minimum of 7 meetings per fiscal year as determined by the Board.
- Section X Quorum shall be recognized as 50% plus one Director present at the appointed time for the order of business to begin.
- Section XI Any Director missing three Board meetings in a fiscal year shall be subject to termination from the Board by majority vote.
- Section XII All Directors are encouraged to participate in the activities of the Corporation including both social and fundraising activities.

Section XIII	Any two Directors can request that the Chair call a special meeting of the Board provided they present the Chair with a reasonable concern seven days prior to said meeting date.
Section XIV	At no time will Directors use their authority of office to intimidate staff members of the Corporation.
Section XV	Should any Director have a complaint about a staff member, the complaint shall be raised to the Chair who will bring the complaint to the attention of the Executive Director.
Section XVI	Directors shall discourage any direct complaints from staff members and will inform said staff member to refer to the grievance procedures as outlined in the Policy and Procedures Manual.
Section XVII	Reimbursement for official Corporation business shall be made to Directors as outlined in the financial section of the Policy and Procedures Manual.
Section XVIII	A Director shall be disqualified or dismissed from office if they participate in any organization whose stated objectives are in direct conflict with those of the Corporation.
Section XIX	If a Director has financial or personal interest in any organization, company, or persons they must make the Board aware as part of the standing agenda item disclosure of conflict of interest and disqualify self from discussion and voting on issues relating to that organization, company, or persons.
Section XX	Each Director shall be entitled to vote at each Board meeting at which they attend.
Section XXI	Decisions arising at any meetings of the Board shall be directed by majority vote (50% plus one).
Section XXII	No Director shall remove any correspondence, vital documents, leases, or personnel files from the office of the Corporation without the consent of the Board.
Section XXIII	In the inaugural term of the organization the Executive Committee shall be comprised of former Directors from the Tupper Street Family Resource Centre Inc. and ROK Central Inc.

ARTICLE IX

RESIGNATION OR REMOVAL OF DIRECTORS

Section I	A Director may resign from the Board at any time by presenting written notice of resignation to the Chair or the Board.
Section II	If a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

- Section III An individual will cease to be a Director automatically if they:
- a) are found by a court to be of unsound mind;
 - b) are found by a court to be guilty of a crime;
 - c) cease to be a member; or
 - d) die.
- Section IV If a Director is undergoing a criminal investigation their position on the Board will be suspended until the Director can provide the Executive Director with proof that they have been found not guilty.
- Section V A Director may be removed from the Board by a majority vote provided the Director has the opportunity to be present and heard at a meeting and has received 14 days written notice of the possible vote.

ARTICLE X

INDEMNIFICATION

- Section I The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director, Officer, Committee member, and employee, and the heirs, executors and administrators of said individuals, from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying a position in the Corporation or performing the duties as outlined in this Bylaw.
- Section II The Corporation will not indemnify any individual for acts of fraud, dishonesty, or bad faith.
- Section III The Corporation will, at all times, maintain in force such directors and officers' liability insurance as may be approved by the Board.

ARTICLE XI

EXECUTIVE

- Section I The Chair shall be a member of the Board who has previously served at least one term and shall chair all Board meetings and Executive Committee meetings. They shall be the ex-officio member of all committees of the Corporation and:
- a) shall preside at all Board Meetings;
 - b) shall sign all documents requiring their signature;
 - c) shall perform other duties that arise as assigned to them by a majority of the Board;
 - d) shall cause the formulation of the proposed agenda prior to all Board meetings;
 - e) shall be the spokesperson for the Corporation; and
 - f) shall be one of the Signing Officers of the Corporation
- Section II The Vice-Chair shall be a member of the Board who has previously served on the Board, be the Chair of the Parent Advisory Committee of the Corporation and:

- a) shall, in the absence of the Chair or in their inability or refusal to act, perform the duties of the Chair;
- b) shall act as Chair should the office of the Chair become vacant until the term expires;
- c) shall be one of the Signing Officers of the Corporation; and
- d) shall carry out any other duties as may be assigned to them by a majority of the Board

Section III

The Secretary shall be a member of the Board, be the Chair of the Fundraising Committee of the Corporation and:

- a) shall take or cause to happen the proper recording of Board minutes; and
- b) shall maintain an attendance record and term list for the Board; and
- c) shall ensure the revisions to the Constitution are conducted by the appropriate staff on a regular basis.

