

BY-LAW OF THE BEHAVIOURAL HEALTH FOUNDATION INC.

September 2025

ARTICLE I RECOGNITION

The Behavioural Health Foundation Inc. recognizes and acknowledges that it resides on Treaty No. 1 land known as First Nations territories and the homeland of the Red River Metis Nation.

ARTICLE II OBJECTIVES & PURPOSES

The objectives of the corporation are:

Holistic Addiction and Mental Health Treatment

- a. Provide comprehensive, evidence-based addiction and co-occurring mental health treatment services in an inclusive, multicultural setting for adults and family units, including dependent children.
- b. Ensure culturally responsive care by integrating Indigenous healing traditions, Western medical practices, and other cultural supports to meet the diverse needs of program participants.

Residential and Life Skills Development

- c. Maintain a cooperatively shared residential environment that provides safe and stable room and board, while facilitating life skills development, vocational training, and structured reintegration into the community.
- d. Offer an educational environment where individuals and families can develop essential life skills, including employment readiness, and relapse prevention strategies.

Access to Indigenous Cultural Healing Practices

- e. Provide a nonjudgmental and inclusive space where individuals can access Indigenous cultural teachings, ceremonies, and land-based healing practices as part of their recovery journey.

Research, Evaluation, and Program Effectiveness

- f. Support and cooperate in research and evaluation in the field of addictions and treatment.
- g. Utilize evidence-based practices to ensure continuous improvement of addiction recovery methods, cultural programming, and family support services.

Community Engagement and Public Advocacy

- h. Encourage community involvement and volunteer engagement to support addiction recovery initiatives and reduce stigma around mental health and substance use.

ARTICLE III HEAD OFFICE

The head office of the Corporation will be at St. Norbert in the Province of Manitoba or at such place as the Board of Directors may, from time to time, determine by resolution.

ARTICLE IV SEAL

Custody and Safeguarding of the Seal

- a. The corporate seal of the Corporation shall be kept at the head office of the Corporation.
- b. The custodian of the seal shall be the President of the Board or the Executive Officer, as designated by the Board of Directors.
- c. The custodian is responsible for ensuring secure storage, proper use, and authorization of the seal in accordance with corporate policies and applicable laws.

Authorized Use of the Seal

- d. The corporate seal may be affixed to documents only with prior authorization from the Board of Directors, the President, or the Executive Director.
- e. Documents requiring the seal shall be signed by at least one authorized officer or director, as determined by the Corporation's signing authority policy.

Digital Signatures and Modernization

- Where legally permissible, the Corporation may adopt the use of digital signatures as an alternative to the corporate seal for executing official documents.
- The Board shall approve guidelines for the use of digital signatures, ensuring compliance with electronic transactions laws and corporate governance best practices.

Loss, Theft, or Misuse of the Seal

- If the corporate seal is lost, stolen, or misused, the custodian must immediately report the incident to the Board.

The Board shall determine the appropriate course of action, including replacing the seal and implementing stricter controls if necessary.

ARTICLE V MEMBERSHIP

The Purpose of membership is to support and uphold the mission, values and good governance of the corporation. Membership shall not be used for the purpose of unduly influencing corporate decisions or disrupting the governance process.

Eligibility for Voting Membership

Membership in the Corporation shall be open to individuals who meet any of the following criteria within the past five (5) years, and who have submitted a membership application.

*Current Board members, staff and residents don't have to fill in the membership application

- a. Board Service: A current or former member of the Corporation's Board of Directors.
- b. Committee Service: An individual who has served on a current or past committee established by the Board of Directors.

- c. Program Residency: A former or current resident of the Corporation's programs who has achieved three (3) months status.
- d. Employment: A current or former paid staff member of the Corporation, whether employed part-time or full-time.

A membership fee may apply; however, this fee is generally waived at the discretion of the Corporation.

Non-Voting Membership

Honorary Membership: Individuals designated as honorary members shall not have voting rights. Honorary members may:

- e. Attend general and special meetings of the Corporation.
- f. Receive official communications and newsletters of the Corporation.
- g. Participate in cultural and ceremonial events, including Indigenous ceremonies, hosted or endorsed by the Corporation.

Honorary membership is conferred at the discretion of the Board and does not require payment of membership fees.

Membership Approval & Oversight

- h. All membership applications are subject to approval by the Board of Directors or by a designated Membership Committee appointed by the Board. Once approved, membership is valid for a period of five years.
- i. To be eligible to vote at the Annual General Meeting (AGM), completed membership applications must be received and approved no later than twenty-one (21) days prior to the date of the AGM.

Membership Rights & Responsibilities

Voting Members have a formal role in guiding the organization's governance and direction.

They may:

- Vote on key governance matters
- Elect or remove directors (if permitted)
- Approve bylaws, budgets, and financial statements
- Attend and participate in AGMs
- Request special meetings (if allowed)

Member Grievance Process

Member grievances involving board members must be submitted in writing. The organization will follow a fair, confidential process, with review by an impartial committee and appropriate action taken as needed. Mediation may be offered for interpersonal issues.

- Members must uphold the values and mission of the Corporation and adhere to its Code of Conduct.

Membership Termination & Appeals

- j. Membership may be revoked for:
 - Failure to uphold organizational values.
 - Conflicts of interest that compromise governance.
 - Misconduct or actions detrimental to the Corporation.
- k. Members subject to termination shall receive written notice and have the right to appeal before a Board-appointed committee.

ARTICLE VI BOARD OF DIRECTORS

Composition and Term

Composition & Size

- a. The Board of Directors shall consist of a minimum of Four (4) and a maximum of ten (10) directors to ensure efficient governance and active participation.
- b. The Board shall be composed of diverse members, reflecting the communities the Corporation serves.

Term Length & Staggered Elections

- a. Directors shall serve staggered terms of Two (2) years and are eligible for renewal for up to three (3) consecutive terms, for a maximum of six (6) consecutive years., with approximately one-third of the Board elected each year to ensure continuity.
- b. Executive Board Members shall serve a term of three (3) years. Each Executive Board Member may be renewed for up to two (2) additional consecutive terms, for a maximum of nine (9) consecutive years. After completing the maximum consecutive terms as an Executive Board Member, the individual may continue to serve on the Board in the capacity of a Board Director, subject to Board nomination and approval. Board Directors can have renewal for 3 terms.

Election & Appointment Process

- a. Directors whose terms are up for renewal shall be elected at the Annual General Meeting (AGM) by majority vote.
- b. If a slate of directors is presented for election, any voting member may propose an amendment to the motion, requiring individual elections for each director seeking a renewed term.
- c. Directors serving active terms do not require re-election until their term expires.
- d. If a vacancy arises between AGMs, the Board may appoint an interim director, subject to ratification at the next AGM.
- e. Nomination procedures shall be outlined in a Board Nomination Policy, ensuring fair and transparent selection.

Attendance & Removal of Directors

- f. A director may be removed if they miss three (3) consecutive Board meetings without valid reason.

- g. Additional grounds for removal include:
- Breach of fiduciary duty or conflict of interest.
 - Failure to fulfill director responsibilities.
 - Engaging in conduct that is detrimental to the Corporation.
 - Becoming bankrupt or insolvent, as per the Canada Not-for-Profit Corporations Act (CNCA)

Removal shall require a Board resolution with a two-thirds majority vote, ensuring due process.

Conduct of Meetings of Board of Directors

Frequency of Meetings

- a. The Board shall meet at least four (4) times per year at times and places determined by the Board.

Quorum & Decision-Making

- b. Quorum shall be a majority of Directors in office. No business shall be conducted without quorum.
- c. Decisions shall be made by majority vote, unless otherwise required by law or these bylaws.

