

CONSTITUTION OF LINDEN WOODS COMMUNITY CENTRE INC.

ARTICLE 1 - NAME:

The organization shall be known as Linden Woods Community Centre Inc., hereinafter referred to as the "Centre".

ARTICLE 2 - PURPOSE:

The purpose of the Centre is to provide a broad range of recreational and leisure activities for persons of all ages resident within the designated area as defined in Article 5, through the management and operation of the facilities and grounds.

ARTICLE 3 - OBJECTIVES:

The objectives of the Centre shall be to:

- 3.1. Plan and initiate or conduct a variety of recreational and leisure activities suited to the needs and requirements of the residents of the designated area.
- 3.2. Communicate with the residents of the designated area so as to determine their needs for recreational and leisure activities, and to insure that they are aware of the activities and programs being offered by the Centre.
- 3.3. Administer and operate the Centre in accordance with the Operating Responsibilities as approved by the General Council of Winnipeg Community Centres and the City of Winnipeg.
- 3.4. Prepare budget, financial and activity reports for presentation to the City of Winnipeg.
- 3.5. Promote activities through which funds may be raised to support the activities of the Centre.
- 3.6. Plan for the continued operation of the Centre and its programs through the recruitment and training of volunteers.
- 3.7. Provide delegates to, and support the programs and policies of, the District One Community Centres Board and the General Council of Winnipeg Community Centres.

ARTICLE 4 - DEFINITIONS:

Ad Hoc Committee - A committee established for a particular purpose, usually for a limited period of time.

Age of Majority - 18 years of age.

Fiscal Year - A period of 12 consecutive months chosen by a corporation to be its accounting period.

Mail - Communication sent through the post office, by courier, by fax, or by e-mail.

Majority Vote - Fifty percent of the eligible voters, plus one.

Proxy - A person appointed to vote for another who is not present.

Quorum - The minimum number of members who must be present for a valid meeting.

Standing Committee - A long-term committee elected or appointed to deal with all matters in a particular sphere.

Associate Member - A person who resides outside the boundaries of the Centre, who wishes to participate in the management of the Centre.

ARTICLE 5 - BOUNDARIES:

The Centre shall serve the residents within the boundaries as set by the City of Winnipeg:

North: CNR Mainline
South: McGillivray Blvd
West: Kenaston Blvd to the CPR line
East: Waverley St

ARTICLE 6 - MEMBERSHIP:

6.1. The membership of the Centre shall normally consist of those persons residing within the boundaries as specified under Article 5.

6.2. Persons not residing within the Centre's designated boundaries may apply for associate membership.

6.3. All residents of the City may use the facilities and take part in the programs provided by the Centre, but the Centre shall be principally concerned with meeting the needs of those residents residing within the designated boundaries.

ARTICLE 7 - FISCAL YEAR:

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

ARTICLE 8 - GOVERNMENT:

8.1. The business and affairs of the Centre shall be managed by a Board of Directors consisting of not fewer than seven members who have been elected at the Annual General Meeting of the membership.

8.2. The Executive Committee shall consist of at least four Officers, being the President, Past President, Vice-President, Secretary and Treasurer.

8.3. In the event of a vacancy, the Board of Directors may appoint a qualified member to fill the vacancy(s) for the remaining term of office. Such appointment(s) must have the majority approval of the assembled Board of Directors.

8.4. All members of the age of majority may attend, vote and stand for election at the Annual General Meeting of the Centre.

8.5. The office of a Director shall be vacated upon the occurrence of any one of the following events:

- (a) the death of the Director;
- (b) resignation in writing to the Board of Directors, delivered by mail or in person
- (c) removal by resolution of at least two-thirds of the other directors of the Centre.

8.6. Any Director may be removed from his/her elected or appointed position by a two-thirds majority vote of the entire remaining Board of Directors upon the occurrence of any one of the following events:

- (a) failure by the Director to attend any three consecutive regular monthly meetings of the Board of Directors;
- (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 interests of the Centre.

8.6.1. A motion to remove a Director must be presented at the meeting of the Board of Directors immediately prior to the meeting which will consider the motion.

8.6.2. 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.

8.6.3. The motion to remove and the reasons for the motion must be mailed to the Director being removed no later than seven (7) days prior to the meeting convened to consider the removal.

