



Manitoba Communities in Bloom Incorporated Bylaws

December 11, 2016

ARTICLE I. NAME OF CORPORATION

The name of the Corporation is "Manitoba Communities in Bloom Incorporated"

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This Corporation is organized for charitable and educational purposes.

Section 2. Specific Purpose

The mission of the Corporation is to foster civic pride, environmental responsibility/sustainability, beautification and heritage preservation through community involvement and participation in a provincial program with a focus on enhancing green spaces throughout Manitoba communities.

Section 3. Main Goals

- To provide community development and sustainability education to municipalities and their community partners by sharing best practices in tidiness, environmental action, landscaping, floral displays, heritage conservation and urban forestry.
- To increase civic pride through community engagement and encouraging continuous improvements initiatives.
- To create a province-wide Communities in Bloom network of villages, towns and cities for sharing of community success stories and best practices (cleanliness, environmental/sustainability practices, beautification, green space/urban forest management, heritage preservation and community engagement).
- To assist in promoting communities to attract residents, tourists, business and industry resulting in sustainable economic development.

ARTICLE III. MEMBERSHIP

Membership shall consist of the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) which will include following officers: the President, the Vice-President, the Secretary, and the Treasurer or a combined Secretary-Treasurer. Directors not holding an officers position will be considered Directors-at-Large.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the Board members.



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Section 2. Number, Tenure, Requirements, and Qualifications (continued)

Each member of the Board of Directors shall be a member of the Corporation and shall hold office for up to a three-year term as submitted by the Nominating Committee.

At the conclusion of the initial three-year term, members of the Board of Directors may serve an additional three year term. Their terms shall be staggered so that at the time of each Annual Meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

It shall be a requirement of the Board of Directors to attend no less than three-quarters of all Board meetings.

Section 3. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated with or without cause by a vote of three-quarters of the members of the Board of Directors.

Section 4. Regular, Annual, Strategic Planning and Special Meetings

Regular meetings of the Board of Directors will generally be held monthly at a time and location determined by the Board of Directors.

The Annual Meeting of the Board of Directors shall be held once a year in September, if possible in conjunction with the Annual Conference and Awards Banquet, at a time and location designated by the Board of Directors. Election of officers, submission of a Draft Annual Budget and Standing Committee appointments will occur at this time.

The Strategic Planning Meeting will be held once a year in October at a time and location designated by the Board of Directors.

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting.

Section 4. Quorum

The presence, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 5. Compensation

Members of the Board of Directors shall not receive compensation for their services as Directors. Travel and other expenses may be reimbursed to Directors incurred while on Board-authorized business of the corporation.



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Section 6. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Organization. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation.

Section 7. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 8. Vacancies

The Nominating Committee shall be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership of office for the unexpired term in respect of which such vacancy occurred.

ARTICLE V. OFFICERS and DIRECTORS-AT-LARGE

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer or a combined Secretary-Treasurer as determined by the Board. Directors not holding an officers position will be considered Directors-at-Large.

Section 1. President

The President shall preside at all meetings of the Board of Directors. The President's duties shall consist of:

- a. General and active management of the business of the Board
- b. General superintendence and direction of the Board of Directors of this corporation
- c. Works with the board to ensure Standing Committee positions are filled by the September Annual Meeting
- d. Appoints a Staff Liaison from the members of the Board of Directors
- e. Receives Audit Report no later than March 31st of each year
- f. Oversees the preparation and distribution of an Annual Report by February 28th each year in cooperation with the Treasurer and Program Coordinator
- g. Ex-officio member of all standing committees with the power and duties usually vested in the office of the President

Section 2. Vice-President

The Vice-President shall attend all meetings of the Board; be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties shall consist of:

- a. Chairing a committee or committees as assigned by the Board of Directors and such other duties as may, from time to time, be determined by the Board of Directors.



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Section 3. Secretary

The Secretary shall attend all meetings of the Board, and assisted by the Program Coordinator, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. Record minutes of regular, annual, strategic and special meetings
- b. Have charge of all organizational records (other than accounting records) which the corporation is required to prepare and maintain under this bylaw
- c. In concert with the President, arrange for all meetings of the Board of Directors
- d. Prepare agenda and send notices of all meetings to the Board of Directors

Section 4. Treasurer

The Treasurer shall attend all meetings of the Board, and assisted by the Program Coordinator; the Treasurer's duties shall consist of:

- a. Provide semi-monthly approval of contract staff payments and expense claims
- b. Act as signature for Banking Institution
- c. Have charge of all accounting records which the corporation is required to prepare and maintain under this bylaw
- d. Be responsible for ensuring long term records of expense forms, cheques written and revenue received
- e. Prepare a Financial Report (revenue and disbursements) for each regular meeting and submits prior to meeting for board to review and
- f. Prepare a draft Annual Budget (actual, projected, and proposed) for submission to the Board at the Annual Meeting in September. Final approval should occur by November
- g. Propose name of the Auditor at the Annual Meeting for Board Approval
- h. Close the financial books at the end of the fiscal year December 31st
- i. Ensure financial books/records are to the Auditor no later than January 31st.
- j. Receive the Auditor's Financial Report no later than March 31st and present at the first Board Meeting in April.
- k. Chair at least two meetings of the Finance and Funding Committee:
 - August Meeting: Prepare a draft Annual Budget for discussion/approval by the Finance and Fund Development Committee which includes operating expenditures to be approved by the Board including proposed capital expenditures (computer displays, etc.). To be submitted to the Board at the September Annual Meeting.
 - November Meeting: Determine sponsorship renewal, grant submissions and prepare a plan to be presented no later than the December regular Board Meeting.