Open Meetings & Member Attendance

- d. Annual General Meeting (AGM) & Open Board Meetings:
- The Annual General Meeting (AGM) is open to all members.
 - Regular Board meetings shall be open to members only by prior request or invitation from the Board.
 - Members requesting to attend must submit a written request to the Board at least [7] days in advance, stating the purpose of their attendance.
 - The Board reserves the right to enter closed sessions for discussions on sensitive matters (e.g., personnel, legal, or financial issues).

Participation in Meetings

- e. Directors may participate in meetings by telephone, video conferencing, or other communication technology, provided that all participants can hear one another. A director attending remotely is deemed present for quorum and voting purposes.
- f. Board decisions may be conducted electronically when necessary, provided that all directors are given reasonable notice and an opportunity to participate.

Conflict of Interest Disclosure

- g. A Director must declare any actual, potential, or perceived conflict of interest related to the Corporation's activities.
- Conflicts must be disclosed at the earliest opportunity, and the Director must recuse themselves from discussions and voting on the matter.

A record of declared conflicts shall be maintained in the meeting minute

Board Responsibilities

The Board of Directors shall oversee the strategic and financial direction of the Corporation. The Board's responsibilities, without limitation, shall include:

Executive Leadership Oversight

- a. Appoint, evaluate, and, if necessary, terminate the Executive Director.
- b. Conduct a formal annual performance review of the Executive Director based on measurable performance indicators.
- c. Ensure the Executive Director has operational independence while remaining accountable to Board-approved policies and strategic goals.

Board Governance & Succession Planning

- a. Appoint new Directors to fill vacancies that occur through resignation, death, or removal.
- b. Maintain a structured nomination and onboarding process for new Directors.
- c. Implement a succession plan for key Board positions to ensure governance continuity.

Board Committees & Advisory Roles

- a. Form standing and ad hoc committees as needed to support governance, including Finance, Governance, and Strategic Planning Committees.
- b. Appointing non-voting community representatives to serve in an advisory capacity, ensuring they have clear roles, expectations, and term limits.

Financial Management & Risk Oversight

- a. Oversee financial management, budgeting, and compliance with regulatory and funding requirements.
- b. Approve the annual operating budget, ensuring financial sustainability.
- c. Require quarterly financial reporting from management, including key financial performance indicators.
- d. Ensure an independent external audit or financial review engagement is conducted annually.

Strategic Policy & Organizational Oversight

- a. Establish and regularly review operational, governance, and strategic policies of the Corporation.
- b. Ensure all policies align with the Corporation's mission, legal requirements, and best practices.
- c. Set measurable goals for organizational performance and long-term sustainability.

ARTICLE VII EXECUTIVE OFFICERS

Composition of the Executive

The Executive of the Corporation shall consist of the following officers:

- a. The President – Elected for a three-year term to serve as the chief governance officer of the Corporation.
- b. The Vice President – Elected for a three-year term, staggered with the President, to ensure leadership continuity.
- c. The Treasurer – Elected for a three-year term, responsible for financial oversight, budget management, and financial reporting.
- d. The Immediate Past President – Serving in an advisory, non-voting capacity, if available, to provide institutional knowledge and continuity.
- e. The Executive Director – Serving as an ex-officio, non-voting member, providing operational and strategic insights to the Executive and Board.

Authority & Responsibilities of the Executive

- a. The Executive shall meet as necessary to implement Board decisions and respond to urgent matters, ensuring alignment with the Corporation's strategic direction.
- b. The Executive shall not make decisions that supersede or alter Board-approved policies without prior Board authorization.

Term Limits & Succession Planning

- a. The President shall be elected for a three-year term.
- b. The Vice President shall be elected for a three-year term, staggered with the President's term to ensure continuity.
- c. Other executive positions shall serve staggered two-year terms to prevent full leadership turnover at once.
- d. If the President resigns or is unable to fulfill their duties, the Vice President shall serve as interim President until a new President is elected.

Handling of Executive Vacancies

- a. If an Executive position (except Immediate Past President) becomes vacant, the Board shall appoint an interim replacement until the next scheduled election.
- b. If the Immediate Past President is unavailable, the position may remain vacant without requiring a replacement.

Role of the Executive Director (Ex-Officio)

- a. The Executive Director shall serve in a non-voting, advisory capacity to provide operational and strategic insights to the Executive and the Board.
- b. The Executive Director may attend Executive Committee meetings but shall not participate in Executive votes or Board governance decisions.

ARTICLE VIII OFFICERS OF THE CORPORATION

The Officers of the Corporation shall be elected among the Directors and shall include:

President

The President shall serve as the chief governance officer of the Corporation and shall:

- a. Preside over all meetings of the Board of Directors, Executive Committee, and members, ensuring meetings are conducted in accordance with the Corporation's bylaws and governance policies.
- b. Present an Annual Report at the Annual General Meeting (AGM), summarizing key accomplishments, financial performance, and strategic priorities.
- c. Work with the Executive Director and Board to ensure the implementation of the Corporation's strategic plan and policies.
- d. Provide mentorship and guidance to the Vice President, supporting leadership development and succession planning.

Vice President

The Vice President shall support the President in their duties and shall:

- a. Assume the duties and powers of the President in their absence, incapacity, or resignation, ensuring leadership continuity.
- b. Oversee committees or strategic initiatives as designated by the Board, ensuring active engagement in governance matters.
- c. Work closely with the President to prepare for leadership succession and ensure a smooth transition if required.
- d. Serve as a secondary signing authority for the Corporation if authorized by the Board.
- e. Perform other duties as assigned by the Board or President to support the Corporation's governance and strategic initiatives.

Treasurer

The Treasurer shall oversee the financial integrity of the Corporation and shall:

- a. Provide financial oversight, ensuring financial policies, procedures, and controls are followed.
- b. Work with the Executive Director or financial staff to review quarterly financial reports to the Board.
- c. Lead the development of the Corporation's annual budget in consultation with the President, Executive Director, and Board.
- d. Act as the liaison for external financial audits or financial reviews, ensuring full transparency and accountability.
- e. Chair the Finance or Audit Committee, if one exists, and report regularly to the Board on the financial health of the Corporation.

Immediate Past President (If Available)

The Immediate Past President shall serve in an advisory, non-voting capacity, supporting governance continuity by:

- a. Providing mentorship to the President and Vice President.
- b. Assisting in leadership transition and succession planning.
- c. Offering historical context and guidance when needed, without interfering in governance decisions.
- d. Serving on committees at the request of the Board.

Executive Director (Ex-Officio, Non-Voting)

The Executive Director shall:

- a. Serve as an ex-officio, non-voting member of the Executive Committee, providing operational and strategic insights.
- b. Implement Board-approved policies and manage the day-to-day operations of the Corporation.
- c. Work with the Finance Administrator and Treasurer to review financial reports and ensure compliance with funding requirements.
- d. Serve as the primary liaison between the Board, funders, stakeholders, residents, members, volunteers and staff, ensuring alignment with the Corporation's mission and strategic plan.

ARTICLE IX: STANDING COMMITTEES

Purpose & Structure of Standing Committees

- a. The Standing Committees shall support the Board of Directors by providing expertise, oversight, and recommendations in key governance areas.
- b. Each Standing Committee shall be chaired by a Board-appointed chairperson and consist of additional members as determined by the Board of Directors.
- c. The President and/or Vice-President, together with the Executive Director shall serve as an ex-officio, non-voting member of each Standing Committee, providing operational insight and ensuring alignment with organizational priorities.
- d. Standing Committees may invite external advisors or community members to contribute their expertise as non-voting participants, subject to Board approval.

