

+BYLAWS OF HUMBOLDT REGIONAL NEWCOMER CENTRE INC.

ARTICLE 1: DEFINITIONS

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| HRNCI | Shall mean the Humboldt Regional Newcomer Centre Inc. |
| BOARD | Shall mean the Board of Directors of the Humboldt Regional Newcomer Centre Inc. |
| REGION | Shall mean the area identified as the Humboldt Regional Newcomer Centre Inc. |
| DIRECTOR | Shall mean a member of the Board of Directors. |
| Executive Director | Shall mean the Executive Director hired by the Humboldt Regional Newcomer Centre Inc. |
| PERSONNEL | Shall mean a person(s) hired by the Humboldt Regional Newcomer Centre Inc. |
| ACT | Shall mean the Non-Profit Corporations Act of Saskatchewan. |
| HIS/HER | Words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and visa versa. |
| EX OFFICIO | Shall mean by virtue of office and does not limit the duties and capacity of any person who is ex officio, a director, member of a committee, or the holder of any other office. It only limits that person's right to vote. |
| Secretary: | A person appointed by the Board; not as a position of director. |
| NON DEFINED WORDS/ EXPRESSIONS | Shall mean any word or expression used but not defined, has, unless the context otherwise requires, the same meaning as in the Act. |

ARTICLE 2: THE COMMUNITIES SERVED BY THE HUMBOLDT REGIONAL NEWCOMER CENTRE INC ARE

2.01 St Brieux, Naicam, Spalding, Watson, Quill Lake, Hendon, Kylemore, Kuroki, Wadena, Elfros, Leslie, Mozart, Wynyard, Raymore, Semans, Nokomis, Simpson, Imperial, Watrous, Manitou Beach, Guernsey, Lanigan, Drake, Dafoe,

Jansen, Lake Lenore, Annaheim, LeRoy, Viscount, Meacham, Bruno, Cudworth, Plunkett, Muenster, St Gregor, Middle Lake, St Benedict, Pilger and RM's that these communities are located within

ARTICLE 3: FISCAL YEAR

3.01 The fiscal year of HRNCI begins on the first day of April in one calendar year and ends on the thirty-first day of March in the next calendar year, both dates inclusive.

ARTICLE 4: MEMBERSHIP

4.01 There shall be one class of members. All members are entitled to vote at all meetings of members and all members are entitled to become directors of the corporation.

ARTICLE 5: SIGNING AUTHORITIES

5.01 Authority: The Board of Directors is the ultimate authority for the approval of all agreements.

5.2 Delegated: The Chair has designated the Executive Director to sign documents on behalf of the Board within the limits approved by the Board in HRNCI's Signing Authority Policy.

5.3 Required Signatures: Two signatures will be required for all cheques. Signing authority for these purposes will rest with the Executive Director, Chair and Vice Chair. All processed cheques along with a cheque listing will be submitted at each Board Meeting.

ARTICLE 6: BANKING

6.01 HRNC Inc. funds will be deposited in a bank or credit union designated in accordance with the decision of The HRNC Inc. Board of Directors

6.02 An auditor will be appointed each year to audit the HRNC Inc. company accounts. They shall review the books and accounts of the HRNC Inc. at least once each year and produce financial statements. HRNC Inc. is subject to the terms and conditions of the policies of the HRNC Inc. Which sets out the structures, roles (duties and powers),