Section IV

The Treasurer shall be a member of the Board, be the Chair of the Budget & Finance Committee of the Corporation and:

- a) shall cause the preparation of all required departmental budgets on a yearly basis;
- b) shall present budgets for Board approval before submission to the appropriate government agencies prior to the dates specified in the Policy and Procedures Manual;
- c) shall be responsible for or cause the preparation of the monthly Financial Statements and the presentation of same to the Directors;
- d) shall monitor all financial transactions of the Corporation on a regular basis and present them to the Board at a minimum of quarterly;
- e) shall ensure that the yearly Audit of the Corporation is done by an independent chartered accountancy firm as designated by the Annual General Meeting; and
- f) shall be one of the Signing Officers of the Corporation.

Section V

Any decisions made by the Executive between Board meetings must be ratified at the next regular Board meeting.

ARTICLE XII

COMMITTEES

Section I

Committee meetings must have a Chair and the minutes of such be recorded. The decisions and recommendations by any committee must be duly approved by a majority vote of the Board.

Section II

In the event the assigned Executive Committee Member is not best suited for the role of Chair for a Committee, they will sit on the Committee as an Advisor and an alternative Director may be assigned the role of Chair by motion of the Board of Directors.

Section III

Committee meetings shall be duly recorded as an agenda item under "Reports" of Board meetings.

Section IV

Executive Committee

Shall be chaired by the Chair of the Board, and be complemented by the Vice-Chair, Secretary, Treasurer, and any appropriate staff member(s).

The role of the Executive Committee is to ensure that the overall operation of the Corporation is conducted in such a manner that meets the objectives of the corporation and:

- a) to evaluate on a regular basis the whole operation of the Corporation; and
- b) in absence of the entire Board, make decisions regarding urgent operational matters. Such decisions must be ratified at the next regularly scheduled Board meeting; and
- c) conduct and review the performance evaluation report of the Executive Director at least once yearly and recommend appropriate salary changes to the Board; and
- d) hear grievances from staff members when required as outlined in the Policy and Procedures Manual.

Section V

Budget & Finance Committee

Shall be chaired by the Treasurer of the Board and be complimented by a minimum of two other Directors and any appropriate staff member(s).

The role of the Budget & Finance Committee is to ensure that financial operations of the Corporation are executed according to funding and corporation requirements and to:

- a) ensure that the Financial section of the Policy and Procedures Manual is not in conflict with any Federal or Provincial labour laws or legislation; and
- b) review the Financial section contained in the Policy and Procedures Manual and forward recommendations to the Board; and
- c) review the financial position of the Corporation on a quarterly basis and forward recommendations to the Board; and
- d) ensure that an annual Review Engagement/Notice to Reader of the Corporation is conducted and completed for dissemination to the Annual General Meeting.

Section VI

Parent Advisory Committee

Shall be chaired by the Vice Chair of the Board and be complemented by a minimum of one other Director and any appropriate staff member(s). Members of the Corporation should be appointed in such a way as to represent the interests of the membership.

The role of the Parent Advisory Committee is to:

- a) ensure that the Corporation is meeting the needs of the membership; and

- b) ensure that the Corporation's programming is relevant to the needs of the membership; and
- c) ensure that evaluation activities are carried out to improve programming; and
- d) review on a regular basis the programs and evaluation activities of the Corporation and forward recommendations to the Board; and
- e) assist with fundraising effort.

Section VII

Fundraising Committee

Shall be chaired by the Secretary of the Board and be complemented by a minimum of one other Director, any appropriate staff member(s) and members of the Corporation.

The role of the Fundraising Committee is to:

- a) ensure on going fundraising activities to supplement the income of the corporation.

Section VIII

Ad Hoc Committees

Shall be chaired by a Director and be complemented by at least one other Director, any appropriate staff member(s), and any members of the Corporation.

The role of any Ad Hoc Committee is to address any specific problem areas not covered by the standing committees. The Ad Hoc Committee shall only be in place until the problem is resolved.

ARTICLE XIII

EXECUTIVE DIRECTOR

Section I

The Board shall hire an Executive Director on terms, and at such remuneration, as the Board deems advisable.