Standing Committees

The following Standing Committees shall support the governance and strategic operations of the Corporation:

a. Finance Committee

The Finance Committee shall oversee financial stewardship and provide recommendations on financial sustainability. The Committee shall:

- i. Oversee and review the Corporation's annual budget to the Board of Directors.
- ii. Advise the Board on current and projected revenue shortfalls or surpluses, ensuring timely financial planning.
- iii. Monitor and assess trends in government funding, social policy changes, and financial risks that may impact revenue.
- iv. Ensure that audited financial statements are completed and presented at the Annual General Meeting (AGM) in compliance with regulatory requirements.
- v. Support the Treasurer in maintaining fiscal accountability and financial reporting.

b. Planning & Policy Committee

The Planning & Policy Committee shall ensure that the Corporation's programs, policies, and strategic direction align with its mission. The Committee shall:

- i. Provide guidance on program expansion, reduction, or restructuring to ensure alignment with organizational priorities and financial feasibility.
- ii. Review and make recommendations regarding the sale, acquisition, or leasing of major assets.

- iii. Assess and propose major policy changes, ensuring compliance with legal, regulatory, and best practice standards.
- iv. Conduct periodic policy reviews to ensure governance documents remain relevant and effective.

Nominating & Personnel Committee

The Nominating & Personnel Committee shall oversee Board recruitment, leadership succession, and personnel matters. The Committee shall:

c. Nominating Committee

- i. Be composed of no fewer than three (3) members, elected by the Board of Directors at least sixty (60) days prior to the AGM.
- ii. Develop and present a list of recommended candidates for Director positions at the AGM for membership consideration.
- iii. Recommend candidates for Executive positions at the first meeting of the newly elected Board of Directors.
- iv. Oversee Board succession planning, ensuring a pipeline of qualified leadership candidates.

d. The Personnel Committee

shall address personnel matters requiring Board oversight, such as Executive Director performance reviews, leadership transitions, or high-level staffing concerns.

ARTICLE X SPECIAL COMMITTEES

St. Norbert Foundation Inc.

One Director, or staff member as determined by the Board, will serve as a Board member of the St. Norbert Foundation Inc. and will:

- a. Represent the Corporation at these meetings; and
- b. Provide a report to the Corporate Board of Directors as to the ongoing business of the St. Norbert Foundation Inc.

Daycare Advisory Committee

A minimum of two Directors will serve on the Daycare Advisory Committee and will:

- a. Meet as necessary.
- b. Provide a report to the Board of Directors as to the ongoing business of the Committee.

ARTICLE XI BORROWING AUTHORITY OF BOARD OF DIRECTORS

The Board of Directors are empowered and authorized from time to time to:

- a. Borrow money upon the credit of the Corporation.
- b. Limit or increase the amount to be borrowed; and

- c. Mortgage, hypothecate, charge or pledge all of any of the real or personal property, undertaking the rights of the organization, to secure any such bonds, debentures, debenture stock of other securities, or any other liability of the organization.

ARTICLE XII USE OF CORPORATE NAME

- a. No activity, social event, fundraising initiative, or public announcement shall be conducted in the name of the Corporation or any of its residences without prior written authorization from:
 - The President, or
 - A designated individual to whom the Board has delegated this authority.
- b. Unauthorized use of the corporate name, logo, or branding in any capacity; whether through communications, sponsorships, or external partnerships may result in disciplinary action, legal recourse, or other corrective measures as determined by the Board.
- c. Any external partnerships, sponsorships, or endorsements made in the Corporation's name must be reviewed and approved to ensure alignment with the organization's mission, values, and legal obligations.
- d. The Board shall establish clear guidelines and procedures for seeking authorization, including submission requirements for approval of events, announcements, or sponsorships.

ARTICLE XIII FISCAL YEAR

The Corporation fiscal year shall end on the 31st day of March or on such other date as the Board may determine from time to time.

ARTICLE XIV AUDITORS

The Corporation's Auditors shall be appointed by the resolution of the Annual General Meeting and an audited statement of financial affairs of the Corporation shall be presented at each Annual General Meeting and at any other time as by be required by the Board.

ARTICLE XV SIGNING OFFICERS

Authorization for Signing Documents & Financial Transactions

- a. All financial transactions, legal documents, and instruments in writing shall be signed by individuals authorized by the Board of Directors, in accordance with the Corporation's financial policies.
- b. Dual-Signature Requirement:
 - All cheques, contracts, and financial transactions exceeding \$20,000 shall require the signatures of two authorized signing officers to ensure financial accountability.
 - Authorized signing officers shall include:
 1. The President
 2. The Treasurer
 3. The Executive Director (*if authorized by the Board*)
 4. Any other officer or director as designated by Board resolution.

- c. Electronic transactions, e-transfers, and credit card expenditures must adhere to Board-approved financial policies and internal control measures to prevent unauthorized spending.

Spending Authority & Delegation of Financial Responsibilities

a. Executive Director's Spending Authority

- The Executive Director (ED) is authorized to approve expenditures that are within the Board-approved budget, ensuring efficient operational management.
- Any unbudgeted expense up to \$25,000 may be approved by the President/Vice-President; expenses between \$25,001 and \$100,000 require prior approval from the Finance or Executive Committee; and expenses exceeding \$100,000 require full Board approval.

b. Delegation of Authority for Spending Outside Approved Budget

- The Board shall establish a Delegation of Financial Authority Policy, outlining who may approve expenditures beyond the approved budget and under what conditions.
- The policy shall define spending thresholds, approval processes, and accountability mechanisms to ensure financial oversight.

Financial Oversight & Compliance

- a. The Finance Committee or Treasurer shall conduct periodic reviews of financial transactions to ensure compliance with the Corporation's policies.
- b. The Board shall implement additional safeguards, such as requiring Board approval for single transactions exceeding a set financial limit.
- c. An annual financial review or audit shall be conducted to ensure transparency, regulatory compliance, and accountability.

ARTICLE XVI DELEGATION OF DUTIES OF OFFICERS

In case of the absence or of inability to act of the President, the Vice President or any other officer of the Corporation or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

ARTICLE XVII MEETINGS

1. Annual General Meetings

Timing & Notice of AGM

- a. The Annual General Meeting (AGM) shall be held within six (6) months following the fiscal year-end of the Corporation at a time and place determined by the Board, in accordance with the Canada Not-for-Profit Corporations Act (CNCA) and regulatory requirements.
- b. Notice of the AGM shall be provided to all members at least twenty-one (21) days in advance, in compliance with the Corporation's bylaws and applicable legislation.
- c. Notification shall be deemed sufficient if provided through:

Email or postal mail to members (if contact information is available

- The Corporation's website and official social media channels;
 - A public notice posted at the Corporation's offices or facilities.
- d. Errors or omissions in notice, or failure to receive notice, shall not invalidate the meeting or its proceedings, provided that reasonable efforts were made to notify members.

Quorum & Voting Requirements

- a. Twenty (20) voting members shall constitute a quorum for the transaction of business at the AGM.
- b. Unless otherwise required by law or these bylaws, all resolutions shall be passed by a majority vote of members present at the meeting.

Business Conducted at the AGM

The Members shall:

- i. Elect Directors in accordance with the Corporation's bylaws and governance policies.
- ii. Receive and approve the Corporation's audited financial statements, including the report of the auditors, for the most recent fiscal year.
- iii. Appoint or reappoint an auditor (or authorize the Board to appoint the auditor, if permitted under the CNCA).
- iv. Receive the President's Report on the Corporation's activities, accomplishments, and strategic priorities.
- v. Consider any bylaw amendments or governance changes, if applicable.

