

North End Housing Project Inc.

BY-LAWS



THESE ARE THE GENERAL BY-LAWS OF THE NORTH END HOUSING PROJECT, INC., hereafter referred to as NEHP. This By-Law replaces the By-Laws dated September, 2015

DEFINITIONS

- A. “Board” means the board of directors of the Corporation;
- B. “By-Laws” means these By-Laws and all other By-Laws of the Corporation from time to time in force and effect;
- C. “Target Population” means renters who have a household income recognized level as determined by Manitoba Housing.
- D. “Target Area” means the area NEHP will encompass. The area within the boundaries of the City of Winnipeg. In exceptional cases, areas outside of the City of may be considered subject to approval by the board.

THE FOLLOWING IS HEREBY ENACTED as the By-Laws of the NEHP:

I. REGISTERED OFFICE

The Registered Office shall be in, Winnipeg Manitoba, and at such location therein as determined by the NEHP Board.

II. FISCAL YEAR

The Fiscal period of NEHP shall terminate on the 31st day of March, in each year or on such other date as the Directors may by resolution determine.

III. PURPOSE

The purpose of North End Housing Project, Inc., as may be determined by resolution of the directors from time to time, is to:

- 1. Provide opportunities for Target Population to secure housing that is decent, affordable and safe that is rented and occupied by the residents as their principle residence.
- 2. Preserve the quality and affordability of housing for future low-income residents of the Target Area
- 3. To operate and maintain the Steve Perchyshyn Fire Rescue House. The purpose of the Fire Rescue House is to provide temporary supportive transitional housing for families who have lost their home to fire or other emergencies.

IV. PROPERTY ACQUISITION & SALE

- 1. NEHP shall sell and lease property as a means of achieving organizational and community needs.
- 2. In furtherance, but not in limitation, of the foregoing charitable purposes, NEHP Board shall have the following powers:
 - (a) to purchase, receive, take by grant, gift, devise, bequest or otherwise acquire, own, hold, improve, employ, use and otherwise deal in with real or personal property, or any interest therein, wherever situated in NEHP’s targeted area;
 - (b) To sell, convey, lease, exchange, transfer, or otherwise dispose of, or mortgage or pledge, or create a security interest in, all or any of its property or any interest therein, wherever situated in NEHP’s targeted area;
 - (c) To raise or solicit funds for the furtherance of its charitable purposes;
 - (d) To do such things as are incidental to the foregoing purposes and powers.
- 3. Any land acquired by NEHP shall be held for the benefit of the local community.

V. BOARD COMPOSITION

There shall be a minimum of six (6) and a maximum of nine (9) Directors. Directors shall be appointed by the board of directors of NEHP through the nomination process. New Directors will

be appointed by the NEHP Board of Directors and announced at the annual general meeting of NEHP.

V1 NOMINATION PROCESS

1. A standing Nomination Committee shall be created for the purpose of selecting and recommending new Directors to the NEHP Board for consideration.
2. This Committee shall;
 - a. Liaise with the Board to review the composition and recruitment process.
 - b. Liaise with the Board to review the required skills and knowledge required to improve the Board through the addition of new Directors to the Board.
 - c. Conduct a search for prospective Board and committee members as required.
 - d. Conduct interviews with prospective Board candidates as required.
 - e. Provide the Board with recommendation(s) of candidates that should be proposed to fill the vacant Board position.
 - f. Develop and maintain the director recruitment process and documentation including new director;
 - i. application check list,
 - ii. application form,
 - iii. applicant qualifications and required skills and knowledge document,
 - iv. interview questions and scoring document,
 - v. other required documentation as required.
3. NEHP Board will have the final approval of any and all new Directors.

V11 MEETINGS

1. The annual meeting of NEHP will be held within six months of NEHP's fiscal year-end, on a day and place, which the Board decides is convenient.
2. The annual meeting shall always:
 - (a) Receive a Senior Staff report.
 - (b) Receive the financial statement and Auditor's report.
 - (c) Announcement of Directors for the following year.
 - (d) Appoint an Auditor for the following year.
 - (e) Deal with any other business brought before it.
3. A general meeting of NEHP may be called at any time by the Board of Directors, or the NEHP Executive Committee. There is to be given at least 14 days' notice of a general meeting. The notice is to state the business of the meeting, and is to be sent to the last email address of record of those that have previously attended the annual meeting of NEHP and the notice shall be posted on the NEHP website.
4. **Quorum:** Quorum shall be at least 15 people over the age of 18 residing in the Province of Manitoba including no less than 50% of the current NEHP board of directors. Every question at any meeting will be decided by a majority of votes, unless the Act or any By-Law requires otherwise. If the vote is tied, a second vote will be called. If the vote remains tied, the meeting Chair will vote to break the tie.