Section 5. Director-At-Large

The Director-At-Large shall attend all meetings of the Board; other duties shall consist of:

- a. Sit as an active member on a Standing Committee
- b. Act as an ambassador for the program by attending: annual conference and awards, special meetings, trade shows, presentations for community or sponsor recruitment, and other promotional events.

Section 6. Election of Officers and Directors-At-Large

The Nominating Committee shall submit, at the June Board meeting, a proposed slate of officers for the upcoming year and names for vacant Board of Directors positions. The election shall be held at the Annual Meeting of the Board of Directors in September. Those officers elected shall serve a term of three (3) years; effective immediately upon election of the slate of nominees.



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Section 7. Removal of Board of Directors Member

The Board of Directors with the concurrence of three-quarters of the members voting at the meeting may remove any member of the Board of Directors and elect a successor for the unexpired term. No member of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

ARTICLE VI. COMMITTEES

Section 1. Committee Formation

The Board may create ad-hoc committees as needed. Standing Committees are as laid out in these bylaws. The President appoints all committee chairs. Non-board member committee members shall be CIB supporters with appropriate knowledge and experience.

Section 2. Standing Committees

Section 2.1 Finance and Funding Committee

Committee Members:

Treasurer – Chair
One Board Member
One Non-Board Member
Program Coordinator – Ex-officio
President – Ex-officio

Role of the Committee

The Finance and Fund Committee is responsible for developing and reviewing fiscal procedures, fundraising/sponsorship plans, and the annual budget for board approval as per ARTICLE V OFFICERS Section 4 Treasurer (f)

2.2 Nominating Committee

Committee Members

One Board Member - Chair
One Non-Board Member
Program Coordinator – Ex-officio
President – Ex-officio

Role of the Committee

The Nominating Committee shall submit, at the June Board meeting, a proposed slate of officers for the upcoming year and names for vacant Board of Directors positions. The election shall be held at the Annual Meeting of the Board of Directors in September. Those elected shall serve a term of three (3) years commencing; effective immediately upon election of the slate of nominees.

Also see ARTICLE IV BOARD OF DIRECTORS Section 8. Vacancies



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ARTICLE VII. PROGRAM COORDINATOR AND STAFF LIAISON

Section 1. Program Coordinator

The Board of Directors may contract a Program Coordinator who shall serve as per the duties and responsibilities outlined in their Contract.

The Program Coordinator shall:

- a. Be responsible for the day-to-day operations of the Corporation, maintain the properties of the Corporation and perform such additional duties as may be directed by the Board of Directors.
- b. Provide a written progress report prior to Board of Directors meetings
- c. Provide Activity Sheets outlining hours and work completed bi-monthly to the Treasurer
- d. Be an ex-officio member of all standing committees.

The Coordinator may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters of the members present at any meeting of the Board Directors, as per the Contract.

Section 2. Staff Liaison

The President shall appoint a staff liaison to monitor, on an on-going basis, the efficient use of hours and contract compliance of the Program Coordinator as laid out in the Contract of Services.

ARTICLE VIII. CONFLICT OF INTEREST

A Director shall be deemed to be in a conflict-of-interest position when, at any meeting of the Board of Directors, questions arise such that a Director either directly or indirectly has a personal financial interest, expresses a moral obligation/conflict, or places the interests, goals or objectives of Manitoba Communities in Bloom secondary to those of any other organization. Where questions arising at any meeting of the Board of Directors present a conflict-of-interest for any Director, such Director shall be excused from the meeting during any discussion and voting on those questions. The then remaining Directors shall constitute a quorum for purposes of voting on such question.

ARTICLE IX. INDEMNITY OF OFFICERS AND DIRECTORS

Each Director and former Director and each person who acts and/or has acted at the Corporation's request as a Director of a body corporate of which the Corporation is or was a member or creditor, and his or her heirs and legal representatives, shall be indemnified against all costs, charges and expenses including an amount paid to satisfy an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or procedure to which he or she is made party by reason of being or having been a Director or officer of the Corporation.



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ARTICLE X. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors. The books of the corporation shall be kept at the registered office of the corporation or such other place as the Board approves from time to time.

ARTICLE XI. BYLAW AMENDMENTS

The Board of Directors may amend these Bylaws by majority vote at any board meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ARTICLE XII. DISSOLUTION

Upon dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be paid or distributed among one or more "registered charities" as defined under Paragraph 110(8) of the Income Act (Canada) or any successor legislation

ADOPTION OF BYLAWS

We, the undersigned, are all directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the six preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 11 day of DEC, 2016.

Shonda Ashcroft
First Name Last Name,
President - Manitoba Communities in Bloom Inc.

Shauna Phillips
First Name Last Name,
Vice-President - Manitoba Communities in Bloom

Al Bordinsky
First Name Last Name,
Secretary/Treasurer - Manitoba Communities in Bloom

Pat Elus
First Name Last Name,
Director-At-Large - Manitoba Communities in Bloom

G. Carrothers
First Name Last Name,
Director-At-Large - Manitoba Communities in Bloom