Financial Disclosure & Compliance

- a. The annual financial statements shall be made available to members at least 21 days prior to the AGM in accordance with the Corporation's policies and the CNCA.
- b. The Board shall ensure compliance with all statutory reporting obligations, including filing the required annual return with Corporations Canada.

2. Special Meetings

A special meeting of the Members may be called by the President, the Vice President or a minimum of four (4) Board Directors when it is felt necessary to do so. Notice of the meeting shall state the definite purpose for which such meeting is called. No business other than that mentioned in the notice shall be transacted at such a meeting. Seven (7) days notice must be provided to the members but may be waived with the unanimous consent of the Board as determined through an email poll.

3. Voting at Meetings

- a. Each voting member who is present at an Annual General Meeting (AGM) or Special Meeting shall be entitled to one (1) vote on all matters requiring a membership decision.
- b. Voting shall be conducted by voting cards, as determined by the Board in accordance with the Corporation's governance policies.
- c. Resolutions shall be passed by a simple majority (50% +1) of votes cast, unless otherwise required by law or these bylaws.

- d. In the event of a tie vote, the motion shall be deemed to have failed, unless an alternate tie-breaking procedure is specified in these bylaws.

4. Rules of Procedure at Meetings

All meetings shall be conducted by Robert's Rules of Order.

ARTICLE XVIII SAVING FROM LIABILITIES

The Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, and their respective 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 such Director or Officer in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Corporation.

ARTICLE XIX AMENDMENT OF GOVERNING BY-LAW

- a. Amendments to these Bylaws may be made only:
 - Upon approval by a majority (50% +1) of voting members present and voting at an Annual General Meeting (AGM) or Special Meeting.
- b. Notice of proposed bylaw amendments must be provided to all voting members at least 21 days in advance of the meeting, in accordance with the Corporation's notice requirements.
- c. Amendments take effect immediately upon approval, unless otherwise specified in the motion.

ARTICLE XX DISSOLUTION

After the organization dissolves and pays all its debts and liabilities, it will distribute or dispose of its remaining property to qualified donees as described in subsection 149.1 (1) of the Income Tax Act.

Article	Current By-Laws	Revised Articles
	ARTICLE I: RECOGNITION	
1	The Behavioural Health Foundation Inc. recognizes and acknowledges that it resides on Treaty No.1 land known as First Nations territories and the homeland of the Red River Metis Nation.	
	ARTICLE II: OBJECTIVE & PURPOSE	
2	<p>The objectives of the corporation are:</p> <ul style="list-style-type: none"> a. to provide holistic addiction and co-occurring mental health treatment services in a multi-cultural setting for adults and family units including dependent children; b. to provide a cooperatively shared room and board residence and an educational environment that will facilitate life skills training and community re-entry; c. to provide a nonjudgmental, inclusive setting where people can access the Indigenous cultural activities through the incorporation of Indigenous traditions in the treatment process; d. to carry on such activities that will provide job training and educational pursuits; e. to encourage and cooperate in research and evaluation in the field of addictions treatment; and <p>to encourage the public to take an active interest in the promotion of these objectives and in the general welfare of the program members.</p>	<p>The objectives of the corporation are to:</p> <p>Holistic Addiction and Mental Health Treatment</p> <ul style="list-style-type: none"> a. Provide comprehensive, evidence-based addiction and co-occurring mental health treatment services in an inclusive, multicultural setting for adults and family units, including dependent children. b. Ensure culturally responsive care by integrating Indigenous healing traditions, Western medical practices, and other cultural supports to meet the diverse needs of program participants. <p>Residential and Life Skills Development</p> <ul style="list-style-type: none"> c. Maintain a cooperatively shared residential environment that provides safe and stable room and board, while facilitating life skills development, vocational training, and structured reintegration into the community. d. Offer an educational environment where individuals and families can develop essential life skills, including employment readiness, and relapse prevention strategies.

		<p>Access to Indigenous Cultural Healing Practices</p> <p>e. Provide a nonjudgmental and inclusive space where individuals can access Indigenous cultural teachings, ceremonies, and land-based healing practices as part of their recovery journey.</p> <p>Research, Evaluation, and Program Effectiveness</p> <p>f. Support and cooperate in research and evaluation in the field of addictions and treatment.</p> <p>g. Utilize evidence-based practices to ensure continuous improvement of addiction recovery methods, cultural programming, and family support services.</p> <p>Community Engagement and Public Advocacy</p> <p>h. Encourage community involvement and volunteer engagement to support addiction recovery initiatives and reduce stigma around mental health and substance use.</p>
	ARTICLE III: HEAD OFFICE	
3	The head office of the Corporation will be at St. Norbert in the Province of Manitoba or at such place as the Board of Directors may, from time to time, determine by resolution.	
	ARTICLE IV: (SEAL) COPERATION SEAL	
4	The seal of the Corporation shall be in the form impressed herein and be kept at the head office of the Corporation.	<p>Custody and Safeguarding of the Seal</p> <p>a) The corporate seal of the Corporation shall be kept at the head office of the Corporation.</p>

		<p>b) The custodian of the seal shall be the President of the Board or the Executive Officer, as designated by the Board of Directors.</p> <p>c) The custodian is responsible for ensuring secure storage, proper use, and authorization of the seal in accordance with corporate policies and applicable laws.</p> <p>Authorized Use of the Seal</p> <p>d) The corporate seal may be affixed to documents only with prior authorization from the Board of Directors, the President, or the Executive Director.</p> <p>e) Documents requiring the seal shall be signed by at least one authorized officer or director, as determined by the Corporation's signing authority policy.</p> <p>Digital Signatures and Modernization</p> <ul style="list-style-type: none">○ Where legally permissible, the Corporation may adopt the use of digital signatures as an alternative to the corporate seal for executing official documents.○ The Board shall approve guidelines for the use of digital signatures, ensuring compliance with electronic transactions laws and corporate governance best practices. <p>Loss, Theft, or Misuse of the Seal</p>
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		<ul style="list-style-type: none"> ○ If the corporate seal is lost, stolen, or misused, the custodian must immediately report the incident to the Board. <p>The Board shall determine the appropriate course of action, including replacing the seal and implementing stricter controls if necessary.</p>
	ARTICLE V: MEMBERSHIP	
5	<p>Is open to adults who signify their interests in any of the following ways:</p> <ul style="list-style-type: none"> a. a past or present member of the Corporation's Board of Directors; b. by serving on a past or present committee of the Board of Directors; c. a past or current resident of the Corporation's programs for a period of at least 3 months; d. a paid staff member of the Corporation, part-time or full-time; e. by paying any annual membership fee that the Corporation may from time to time stipulate; or <p>are appointed a member by resolution of the Board</p>	<p>The Purpose of membership is to support and uphold the mission, values and good governance of the corporation. Membership shall not be used for the purpose of unduly influencing corporate decisions or disrupting governance process.</p> <p>Eligibility for Voting Membership</p> <p>Membership in the Corporation shall be open to individuals who meet any of the following criteria within the past five (5) years, and who have submitted a membership application.</p> <p>*Current Board members, staff and residents don't have to fill the membership application</p> <ul style="list-style-type: none"> a) Board Service: A current or former member of the Corporation's Board of Directors. b) Committee Service: An individual who has served on a current or past committee established by the Board of Directors. c) Program Residency: A former or current resident of the Corporation's programs who has achieved three (3) months status.