Section II

The Executive Director shall not be a Director. If the Board elects to hire a Director as the Executive Director, they shall resign as a Director prior to assuming the office of Executive Director.

Section III

The Executive Director shall be responsible for all staff and day to day operational management of the Corporation.

Section IV

The Executive Director shall perform the duties and responsibilities as assigned and delegated by the Board and ensure that all orders and directives of the Board are adhered to.

Section V

Annually the Board shall perform a collaborative performance review of the Executive Director.

Section VI

The Executive Director shall be responsible for the following:

- a) ensuring the operation of the Corporation complies with all applicable statutes, regulations, bylaws, and policies and procedures as determined by the Board;
- b) for ensuring effective management of financial resources;
- c) controlling and supervising the work or duties of any employees of the Corporation;
- d) maintaining a file of all contracts entered into by the Corporation;
- e) delivering documents or supplying information to the Chair or Board when requested;
- f) maintaining accurate records of all monies received or paid out and providing a statement of same when requested to do so by the Chair or Board;
- g) collecting monies due to the Corporation and promptly depositing same with the banking institution chosen by the Members;
- h) delivering all cheques signed on behalf of the Corporation;
- i) performing such other duties as may be required by the Chair, Board, or any Committee.

Section VII The Executive Director shall provide a written report to the Board for each regularly scheduled meeting.

ARTICLE XIV **AMENDMENTS**

Section I Ratification of amendments to the Constitution will require 2/3 consent of all voting delegates who are in attendance at the Annual General Meeting.

Section II All proposed amendments must be made by a motion brought forward by a Director or by any member wishing to make an amendment to the Constitution. Members wishing to make an amendment must submit the intended amendments in writing to the Executive Director, fourteen days prior to the date set for the Annual General Meeting, for presentation of its entirety to the membership.

Section III No new amendments to the Corporation's Constitution will be accepted from the floor at the Annual General Meeting.

ARTICLE XV **BY-LAWS**

Section I Any revisions to these by-laws must be approved by the Board of Directors and voted on by the members at the AGM.

Section II Bylaws once duly approved shall be included and form part of the Governing Documents section in the Policy and Procedures Manual.

Section III Policies may be passed at regular Board meetings providing they do not contravene this by-law

ARTICLE XVI

INSTRUMENTS OF OPERATION

- Section I The By-Laws shall be kept in the Board Manual. Directors must review the Constitution at least once a year, no later than one month prior to the Annual General Meeting.
- Section II The Policy and Procedures Manual shall be updated on a regular basis by the Executive Director. Amendments should be brought forward for approval by the Board of Directors. Directors and staff must have access to the Policy and Procedures Manual.
- Section III Corporation Return: must be updated once yearly following the Annual General Meeting.
- Section IV Audit/Review Engagement/Notice to Reader: shall be completed for the Corporation yearly by an Accounting Firm as appointed by the Annual General Meeting.
- Section V Liability: adequate insurance coverage must be in force at all times in order to protect any financial losses that the Corporation, its employees, or Directors may incur.
- The Corporation shall not be liable for any acts or statements made by any Directors or employees of the Corporation, which are contrary to the policies of the Corporation.
- Section VI Confidential Documents: shall be kept in a secure place at the office of the Corporation and at no time will any Director or staff member disclose the contents of said documents to anyone outside the Corporation.
- Section VII Inventory: an inventory of all equipment, furniture, and office equipment must be duly recorded and reviewed on a regular basis by staff.
- Section VIII Fiscal Year: the fiscal year of the Corporation shall be from April 1 to March 31.

ARTICLE XVII

WIND UP

Should at any time the Corporation cease to function, all its assets shall be dissolved by the following means:

- a) any outstanding accounts owing shall be paid;
- b) any funds still available and not required to be returned to any funding agency;
- c) any remaining funds shall be distributed to local registered charitable non-profit family-oriented organizations;
- d) distribution or disposal of any remaining property shall be done to qualified donees as described in subsection 149.1 (1) of the Income Tax Act.

- e) a complete Audit by the appointed firm shall be carried out, and the Audited Financial Statements made public and forwarded to the funding agencies.

ARTICLE XVIII

Section I

ADOPTION OF THESE BYLAWS

These By-laws are adopted by the Members at the Annual General Meeting duly called and held on the 15th day of September, 2025.