ARTICLE 7: DIRECTORS

7.01 Directors: the Board of Directors shall consist of not less than 5 and not exceed 9 members.

- 7.02 Elections: The initial board of directors will be appointed for a one year term. After the first year the board of directors is elected in staggered two year terms by the membership at the annual meeting. The board is authorized to appoint eligible members to fill any vacancy that arises between annual general meetings. Only one nominee is eligible to hold office per membership. Members will attempt to achieve equal representation consisting of 1/3 of the directors from each of the following categories:
- i. Business Members active in key sectors of the regional economy
 - ii. Community Members active in locations of significant importance to the operations of the HRNCI.
 - iii. Organizations active in areas impacting the operations of HRNCI in the region
- 7.03 Chair of the Board of Directors: shall be elected annually by the Board of Directors at the first Directors meeting following the annual general meeting. The Chair can hold office a maximum of four consecutive years..
- 7.04 Vice-Chair of the Board of Directors: shall be elected annually by the Board of Directors at the first Directors meeting following the annual general meeting. The Vice-Chair can hold office a maximum of four consecutive years.
- 7.05 Secretary of the Board of Directors: shall be appointed annually by the Board of Directors at the first Directors meeting following the annual general meeting.
- 7.06 Term of Office: a member of the Board shall hold office for a term of up to two years and until a successor is appointed. A member of the Board can hold office for maximum of three consecutive terms.
- 7.07 Resignation: Any Director may resign their position on the Board by submitting a letter of resignation to the Chair of the Board.
- 7.08 Removal of Directors:
The Board may terminate the membership of any Director by majority vote.
- 7.09 Director Responsibility in Performance of Duties: every officer and Director of the HRNCI, in exercising his or her powers and in performing his or her duties, shall:

- i. Act honestly and in good faith with a view to the best interests of the agency;
 - ii. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - iii. Comply with the enactment by or pursuant to which the corporation is governed.
- 7.10 Board of Directors' Code of Ethics: Upon becoming a member of the Board of Directors, each Director shall sign the Board of Directors' Code of Ethics and recommit to the Code by re-signing annually.
- 7.11 Remuneration and Expenses: each member of the Board shall be paid allowances for traveling and other expenses as may be prescribed by the Province of Saskatchewan from time to time.
- 7.12 Resignation from the Board: Must be in writing and received by the Chair. A Board member shall be terminated from the Board due to excess absences, more than three unexcused absences from the Board meetings in one year. A Board member may be removed for other reasons by a vote of the remaining Directors.

ARTICLE 8: MEETINGS OF DIRECTORS

- 8.01 Calling of Meetings: Meetings of the Board shall be called by the Chair.
- 8.02 In Camera Meetings: Every meeting of Directors shall provide an opportunity for meeting In Camera. The In Camera session may be conducted with or without staff personnel present as determined by the Chair of the Board of Directors or the Committee Chair as appropriate.
- 8.03 Records of In Camera Meetings: A record of In Camera meetings of the Board shall be kept that includes the date, time, place and attendees of each meeting. Minutes of In Camera meetings will be recorded at the discretion of the Chair of the Board of Directors or the Committee Chair as appropriate.
- 8.04 Meeting by Telephone/Teleconference/Video Conference: A Director may participate in a meeting of the Board or of a Committee of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other. All Directors participating in a meeting by such means are deemed to be present at the meeting and are accorded the same voting privileges as if physically present at the meeting. Quorum and voting shall be as prescribed in Articles 8.05 and 8.06.

- 8.05 Quorum: A quorum for all meetings of the Board shall be a majority of the voting members. The Board may proceed with the business of a meeting provided a quorum is present throughout the meeting. If quorum is lost at any point in a meeting, then those Directors remaining in attendance may discuss the agenda items but shall not vote in respect of any motions.
- 8.06 Voting: All Directors named as Board members are eligible to vote. A quorum of voting members must be present in order to call a vote on any motion before the Board. A motion is deemed to have been carried and becomes effective if the majority of the votes cast are in favour of the motion. The outcome of the vote is recorded in the minutes of the meeting.

An Abstention is not counted as a vote of either “in favour” or “not in favour”. Where less than a quorum participates in voting, as a result of abstention, the results of the vote are valid as long as a quorum of voting members is present.