8.6.4. The Director being removed shall be given the opportunity to present his/her evidence.

8.7. The Board of Directors are 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 Director, or a spouse or dependent or parent of a Director 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 Director has a conflict of interest and shall disclose such interest at the time. The Director shall absent himself/herself from any meeting deliberating the transaction.

ARTICLE 9 - EXECUTIVE COMMITTEE POWERS:

The Executive Committee shall have the power to do all things necessary for the successful operation of the Centre, and thus be empowered to:

9.1. 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 same are not contrary to the general policy of the City of Winnipeg.

9.2. 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.

9.3. Expel or suspend from the Centre any person guilty of misconduct or any infraction of the rules and regulations of the Centre.

9.4. Ensure that the Centre is operated on a non-political and non-sectarian basis.

9.5. Notwithstanding any other provisions of the Constitution, appoint committees, either standing or temporary, prescribe 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.

9.6. Subject to ratification by the Board of Directors, the Executive Committee shall make such rules and regulations regarding the use of the Centre's 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. Two months prior to the Annual General Meeting, the President shall appoint a nominating committee which shall consist of no more than three members, two of whom shall be members of the Board of Directors. 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 or by written consent delivered by mail.

- 10.3. Additional nominations from the floor will be accepted by the Chair of the Annual General Meeting.
- 10.4. If a vote is required, the Chair of the Annual General Meeting shall appoint at least two scrutineers who will distribute the ballots, make an official count, announce the results at the meeting through the Chair and destroy all ballots after 30 days.
- 10.5. The elected Board of Directors shall take office upon election unless otherwise provided for by the by-laws.
- 10.6. Associate members may stand for election.
- 10.7. Any position on the Board of Directors may be shared by two individuals.

ARTICLE 11 - TERMS OF OFFICE:

- 11.1. Each Director shall normally be elected for a two year term.

ARTICLE 12 - MEETINGS:

- 12.1. The Board of Directors will meet at least once a month, except during the months of July and August, which will be held at the discretion of the Executive Committee. Notice of meetings, including minutes of the previous meeting and a preliminary agenda, shall be distributed to each Board member at least seven days prior to the meeting.
- 12.2. All regular meetings of the Board of Directors shall be open to the public. Any member wishing to have an item of business placed on the agenda must give notice to the President at least seven (7) days prior to the meeting. The Executive Committee shall have the right to deny any such request with written notification stating the reasons for the denial.
- 12.3. Special meetings of the Board of Directors may be convened by the President or a minimum of three (3) members of the Board of Directors or by a minimum of fifteen (15) members of the Community.
- 12.4. The Executive Committee will meet at the call of the President. Minutes of the Executive Committee Meeting will be circulated at the first Board of Directors meeting following the Executive Meeting. Notice of the meeting will be distributed to the Executive Officers at least seven days prior to the meeting.
- 12.5. Special General Meetings may be convened by the President, or by a minimum of one-third of the Board of Directors or by fifteen members in good standing of the Centre. Written requests must be acted upon within thirty days of receipt of the request. Such requests shall state clearly the nature of the business to be transacted. A special meeting shall consider only those matters identified in the notice of meeting. Notice of the meeting including the agenda shall be given to the membership at least 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 and/or web site.
- 12.6. An Annual General Meeting shall be held within 90 days of the Centre's fiscal year-end. The annual meeting shall be convened for the purpose of reporting the year's activities and the election of officers. Notice of meeting by way of classified advertisement in local newspapers and/or the community centre newsletter shall be given to the membership at least 30 days prior to the meeting.
- 12.7. Committee Meetings will be held as required and will be held at the discretion of the Committee Chair. The Chair will provide a report to the Board of Directors at the next regularly scheduled meeting.

ARTICLE 13 - QUORUMS:

13.1. The quorum for transaction of business at a regular or special meeting of the Board of Directors shall consist of not less than a simple majority of the Directors in office at the time.

13.2. The quorum for the transaction of business at a Special General Meeting shall be fifteen members of the Centre, including five members of the Board of Directors.

13.3. The quorum for the transaction of business at an Annual General Meeting shall be ten voting members.

13.4. Meetings shall be adjourned and no business conducted if there is no quorum within thirty minutes after the scheduled time of the meeting.

ARTICLE 14 - VOTING PRIVILEGES:

14.1. At any regular or 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 vote only in the event of a tie.

14.2. At the Annual General Meeting or any Special General Meeting of the Centre each member of the age of majority in attendance shall be entitled to a vote.