		<p>d) Employment: A current or former paid staff member of the Corporation, whether employed part-time or full-time.</p> <p>A membership fee may apply; however, this fee is generally waived at the discretion of the Corporation.</p> <p>Non-Voting Membership</p> <p>Honorary Membership: Individuals designated as honorary members shall not have voting rights. Honorary members may:</p> <ul style="list-style-type: none"> e) Attend general and special meetings of the Corporation. f) Receive official communications and newsletters of the Corporation. g) Participate in cultural and ceremonial events, including Indigenous ceremonies, hosted or endorsed by the Corporation. <p>Honorary membership is conferred at the discretion of the Board and does not require payment of membership fees.</p> <p>Membership Approval & Oversight</p> <ul style="list-style-type: none"> h) All membership applications are subject to approval by the Board of Directors or by a designated Membership Committee appointed by the Board. Once approved, membership is valid for a period of five years. i) To be eligible to vote at the Annual General Meeting (AGM), completed membership applications must be received and approved no later than twenty-one (21) days prior to the date of the AGM.
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		<p>Membership Rights & Responsibilities</p> <p>Voting Members have a formal role in guiding the organization's governance and direction.</p> <p>They may:</p> <ul style="list-style-type: none"> • Vote on key governance matters • Elect or remove directors (if permitted) • Approve bylaws, budgets, and financial statements • Attend and participate in AGMs • Request special meetings (if allowed) <p>Member Grievance Process</p> <p>Member grievances involving board members must be submitted in writing. The organization will follow a fair, confidential process, with review by an impartial committee and appropriate action taken as needed. Mediation may be offered for interpersonal issues.</p> <ul style="list-style-type: none"> • Members must uphold the values and mission of the Corporation and adhere to its Code of Conduct. <p>Membership Termination & Appeals</p> <p>j) Membership may be revoked for:</p> <ol style="list-style-type: none"> a. Failure to uphold organizational values. b. Conflicts of interest that compromise governance. c. Misconduct or actions detrimental to the Corporation. <p>k) Members subject to termination shall receive written notice and have the right to appeal before a Board-appointed committee.</p>
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	ARTICLE VI: BOARD OF DIRECTORS	
6.1	<p>a. <u>Composition and Term</u></p> <p>I. The Board of Directors shall be composed of a minimum of ten (10) individuals and a maximum of twenty (20), taking into account the diversity of Manitoba society, elected at the Annual General Meeting.</p> <p>II. Directors shall be elected for a one (1) year term.</p> <p>The Board may remove a Director if three (3) consecutive meetings are missed within a one year period without excuse.</p>	<p>Composition & Size</p> <p>a) The Board of Directors shall consist of a minimum of Four (4) and a maximum of ten (10) directors to ensure efficient governance and active participation.</p> <p>b) The Board shall be composed of diverse members, reflecting the communities the Corporation serves.</p> <p>Term Length & Staggered Elections</p> <p>a) Directors shall serve staggered terms of Two (2) years and are eligible for renewal for up to three (3) consecutive terms, for a maximum of six (6) consecutive years., with approximately one-third of the Board elected each year to ensure continuity.</p> <p>b) Executive Board Members shall serve a term of three (3) years. Each Executive Board Member may be renewed for up to two (2) additional consecutive terms, for a maximum of nine (9) consecutive years. After completing the maximum consecutive terms as an Executive Board Member, the individual may continue to serve on the Board in the capacity of a Board Director, subject to Board nomination and approval. Board Directors can have renewal for 3 terms.</p> <p>Election & Appointment Process</p> <p>a) Directors whose terms are up for renewal shall be elected at the Annual General Meeting (AGM) by majority vote.</p> <p>b) If a slate of directors is presented for election, any voting member may propose an amendment to the motion, requiring individual elections for each director seeking a renewed term.</p>

		<p>c) Directors serving active terms do not require re-election until their term expires.</p> <p>d) If a vacancy arises between AGMs, the Board may appoint an interim director, subject to ratification at the next AGM.</p> <p>e) Nomination procedures shall be outlined in a Board Nomination Policy, ensuring fair and transparent selection.</p> <p>Attendance & Removal of Directors</p> <p>f) A director may be removed if they miss three (3) consecutive Board meetings without valid reason.</p> <p>g) Additional grounds for removal include:</p> <ul style="list-style-type: none"> o Breach of fiduciary duty or conflict of interest. o Failure to fulfill director responsibilities. o Engaging in conduct that is detrimental to the Corporation. o Becoming bankrupt or insolvent, as per the Canada Not-for-Profit Corporations Act (CNCA) <p>Removal shall require a Board resolution with a two-thirds majority vote, ensuring due process.</p>
6.2	<p>b. <u>Conduct of Meetings of Board of Directors</u></p> <p>The Board shall:</p> <ul style="list-style-type: none"> I. meet not less than four (4) times each year at such times and places as it may determine; II. conduct business only if a majority of Directors are present; III. decide on all matters and questions by majority vote; 	<p>Frequency of Meetings</p> <p>a) The Board shall meet at least four (4) times per year at times and places determined by the Board.</p> <p>Quorum & Decision-Making</p> <p>b) Quorum shall be a majority of Directors in office. No business shall be conducted without quorum.</p>

	<p>IV. conduct meetings which are open to attendance by the members of the Corporation. Members may address the meeting at the invitation of the Board.</p> <p>c. A Director may participate in a regular meeting, or special meeting, or a committee meeting of the Board by means of telephone or other such communication facilities that will permit all persons participating in the meeting to hear one another. A Director participating in such a meeting by such means is deemed to be present at the meeting.</p> <p>d. A vote of the Board may be conducted electronically.</p> <p>A Director must declare any potential or existing conflict of interest relating to the Corporation's activities and programs to the Board of Directors.</p>	<p>c) Decisions shall be made by majority vote, unless otherwise required by law or these bylaws.</p> <p>Open Meetings & Member Attendance</p> <p>d) Annual General Meeting (AGM) & Open Board Meetings:</p> <ul style="list-style-type: none"> • The Annual General Meeting (AGM) is open to all members. • Regular Board meetings shall be open to members only by prior request or invitation from the Board. • Members requesting to attend must submit a written request to the Board at least [7] days in advance, stating the purpose of their attendance. • The Board reserves the right to enter closed session for discussions on sensitive matters (e.g., personnel, legal, or financial issues). <p>Participation in Meetings</p> <p>e) Directors may participate in meetings by telephone, video conferencing, or other communication technology, provided that all participants can hear one another. A director attending remotely is deemed present for quorum and voting purposes.</p> <p>f) Board decisions may be conducted electronically when necessary, provided that all directors are given reasonable notice and an opportunity to participate.</p> <p>Conflict of Interest Disclosure</p>
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		<p>g) A Director must declare any actual, potential, or perceived conflict of interest related to the Corporation's activities.</p> <ul style="list-style-type: none"> Conflicts must be disclosed at the earliest opportunity, and the Director must recuse themselves from discussions and voting on the matter. <p>A record of declared conflicts shall be maintained in the meeting minute</p>
6.3	<p>e. <u>Responsibilities</u></p> <p>The Board's responsibilities without limitation are to be as follows:</p> <ul style="list-style-type: none"> I. to appoint and annually evaluate and terminate an Executive Director; II. to appoint new Directors to fill vacancies that occur through death or resignation; III. to form such Committees as may be required from time to time; IV. to appoint representatives from the community to serve in an advisory capacity without vote as required; V. to oversee the financial management of the organization, approve annual operating budgets; and VI. to establish operational and strategical policy directives of the Corporation. 	<p>BOARD RESPONSIBILITIES</p> <p>The Board of Directors shall oversee the strategic and financial direction of the Corporation. The Board's responsibilities, without limitation, shall include:</p> <p>Executive Leadership Oversight</p> <ul style="list-style-type: none"> a) Appoint, evaluate, and, if necessary, terminate the Executive Director. b) Conduct a formal annual performance review of the Executive Director based on measurable performance indicators. c) Ensure the Executive Director has operational independence while remaining accountable to Board-approved policies and strategic goals. <p>Board Governance & Succession Planning</p> <ul style="list-style-type: none"> a) Appoint new Directors to fill vacancies that occur through resignation, death, or removal. b) Maintain a structured nomination and onboarding process for new Directors.