Voting by Return Fax or E-Mail Ballot

The Chair may instigate a Return Fax or E-Mail Ballot where the Chair is satisfied that it is impractical to convene a regular Board meeting to address an urgent issue. The Return Fax Ballot shall be governed by the following guidelines:

Guidelines:

1. Return Fax or E-Mail Ballot Format

The Return Fax Ballot shall include the following information:

1.1 Outline of the Issue Presented for Vote

This will include a description of the issue, risks identified, impact on the organization or others involved, and financial implications.

1.2 Motion Recommended to the Board for Approval

This will include the full motion being recommended to the Board for approval, IN FAVOR and OPPOSED options, a Director’s Signature line and a Director’s Print Name line.

1.3 The Secretary shall cause a Return Fax Ballot to be faxed to the latest fax number or e-mail known to the Secretary for each Director.

1.4 Return Date

The Return Fax or E-Mail Ballot will be returned in a timely manner, the return date to be specified on the ballot. Each Director will have until midnight Central Standard Time (CST) of the day specified as the return date to return their ballot.

The Director is not required to retain the original signed copy of the Return Fax or E-Mail Ballot and the copy should be destroyed by the Director.

2. Outcome of the Vote

The motion(s) of a Return Fax or E-Mail Ballot shall deem to have been carried and become effective as of the specified return date if the Secretary receives Return Fax Ballots from a majority of the Directors and if a majority of the votes cast approve the motion.

3. Recording the Outcome

The Motion and the outcome of the Return Fax or E-Mail Ballot will be reported at the next Board of Directors meeting and be recorded in the minutes of that meeting.

8.07 Meeting Attendance: It is the expectation of the Board of Directors collectively that individual members will make all reasonable effort to attend Board of Directors meetings on a regular basis. The Board recognizes that absenteeism from Board meetings presents a situation that may impact Board performance.

8.08 Proxy: Board members may appoint at their discretion, a proxy to act on their behalf for any meetings of the Directors and the Annual General Meeting.

8.09 Special meetings of the Board shall be called upon the request of the Chair, or one-third of the Board. Notices of special meetings shall be sent out by the Chair to each Board member fourteen days in advance.

- 9.01 **Human Resources:** The Board shall elect after the AGM two representatives to assess and evaluate the human resource strategy of the organization, assessing and evaluating the Executive Director's performance.

All activities and recommendations shall be reported to the Board of Directors

ARTICLE 10: MINUTES

- 10.01 Records: A record, in the form of minutes, shall be kept of the proceedings of each officially constituted Board of Directors' meeting and meetings of committees of the Board.

- 10.02 Approval: The minutes shall be approved by the Board of Directors at the next regularly scheduled Board of Directors' meeting.

ARTICLE 11: AUDIT

- 11.01 Audit: the Board or Membership appointed auditors shall audit the accounts and financial statements of HRNCI annually and at any other times that the Board or Membership may require.

ARTICLE 12: REPORTING

- 12.01 Reporting: HRNCI shall submit to the Minister Responsible for HRNCI and the Members of HRNCI an Annual Report of the business of HRNCI for the preceding fiscal year, including an audited financial statement.

ARTICLE 13: ANNUAL BUDGET

- 13.01 At the first meeting of the Board following the AGM the Board will approve an operational/financial plan, detailing income and expenditure, and providing an outline of the business activities and outcomes for the fiscal year.

- 13.02 The Board shall annually approve the operational/financial plan.

ARTICLE 14: BYLAW AMENDMENT

- 14.01 These Bylaws may be amended by approval of a motion of two-thirds majority of votes cast at a meeting of the Membership, provided that at

least 30 days notice has been given of the proposed amendments and provided that any such amendments shall not be enacted or enforced until approval has been obtained from the HRNCI Membership.

ARTICLE 15: EXECUTIVE DIRECTOR AND STAFF

- 15.01 The Executive Director is hired by the Board. The Executive Director has day to day responsibilities of the organization, including carrying out the organization's goals and policies. The Executive Director will attend Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the position profile. The Board can designate other duties as necessary.
- 15.02 The Executive Director shall participate in Board meetings, but does not have the right to vote and may be asked to leave the meeting during in camera sessions.