14.3. All motions, with the exception of amendments to the Constitution and By-Laws, shall be approved by a simple majority.

14.4. The Chair may, at his/her discretion, require any contentious issue to be voted on by ballot.

14.5. No proxy votes will be allowed.

14.6. An associate member shall have one vote at any regular or special meeting of the Board of Directors.

14.8. If a position on the Board of Directors is shared by two individuals, only one of them shall have a vote at any meeting of the Board of Directors.

14.9. Unless otherwise provided in the Constitution, voting members of the Board of Directors may conduct business without a meeting. Voting may be conducted by electronic transmission such as email as defined in By-Law Article #4.

ARTICLE 15 - ADVISORY STATUS TO THE BOARD:

The Executive Committee may appoint advisors to the Board of Directors as it deems necessary and appropriate. Such appointments shall be ratified by the Board of Directors by a simple majority vote.

ARTICLE 16 - FINANCE:

16.1. The Board of Directors shall administer all funds and securities of the Centre and present an Annual Financial Review at each Annual General Meeting.

16.2. An annual budget should be submitted to the Board of Directors for approval not later than May 31 of each year for that fiscal year.

16.3. All funds raised by or on behalf of, or under the auspices of, the Centre must have prior approval of the Board of Directors.

16.4. All funds and securities of the Centre shall be deposited in the name of the Centre with a recognized financial institution which shall be selected by the Board of Directors.

16.5. All financial documents and contracts shall carry a minimum of two signatures as approved by resolution of the Board of Directors.

16.6. No person shall incur an expense or commitment on behalf of the Centre unless authorized by the Board of Directors or by the membership at an Annual General Meeting.

16.7. The Board of Directors is authorized to incur such expenses as necessary for the continued operation of the Centre.

16.8. Expenses or commitments in excess of the authority in 16.7 shall be submitted for approval in the following manner: the project must be approved in principle by a two-thirds majority of the entire Board of Directors; the President will appoint an ad-hoc committee to study the feasibility of the project and provide a detailed written report to the Board of Directors within 60 days; upon acceptance and approval of the report by a two-thirds majority of the Board of Directors, a Special General Meeting must be called within 60 days at which time the report will be submitted to the membership for a two-thirds majority final approval.

16.9. The books and records of the Centre shall be open to inspection by the members at all times, upon reasonable notice to the Board of Directors.

16.10. The Board of Directors shall annually appoint accountants to review the accounts of the Centre, whose report shall be presented to the members at the Annual General Meeting and filed with the City of Winnipeg. The person(s) appointed accountants shall not include a person who is a Director of the Centre.

ARTICLE 17 - AMENDMENTS:

17.1. Amendments to the Constitution shall be made at the Annual General Meeting. All amendments must be defined in a public notice to the membership no later than twenty-one (21) days prior to the meeting.

17.2. Amendments to the By-Laws may be made at the Annual General Meeting or a meeting of the Board of Directors. Notice of motion for amendments shall be made at any regular or special meeting of the Board of Directors. Amendments made at a meeting of the Board of Directors must be ratified at the next Annual General Meeting to continue to be in effect.

17.3. Amendments to the Constitution shall require a minimum of a two-thirds majority of the members in attendance at the Annual General Meeting.

17.4. Amendments to the By-Laws shall require a minimum of a two-thirds majority of the Board members in attendance at the meeting of the Board of Directors considering the amendment, or a two-thirds majority of the members in attendance at the Annual General Meeting.

ARTICLE 18 - INDEMNIFICATION:

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/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the

execution of the duties of his/her office except such costs, charges or expenses as are occasioned by his/her own wilful 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/her own wilful neglect.

ARTICLE 19 - WINDING-UP:


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:

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.

STATEMENT OF APPROVAL:

This Constitution approved at the Board of Directors meeting held on March 17, 2019 supercedes all previous Constitutions.