		<p>c) Implement a succession plan for key Board positions to ensure governance continuity.</p> <p>Board Committees & Advisory Roles</p> <p>a) Form standing and ad hoc committees as needed to support governance, including Finance, Governance, and Strategic Planning Committees.</p> <p>b) Appoint non-voting community representatives to serve in an advisory capacity, ensuring they have clear roles, expectations, and term limits.</p> <p>Financial Management & Risk Oversight</p> <p>a) Oversee financial management, budgeting, and compliance with regulatory and funding requirements.</p> <p>b) Approve the annual operating budget, ensuring financial sustainability.</p> <p>c) Require quarterly financial reporting from management, including key financial performance indicators.</p> <p>d) Ensure an independent external audit or financial review engagement is conducted annually.</p> <p>Strategic Policy & Organizational Oversight</p> <p>a) Establish and regularly review operational, governance, and strategic policies of the Corporation.</p> <p>b) Ensure all policies align with the Corporation's mission, legal requirements, and best practices.</p>
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		c) Set measurable goals for organizational performance and long-term sustainability .
	ARTICLE VII: EXECUTIVE COMMITTEE	
7.1	<p>a. The Executive of the Corporation shall consist of:</p> <ul style="list-style-type: none"> I. the Immediate Past President; II. the President; III. the Vice President; IV. the Executive Director, who will be ex-officio. <p>b. The Executive may meet at such times and places as it considers necessary and do all such things as may be required to implement and accomplish the directions and orders of the Board and the Members, provided always that the Executive is and shall be accountable to the Board for its action and conduct.</p> <p>c. The President shall be elected for a two (2) year term.</p> <p>d. The remaining Executive shall be filled by election for a one (1) year term at the first meeting of the newly elected Board of Directors or at such further and subsequent meetings as may be required to fill all Executive positions.</p>	<p>Composition of the Executive</p> <p>The Executive of the Corporation shall consist of the following officers:</p> <ul style="list-style-type: none"> a) The President – Elected for a three-year term to serve as the chief governance officer of the Corporation. b) The Vice President – Elected for a three-year term, staggered with the President, to ensure leadership continuity. c) The Treasurer – Elected for a three-year term, responsible for financial oversight, budget management, and financial reporting. d) The Immediate Past President – Serving in an advisory, non-voting capacity, if available, to provide institutional knowledge and continuity. e) The Executive Director – Serving as an ex-officio, non-voting member, providing operational and strategic insights to the Executive and Board. <p>Authority & Responsibilities of the Executive</p> <ul style="list-style-type: none"> a) The Executive shall meet as necessary to implement Board decisions and respond to urgent matters,

		<p>ensuring alignment with the Corporation's strategic direction.</p> <p>b) The Executive shall not make decisions that supersede or alter Board-approved policies without prior Board authorization.</p> <p>Term Limits & Succession Planning</p> <p>a) The President shall be elected for a three-year term.</p> <p>b) The Vice President shall be elected for a/ three-year term, staggered with the President's term to ensure continuity.</p> <p>c) Other executive positions shall serve staggered two-year terms to prevent full leadership turnover at once.</p> <p>d) If the President resigns or is unable to fulfill their duties, the Vice President shall serve as interim President until a new President is elected.</p> <p>Handling of Executive Vacancies</p> <p>a) If an Executive position (except Immediate Past President) becomes vacant, the Board shall appoint an interim replacement until the next scheduled election.</p> <p>b) If the Immediate Past President is unavailable, the position may remain vacant without requiring a replacement.</p>
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		<p>Role of the Executive Director (Ex-Officio)</p> <p>a) The Executive Director shall serve in a non-voting, advisory capacity to provide operational and strategic insights to the Executive and the Board.</p> <p>b) The Executive Director may attend Executive Committee meetings but shall not participate in Executive votes or Board governance decisions.</p>
	ARTICLE VIII: OFFICERS OF THE CORPORATION	
8.1	<p>a. <u>President</u></p> <p>The President shall:</p> <ol style="list-style-type: none"> preside at all meetings of the Board of Directors, the executive and the members; be ex-officio member of all committees except the Nominating Committee; sign all such documents, contracts and other instruments on behalf of the Corporation, as may, from time to time, be required; prepare and give to the Annual General Meeting a report on the year's activities of the Corporation. <p>b. <u>Vice President</u></p> <p>The Vice President shall be vested with all the powers and shall perform the duties of the President in the absence of the President.</p>	<p>The Officers of the Corporation shall be elected from among the Directors and shall include:</p> <p>President</p> <p>The President shall serve as the chief governance officer of the Corporation and shall:</p> <ol style="list-style-type: none"> Preside over all meetings of the Board of Directors, Executive Committee, and members, ensuring meetings are conducted in accordance with the Corporation's bylaws and governance policies. Present an Annual Report at the Annual General Meeting (AGM), summarizing key accomplishments, financial performance, and strategic priorities. Work with the Executive Director and Board to ensure the implementation of the Corporation's strategic plan and policies. Provide mentorship and guidance to the Vice President, supporting leadership development and succession planning. <p>Vice President</p>

		<p>The Vice President shall support the President in their duties and shall:</p> <ul style="list-style-type: none"> a) Assume the duties and powers of the President in their absence, incapacity, or resignation, ensuring leadership continuity. b) Oversee committees or strategic initiatives as designated by the Board, ensuring active engagement in governance matters. c) Work closely with the President to prepare for leadership succession and ensure a smooth transition if required. d) Serve as a secondary signing authority for the Corporation if authorized by the Board. e) Perform other duties as assigned by the Board or President to support the Corporation's governance and strategic initiatives. <p>Treasurer The Treasurer shall oversee the financial integrity of the Corporation and shall:</p> <ul style="list-style-type: none"> a) Provide financial oversight, ensuring financial policies, procedures, and controls are followed. b) Work with the Executive Director or financial staff to review quarterly financial reports to the Board. c) Lead the development of the Corporation's annual budget in consultation with the President, Executive Director, and Board.
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		<p>d) Act as the liaison for external financial audits or financial reviews, ensuring full transparency and accountability.</p> <p>h) Chair the Finance or Audit Committee, if one exists, and report regularly to the Board on the financial health of the Corporation.</p> <p>Immediate Past President (If Available) The Immediate Past President shall serve in an advisory, non-voting capacity, supporting governance continuity by:</p> <p>a) Providing mentorship to the President and Vice President.</p> <p>b) Assisting in leadership transition and succession planning.</p> <p>c) Offering historical context and guidance when needed, without interfering in governance decisions.</p> <p>d) Serving on committees at the request of the Board.</p> <p>Executive Director (Ex-Officio, Non-Voting) The Executive Director shall:</p> <p>a) Serve as an ex-officio, non-voting member of the Executive Committee, providing operational and strategic insights.</p> <p>b) Implement Board-approved policies and manage the day-to-day operations of the Corporation.</p> <p>c) Work with the Finance Administrator and Treasurer to review financial reports and ensure compliance with funding requirements.</p>
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		<p>d) Serve as the primary liaison between the Board, funders, stakeholders, residents, members, volunteers and staff, ensuring alignment with the Corporation's mission and strategic plan.</p>
	ARTICLE IX: STANDING COMMITTEES	
9.1	<p>Standing Committees</p> <p>a. The Standing Committees shall assist the Board of Directors. Each Standing Committee shall consist of a chairperson together with such other persons as the Board of Directors may elect.</p> <p>b. The President shall be an ex-officio member of each Standing Committee.</p> <p>The Executive Director shall be an ex-officio member of each Standing Committee.</p> <p>a. Standing Committees will be:</p> <p>I. Finance</p> <p>II. Planning & Policy</p> <p>III. Nominating and Personnel Committee</p> <p>b. Finance Committee</p> <p>The committee shall, without limitation, be responsible for the following:</p> <p>I. oversee the preparation and presentation of the Corporation's annual budget to the Board of Directors.</p>	<p>Purpose & Structure of Standing Committees</p> <p>a) The Standing Committees shall support the Board of Directors by providing expertise, oversight, and recommendations in key governance areas.</p> <p>b) Each Standing Committee shall be chaired by a Board-appointed chairperson and consist of additional members as determined by the Board of Directors.</p> <p>c) The President and/or Vice-President, together with the Executive Director shall serve as an ex-officio, non-voting member of each Standing Committee, providing operational insight and ensuring alignment with organizational priorities.</p> <p>d) Standing Committees may invite external advisors or community members to contribute their expertise as non-voting participants, subject to Board approval.</p> <p>Standing Committees</p> <p>The following Standing Committees shall support the governance and strategic operations of the Corporation:</p> <p>a) Finance Committee</p>