V111. NEW OR AMENDED BY-LAWS

1. By-Laws may be enacted or amended by resolution at any general meeting.
Notice to introduce or amend a By-Law, is to be given in writing to all the Board at least 14 days prior to the meeting to be held.

VIII BOARD OF DIRECTORS

1. **Number of Directors:** Except for the initial Board named in the Certificate of Incorporation, the Board of Directors shall consist of minimum of Six (6) and maximum of ten (10) directors.
2. **Composition of the Board:** Over 60% of the Board must be of Aboriginal Descent in order to maintain NEHP's Aboriginal status.
3. **Vacancies**
 - (a) If any director vacates his or her term or is removed from the Board, the remaining directors may elect a person to fill the vacancy, or may, by majority, decide to leave the position vacant until the next Annual Meeting of the Membership.
 - (b) **Terms of Replacements:** Replacement Directors elected by the Board shall serve until the end of the term that was filled or until the next Annual General Meeting as determined by the Board.
4. **Terms for Directors:**
 - a. Directors' terms shall range from 3 to 1-year terms.

- b. The terms shall be staggered in 3, 2, and 1-year terms as stated by the NEHP board.
 - c. Directors may seek reappointment or nomination to the NEHP board at the end of each respective term by requesting their intent to the Board at any regular meeting at least 60 days prior to the end of their term.
5. **Resignation**
- a. Any Director may resign at any time by giving written notice to the President. Unless otherwise specified, such resignation shall be effective once approved by the Board during the following regular scheduled board meeting.
 - b. A Director shall be considered to have given notice of resignation and his or her position shall be declared vacant by the Board of Directors if he or she fails to attend 30% of the Board meetings with the exception of emergency meetings, unless good cause for absence and continuing interest in participation on the Board are recognized by the Board. When a Director has failed to attend 30% of the meetings, the President shall notify him or her in writing that, at the next regular Board meeting, his or her position will be declared vacant unless the Board determines that there has been good cause for the Directors' absences and that the Director continues to be interested in participating on the Board of Directors. The notification by the President shall be made no later than seven days prior to the Board meeting at which the position may be declared vacant. At this meeting, the Director in question shall be given the opportunity to show good cause for absence from meetings and continuing interest in participating on the Board. The resignation of a Director who has missed 30% of the meetings shall not become effective until the Board has declared the position vacant as provided herein.
6. **Removal of Directors:** The Board must follow this procedure to remove a Director:
- (a) A motion to remove must be presented at the meeting of the Board before the meeting which will consider the motion.
 - (b) The meeting considering the motion to remove must have a quorum without counting the Director who brought the motion, or the Director who is subject of the motion, neither of whom may vote on the motion.
 - (c) A decision on the motion to remove must be voted on by secret ballot and be supported by a 2/3 majority for the motion to be carried.
 - (d) Once removed, that person may not be permitted to sit on the Board of Directors for at least three (3) years.
7. **Notice of Meetings:** Except as provided for emergency meetings, written notice of a Board Meeting shall be emailed to all Directors at least seven days prior to the meeting or shall be delivered in person or by phone at least five days prior to the meeting. Notice to every meeting shall include an agenda for the meeting.
8. **Procedures for Meetings of the Board of Directors**
- (a) **Open Meetings:** All meetings of the Board of Directors shall be open to any person except when the Board has voted, during an open meeting, to go into a closed meeting.
 - (b) **Closed Meetings:** A motion to go into a closed meeting shall state the nature of the business of the closed meeting, and no other matter may be considered in the closed meeting. No binding action may be taken in a closed meeting except actions regarding the securing of real estate purchase options or contracts in accordance with paragraph (2) below. Attendance in a closed meeting shall be limited to the Directors and any persons whose presence is requested by the Board of Directors. The Board shall not hold a closed meeting except to consider one or more of the following matters:
 - i. Contracts, labour relations agreements with employees, arbitration, grievances, or litigation involving NEHP when premature public knowledge would place NEHP or person involved at a substantial disadvantage.
 - ii. Real estate purchase offers and negotiating or securing of real estate purchase options or contracts.
 - iii. The appointment or evaluation of an employee, and any disciplinary or dismissal action against an employee.
 - iv. The consideration of applications from persons seeking to lease land and/or housing, purchase housing, or arrange financing from NEHP.
 - v. Relationships between the Corporation and any party who might be harmed by public discussion of matters relating to the relationship.
 - (c) **Quorum:** At any meeting of the Board, a quorum shall consist of majority of the existing Board of Directors.
 - (d) **Decision – Making:**