President



Secretary

**LINDEN WOODS COMMUNITY CENTRE INC.
BY-LAWS**

Article 1 - Board of Directors

The Board of Directors shall consist of the Past President and the following elected positions:

- President
- Vice-President
- Secretary
- Treasurer
- Communications
- Special Events
- Seniors
- House and Grounds
- Sports: Basketball
- Soccer
- Mini soccer
- Members at Large (no more than 3)

Article 2 –Position Descriptions

- 2.1 President – The President shall be the Chief Executive Officer of the Centre; preside as Chairperson at all meetings of the Centre; implement all orders and resolutions of the Board of Directors; prepare and submit to the members at the Annual General Meeting a report of the preceding year for approval; attend District Community Centres Board Meetings or designate a representative.
- 2.2 Past President – The Past President shall normally serve as an advisor to the Board of Directors, be the Chairperson of the Nominating Committee, and provide services as required.
- 2.3 Vice President – In the absence of the President, the performance of the President's duties and powers shall be delegated to the Vice President. Other duties will be as defined by the Board of Directors.
- 2.4 Secretary – The Secretary shall ensure the proper recording of the minutes of all meetings of the Board of Directors and issue notice of all such meetings; ensure that copies of any minutes and other related Centre business are kept in a minute book or in files; organize and assemble the necessary reports required for the Annual General Meeting; maintain a roster of Board members.
- 2.5 Treasurer – The Treasurer shall ensure that the financial activities of the Centre are properly recorded; present a financial report at all regular meetings of the Board of Directors and the Annual General Meeting; present a budget to the Board of Directors; be one signing officer for bank and other financial documents; submit financial reports to the City of Winnipeg as required; other duties as may be assigned by the Board of Directors.
- 2.6 Communication – The Director of Communications shall be responsible for the preparation and distribution of a newsletter to the residents of the Community; oversee the Centre's web site.
- 2.7 Special Events – The Director of Special Events shall be responsible for the planning, implementation, and co-ordination of special events or activities approved by the Board of Directors.
- 2.8 Seniors' Issues – The Director of Seniors' Issues shall serve the interests of the senior members of the Community.
- 2.9 House and Grounds – The Director of House and Grounds shall oversee, and make recommendations pertaining to, the operation of the buildings and grounds of the Centre; co-ordinate

future site developments; control the issuing of keys to the Centre.

2.10 Sports – The Director(s) of Sports shall oversee the sports and recreational activities at the Centre.

2.11 Members at Large – Duties shall be assigned by the Board.

Article 3 – Board Procedure for E-mail Motion, Discussion and Voting

3.1 Both of these following processes are acceptable:

- Preliminary discussion of the issue can precede a motion. The information should be circulated to all Board members via e-mail.
- A motion can be made and seconded and then discussion can follow. The motion should be worded as a motion. Information related to the motion should be distributed with the motion via e-mail.

All recipients should confirm receipt by return e-mail to all of the other Board members, or if agreed to by the Board, to the Chair of the Board.

3.2 The motion should be seconded via e-mail prior to any votes being cast.

3.3 Comments circulated should be clearly marked in a manner defined in advance by the Chair. This ensures that Board members will clearly understand which messages have been submitted as discussion of the issue under consideration.

3.4 The Chair shall determine when the discussion should conclude, and shall set the period during which votes must be cast (1-2 days should be sufficient). All Board members should confirm by return e-mail that they understand the motion under consideration, and they are aware of the voting time period.

3.5 The Chair will (on the start date specified) restate the motion, including any friendly amendments, and send a message to everyone asking that votes now be cast. The time for allowing voting should be stated as well - a day or two should be sufficient. Each person should respond as follows (example format):
"MOTION on xxxx." YES/NO/ABSTAIN

3.6 Amendments to the original motion should be handled by the Chair during the discussion and the same protocol used to make them part of the final action to be taken.

3.7 The Secretary of the Board will make and keep a record of the discussion and will count the ballots. The Secretary will follow up with those not recording a vote for the record and report the outcome to the full Board.

3.8 All votes completed by e-mail will be reconfirmed at the next meeting of the Board and recorded in the minutes of that meeting.

3.9 A single association e-mail address will be used for all messages related to the motion, discussion and voting process. Messages sent to this address will be automatically forwarded to all Board members.

3.10 E-mail votes are appropriate when the items in question are not controversial and do not require extensive background and explanation. If the Chair, in consultation with the Board, believes that the item might require extensive discussion, she/he will defer voting until the next meeting. If any Board member wishes to request that voting on a particular issue be at a regular meeting and not via e-mail, they should inform the Chair.

Article 4 – Annual General Meeting

The order of business for the Annual General Meeting shall be:

- Call to Order
- Confirmation of quorum
- Approval of the agenda
- Approval of minutes from previous Annual General Meeting
- Business arising from minutes
- Reports: - President
 - Treasurer
 - Directors
 - Committees
- Amendments to the Constitution or By-Laws
- New Business
- Election of officers
- Adjournment