	<p>II. advise the Board of any revenue shortfall either current or projected and revenue surplus either current or projected.</p> <p>III. advise the Board on any trends or anticipated changes in government or social policies that may affect revenues; and</p> <p>IV. ensure that audited financial statements are available for the Annual General Meeting of the membership.</p> <p>c. Planning & Policy Committee</p> <p>The Planning & Policy Committees shall be responsible for consulting with and advising management in matters relating to the following:</p> <p>I. program expansion or reduction;</p> <p>II. the sale or purchase of major assets; and</p> <p>III. major policy changes.</p> <p>d. Nominating and Personnel Committee</p> <p>a. Will consist of not less than three members elected by the Board of Directors at least sixty (60) days prior to the annual meeting</p> <p>b. The Nominating Committee shall:</p> <p>I. recommend a list of candidates for the position of Director to each Annual General Meeting for its consideration;</p>	<p>The Finance Committee shall oversee financial stewardship and provide recommendations on financial sustainability. The Committee shall:</p> <p>I. Oversee and review the Corporation's annual budget to the Board of Directors.</p> <p>II. Advise the Board on current and projected revenue shortfalls or surpluses, ensuring timely financial planning.</p> <p>III. Monitor and assess trends in government funding, social policy changes, and financial risks that may impact revenue.</p> <p>IV. Ensure that audited financial statements are completed and presented at the Annual General Meeting (AGM) in compliance with regulatory requirements.</p> <p>V. Support the Treasurer in maintaining fiscal accountability and financial reporting.</p> <p>b) Planning & Policy Committee</p> <p>The Planning & Policy Committee shall ensure that the Corporation's programs, policies, and strategic direction align with its mission. The Committee shall:</p> <p>I. Provide guidance on program expansion, reduction, or restructuring to ensure alignment with organizational priorities and financial feasibility.</p>
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	<p>II. recommend a list of candidates for the Executive to the first meeting of the newly elected Board of Directors for its consideration.</p> <p>III. Address personnel matters brought to the Board of Directors</p>	<p>II. Review and make recommendations regarding the sale, acquisition, or leasing of major assets.</p> <p>III. Assess and propose major policy changes, ensuring compliance with legal, regulatory, and best practice standards.</p> <p>IV. Conduct periodic policy reviews to ensure governance documents remain relevant and effective.</p> <p>Nominating & Personnel Committee</p> <p>The Nominating & Personnel Committee shall oversee Board recruitment, leadership succession, and personnel matters. The Committee shall:</p> <p>Nominating Committee</p> <p>I. Be composed of no fewer than three (3) members, elected by the Board of Directors at least sixty (60) days prior to the AGM.</p> <p>II. Develop and present a list of recommended candidates for Director positions at the AGM for membership consideration.</p> <p>III. Recommend candidates for Executive positions at the first meeting of the newly elected Board of Directors.</p> <p>IV . Oversee Board succession planning, ensuring a pipeline of qualified leadership candidates.</p>
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		<p>The Personnel Committee</p> <p>I. shall address personnel matters requiring Board oversight, such as Executive Director performance reviews, leadership transitions, or high-level staffing concerns.</p>
	ARTICLE X: SPECIAL COMMITTEES	
10.1	<p><u>St. Norbert Foundation Inc.</u></p> <p>One Director, or staff member as determined by the Board, will serve as a Board member of the St. Norbert Foundation Inc. and will:</p> <p style="padding-left: 40px;">a. Represent the Corporation at these meetings; and</p> <p>Provide a report to the Corporate Board of Directors as to the ongoing business of the St. Norbert Foundation Inc.</p>	No Changes
10.2	<p><u>Daycare Advisory Committee</u></p> <p>A minimum of two Directors will serve on the Daycare Advisory Committee and will:</p> <p style="padding-left: 40px;">a. Meet as necessary.</p> <p>Provide a report to the Board of Directors as to the ongoing business of the Committee.</p>	No Changes
	ARTICLE XI : BORROWING AUTHORITY BOARD OF DIRECTORS	
11	<p>The Board of Directors are empowered and authorized from time to time to:</p> <p style="padding-left: 40px;">a. Borrow money upon the credit of the Corporation.</p> <p style="padding-left: 40px;">b. Limit or increase the amount to be borrowed; and</p>	No Changes

	Mortgage, hypothecate, charge or pledge all of any of the real or personal property, undertaking the rights of the organization, to secure any such bonds, debentures, debenture stock of other securities, or any other liability of the organization.	
	ARTICLE XII: USE OF CORPORATE NAME	
12	No activity, social event or public announcement shall be sponsored, done or made in the name of the Corporation, or any of its residences, unless same is authorized by the President, or a person to whom the Board has delegated this authority.	<p>USE OF THE CORPORATE NAME</p> <p>a) No activity, social event, fundraising initiative, or public announcement shall be conducted in the name of the Corporation or any of its residences without prior written authorization from:</p> <ul style="list-style-type: none"> • The President, or • A designated individual to whom the Board has delegated this authority. <p>b) Unauthorized use of the corporate name, logo, or branding in any capacity—whether through communications, sponsorships, or external partnerships—may result in disciplinary action, legal recourse, or other corrective measures as determined by the Board.</p> <p>c) Any external partnerships, sponsorships, or endorsements made in the Corporation's name must be reviewed and approved to ensure alignment with the organization's mission, values, and legal obligations.</p> <p>d) The Board shall establish clear guidelines and procedures for seeking authorization, including submission requirements for approval of events, announcements, or sponsorships.</p>
	ARTICLE XIII : FISCAL YEAR	
13	The Corporation fiscal year shall end on the 31st day of March or on such other date as the Board may determine from time to time.	No Changes