- i. The Board shall attempt to reach unanimous agreement on all decisions. In the event that unanimous cannot be achieved, a decision may be made by a majority of the Directors present and voting, except as otherwise provided in these By-Laws.
 - ii. In special circumstances the Executive Director may request an email vote confirming action.
- (e) **Minutes:**
 - i. Minutes of all Board meetings shall be recorded by the Secretary or by such other person as the Board designates, and shall be approved by the Board at the next Board meeting.
 - ii. All minutes of Board meetings shall be kept on permanent record by NEHP and shall be open for inspection by any Director of NEHP.
- 9. **Duties of the Board of Directors:** The Board of Directors carries out the purposes of NEHP, implements the decisions, and is responsible for the general management of the affairs of NEHP in accordance with these By-Laws. Specifically, the Board shall:
 - (a) At the first meeting of Directors following an annual meeting, the Directors shall elect officers of NEHP and make appointments to the standing committees. Election of officers may be conducted by secret ballot.
 - (b) The Board of Directors is responsible for coordination of the work of NEHP, and for carrying out the policies and directives of NEHP.
 - (c) **Senior Staff:** The Board of Directors shall hire an Executive Director or Manager of NEHP, and delegate full authority to manage the affairs of NEHP and to employ and discharge employees of NEHP in accordance with the personnel policies adopted from time to time by the Board. The Executive Director or Manager does not have authority over anything, which these By-Laws or any law requires the members or the Directors to perform. The Executive Director or Manager will always be an ex-officio non-voting member of the Board.
 - (d) The Directors are responsible for ensuring that funds of NEHP are accounted for and that necessary steps are taken to enable NEHP to receive donations and benefits.
 - (e) Only the Board of Directors have the authority to borrow or lend money on behalf of the corporation, and each such action must be specifically authorized, in that the Board may not grant to others the power to lend or borrow as it sees fit.
 - (f) **Charitable Organization:** The Directors may take such steps and make such commitments as may be necessary to acquire and retain the status of a Registered Canadian Charitable Organization so that donations, gifts and legacies received by it may provide favorable tax treatment to the benefactors.
 - (g) The Directors exercise all the powers of NEHP. Specifically, the Directors may do any of the following things:
 - i. Authorize expenditures, including payment for expenses incurred prior to this bylaw being enacted.
 - ii. Delegate to an officer power to employ and pay salaries.
 - iii. Make appropriate rules for the operation of NEHP.
 - iv. Appoint any employee to sit as an ex-officio, non-voting member of the Board.

X. OFFICERS

1. The officers shall be President, Vice-President, Treasurer and Secretary. The Board may create other officers.
2. Officers shall hold office for a term of one year. The Board of Directors may remove an officer by following the procedures for removal of a Director set out in Section VIII, 7.
3. The **President** is the Chief Executive Officer and will preside at all meetings of NEHP. In addition, the President is responsible for the following:
 - a. That all orders and resolutions are carried out.
 - b. To prepare and submit a report to the annual meeting.
4. The **Vice-President** will perform whatever duties the Board requires, and in the absence of the President, shall perform the President's duties.
5. The **Secretary** is to attend all meetings of the Board, or of members, and act as clerk of those meetings, ensuring staff records all votes and minutes of proceedings in the Minute Book. The Secretary is responsible to ensure staff gives notice of meetings of the members or of the Board, and to do whatever else the Board requests, including ensuring legal records are maintained
6. The **Treasurer** has custody and responsibility to ensure the Executive Director and staff account for NEHP's money and keep complete accounts of all assets, liabilities, receipts and disbursements, and provide an accounting to the President and Directors whenever they require, and do whatever other duties the Directors request.

X1 INDEMNITIES TO DIRECTORS AND OTHERS

1. The Directors are to serve without remuneration. No Director may directly or indirectly receive any profit from their position as director. A Director may be reimbursed for reasonable expenses incurred by them in the performance of their duties.
2. Every Director or officer of NEHP or other person who has taken or is about to undertake any liability on behalf of NEHP and their heirs, executors, administrators and estate, respectively, shall at times, be indemnified and saved harmless, out of the funds of NEHP from and against:
 - (a) All costs, charges, and expenses whatsoever which such Director, officer other person sustains or incurs in or about any action, suit or proceedings which is brought or prosecuted against him or her for, or in the respect of permitted by him or her in or about the execution of the duties of his or her office except such costs, charges or expenses as are occasioned by his own willful neglect.
 - (b) All other costs, charges and expenses, which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by his or her own willful neglect.

X11 DISSOLUTION

1. **On the winding up or dissolution** of the NEHP funds or assets remaining after all debts have been paid shall be transferred to a charitable institution with purposes similar to those of the cooperation, or, if this cannot be done, to another charitable institution recognized by Revenue Canada as qualified under the provisions of Income Tax Act of Canada.
 2. The purposes of the corporation shall be carried out without purpose of gain for its members, and any profits or other accretions to the society shall be used for promoting its purpose.
 3. Paragraphs 1 and 2, Article X of this By-Law are unaltered in accordance with the Corporation Act.
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Dated this _____ day of September, 2018

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