	ARTICLE XIV: AUDITORS:	
14	The Corporation's Auditors shall be appointed by the resolution of the Annual General Meeting and an audited statement of financial affairs of the Corporation shall be presented at each Annual General Meeting and at any other time as by be required by the Board.	No Changes
	ARTICLE XV: SIGNING OFFICERS	
15	Documents, instruments in writing, and cheques may be signed by such individuals so authorized by the Board from time to time.	<p>1. Authorization for Signing Documents & Financial Transactions</p> <p>a) All financial transactions, legal documents, and instruments in writing shall be signed by individuals authorized by the Board of Directors, in accordance with the Corporation's financial policies.</p> <p>b) Dual-Signature Requirement:</p> <ul style="list-style-type: none"> • All cheques, contracts, and financial transactions exceeding \$20,000 shall require the signatures of two authorized signing officers to ensure financial accountability. • Authorized signing officers shall include: <ol style="list-style-type: none"> 1. The President 2. The Treasurer 3. The Executive Director (<i>if authorized by the Board</i>) 4. Any other officer or director as designated by Board resolution. <p>c) electronic transactions, e-transfers, and credit card expenditures must adhere to Board-approved financial policies and internal control measures to prevent unauthorized spending.</p>

		<p>2. Spending Authority & Delegation of Financial Responsibilities</p> <p>a) Executive Director's Spending Authority</p> <ul style="list-style-type: none"> • The Executive Director (ED) is authorized to approve expenditures that are within the Board-approved budget, ensuring efficient operational management. • Any unbudgeted expense up to \$25,000 may be approved by the President/Vice- President; expenses between \$25,001 and \$100,000 require prior approval from the Finance or Executive Committee; and expenses exceeding \$100,000 require full Board approval. • <p>b) Delegation of Authority for Spending Outside Approved Budget</p> <ul style="list-style-type: none"> • The Board shall establish a Delegation of Financial Authority Policy, outlining who may approve expenditures beyond the approved budget and under what conditions. • The policy shall define spending thresholds, approval processes, and accountability mechanisms to ensure financial oversight. <p>3. Financial Oversight & Compliance</p> <p>a) The Finance Committee or Treasurer shall conduct periodic reviews of financial transactions to ensure compliance with the Corporation's policies.</p>
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		<p>b) The Board shall implement additional safeguards, such as requiring Board approval for single transactions exceeding a set financial limit.</p> <p>c) An annual financial review or audit shall be conducted to ensure transparency, regulatory compliance, and accountability.</p>
	ARTICLE XVI: DELEGATION OF DUTIES	
16	In case of the absence or of inability to act of the President, the Vice President or any other officer of the Corporation or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.	No Changes
	ARTICLE XVII: MEETINGS	
17	<p><u>Annual General Meetings</u></p> <p>a. Shall be held and convened within 6 months following the fiscal year end of the Corporation at such time and place as determined by the Board.</p> <p>b. Twenty (20) Members shall constitute a quorum.</p> <p>c. The Members shall:</p> <p>ors; and</p> <p>consider such other matters as may be appropriate.</p>	<p>ANNUAL GENERAL MEETINGS</p> <p>1. Timing & Notice of AGM</p> <p>a) The Annual General Meeting (AGM) shall be held within six (6) months following the fiscal year-end of the Corporation at a time and place determined by the Board, in accordance with the Canada Not-for-Profit Corporations Act (CNCA) and regulatory requirements.</p> <p>b) Notice of the AGM shall be provided to all members at least twenty-one (21) days in advance, in compliance with the Corporation's bylaws and applicable legislation.</p> <p>c) Notification shall be deemed sufficient if provided through:</p> <p>Email or postal mail to members (if contact information is available</p>

		<ul style="list-style-type: none"> • The Corporation’s website and official social media channels; • A public notice posted at the Corporation’s offices or facilities. <p>d) Errors or omissions in notice, or failure to receive notice, shall not invalidate the meeting or its proceedings, provided that reasonable efforts were made to notify members.</p> <p>2. Quorum & Voting Requirements</p> <p>a) Twenty (20) voting members shall constitute a quorum for the transaction of business at the AGM.</p> <p>b) Unless otherwise required by law or these bylaws, all resolutions shall be passed by a majority vote of members present at the meeting.</p> <p>3. Business Conducted at the AGM</p> <p>The Members shall:</p> <p>I. Elect Directors in accordance with the Corporation’s bylaws and governance policies.</p> <p>II. Receive and approve the Corporation’s audited financial statements, including the report of the auditors, for the most recent fiscal year.</p> <p>III. Appoint or reappoint an auditor (or authorize the Board to appoint the auditor, if permitted under the CNCA).</p>
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		<p>IV. Receive the President's Report on the Corporation's activities, accomplishments, and strategic priorities.</p> <p>V. Consider any bylaw amendments or governance changes, if applicable.</p> <p>4. Financial Disclosure & Compliance</p> <p>a) The annual financial statements shall be made available to members at least 21 days prior to the AGM in accordance with the Corporation's policies and the CNCA.</p> <p>b) The Board shall ensure compliance with all statutory reporting obligations, including filing the required annual return with Corporations Canada.</p>
17.2	<p><u>Special Meetings</u></p> <p>A special meeting of the Members may be called by the President, the Vice President or a minimum of four (4) Board Directors when it is felt necessary to do so. Notice of the meeting shall state the definite purpose for which such meeting is called. No business other than that mentioned in the notice shall be transacted at such a meeting. Seven (7) days' notice must be provided to the members, but may be waived with the unanimous consent of the Board as determined through an email poll.</p>	NO Changes
17.3	<p><u>Voting at Meetings</u></p> <p>Each member who is present at an Annual General Meeting or a Special Meeting shall be entitled to one vote.</p>	<p>VOTING AT MEETINGS</p> <p>a) Each voting member who is present at an Annual General Meeting (AGM) or Special Meeting shall be entitled to one (1) vote on all matters requiring a membership decision.</p>

		<p>b) Voting shall be conducted by voting cards, , as determined by the Board in accordance with the Corporation's governance policies.</p> <p>• .</p> <p>e) Resolutions shall be passed by a simple majority (50% +1) of votes cast, unless otherwise required by law or these bylaws.</p> <p>f) In the event of a tie vote, the motion shall be deemed to have failed, unless an alternate tie-breaking procedure is specified in these bylaws.</p>
17.4	<p><u>Rules of Procedure at Meetings</u></p> <p>All meetings shall be conducted by Robert's Rules of Order.</p>	No Change
17.5	<p><u>Notices</u></p> <p>a. Notice of meetings of the Board of Directors shall be:</p> <ol style="list-style-type: none"> in writing; sent by ordinary mail, e-mail or by fax; and established at least seven (7) days prior to the meeting date. <p>Notice of an Annual General Meeting or a Special Meeting shall be published at least twenty-one (21) days prior to the meeting date in a newspaper having circulation within the City of Winnipeg.</p>	Already covered
	ARTICLE XVIII : SAVING FROM LIABILITIES	
18	The Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, and their respective 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 such	No Changes

	Director or Officer in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Corporation.	
	ARTICLE XIX: AMENDMENT OF GOVERNING BY-LAWS	
19	<p><u>Amendment to this By-Law may be made only:</u></p> <p>upon approval by at least 66% of the members present at an Annual General Meeting or a Special Meeting.</p>	<p>a) Amendments to these Bylaws may be made only:</p> <ul style="list-style-type: none"> ○ Upon approval by a majority (50% +1) of voting members present and voting at an Annual General Meeting (AGM) or Special Meeting. <p>b) Notice of proposed bylaw amendments must be provided to all voting members at least 21 days in advance of the meeting, in accordance with the Corporation's notice requirements.</p> <p>c) Amendments take effect immediately upon approval, unless otherwise specified in the motion.</p>
	ARTICLE XX: DISSOLUTION	
20	After the organization dissolves and pays all its debts and liabilities, it will distribute or dispose of its remaining property to qualified donees as described in subsection 149.1 (1) of the Income Tax Act.	No Changes