

# **FENESTRATION MANITOBA INCORPORATED BYLAW**

## **1. Name**

This document shall be the bylaw of Fenestration Manitoba Inc., which shall be called the Corporation.

## **2. Definitions and Interpretation**

In this bylaw and all other bylaws and resolutions of the Corporation unless context requires otherwise the singular includes the plural and the masculine includes the feminine. In this bylaw:

“Board” means the Board of Directors the Corporation;

“Executive Director” means the senior staff person in charge of operations of the Corporation;

“Quorum” means the number of persons who must be present at a meeting before business may be transacted.

## **3. Head Office**

The Corporation’s head office shall be in the City of Winnipeg, in the Province of Manitoba, at a location to be determined by the Board.

## **4. Seal**

The Corporation shall not have a corporate seal, until determined otherwise by the Board.

## **5. Mission**

The Corporation’s mission is to represent and support all aspects of the Manitoba window and door manufacturing industry, including formulating and promotion high standards of quality in manufacturing, design, marketing, distribution, sales and application of all type of window and door products

## **6. Membership**

### **6.1 Categories of Members**

The Categories of members of the Corporation shall include Manufacturers, Suppliers, Installers, other Organizations and Individuals.

## **6.2 Admission as a Member**

The Board is empowered to approve acceptance of a member.

## **6.3 Termination of Membership**

An individual or organization shall cease to be a member of the Corporation:

- a) by mailing or delivering notice to the head office;
- b) on death or dissolution;
- c) upon failure to pay annual fees within 30 days following their due date;
- d) upon being expelled.

A member may be expelled from the Corporation by a majority vote of the Board at any regular Board meeting. No member may be expelled without being notified of the complaint against them and without first being given the opportunity of being heard by the Board at a meeting called for that purpose.

## **6.4 Membership Fees**

Membership fees shall be set by the Board.

## **6.6 Rights and Obligations of Members**

Every member in good standing is entitled to:

- a) attend any annual general meeting or special meeting of members;
- b) vote at any annual general meeting or special meeting of members;
- c) be elected to the Board;
- d) be a member of and participate in committees; and
- e) exercise other rights and privileges given to members in this bylaw.

## **7. Meetings of Members**

### **7.1 Annual General Meeting**

There shall be an annual general meeting to be held within six months following the end of the fiscal year. At each annual meeting of the Corporation, the following items of business shall be dealt with:

- a) minutes of the preceding general meeting;
- b) consideration of the annual report of the Board;
- c) consideration of the financial statements, balance sheets, operating statements and the report of auditors;
- d) election of Board members;
- e) appointment of auditors and accountant.

### **7.2 Special Meetings**

Special meetings may be called by the President, three members of the Board or upon the written request of 10 members in good standing.

### **7.3 Notice for Membership Meetings**

Notice of special meetings and of the annual general meeting shall be given in writing not less than 14 days before the meeting, to each member who is entitled to attend the meeting. Such notice shall state the date, place and time of the meeting and in the case of a special meeting shall state the nature of the business to be transacted.

### **7.4 Quorum for Membership Meetings**

A majority of Board members present at any membership meeting is quorum.

### **7.5 Voting at Membership Meetings**

Every member including the President shall have one vote. In the case of an equal vote the motion shall be lost.

There shall be provision for proxy voting.

Voting shall be by show of hands, unless a secret ballot is requested by five members present. In such case, the President may set the time, place and method for a ballot vote.

## **8. Board of Directors**

### **8.1 Powers of the Board**

The Board shall be the ultimate policy making body the Corporation and shall establish such programs and service as are necessary to meet its mandate. It may adopt rules and regulations for the conduct of business, appoint an Executive Director and may also appoint such other agents as it may consider necessary.

### **8.2 Composition of the Board**

The Board shall consist of not less than five and not more than ten Board members.

### **8.3 Eligibility for the Board**

Each Board member shall

- a) be at least 18 years of age;
- b) not be an undischarged bankrupt;

- c) be a member of the Corporation;
- d) not hold a paid position with the Corporation and not enter into a contract for service with the Corporation;
- e) not be a member of the immediate family of an employee of the Corporation;
- f) be interested in furthering the mission of the Corporation.

#### **8.4 Selection of Board Members**

The Nominating Committee shall submit to the membership at the annual general meeting, after determining the willingness of the nominees to serve, a single slate of nominees for membership on the Board. The Nominating Committee shall select nominees with consideration to creating a cross-section of representation.

#### **8.5 Terms of Office for Board Members**

Board members shall serve for a term of two (2) years, renewable twice for a maximum of six (6) years as a Board member unless the Board member serves as an officer in which case their term is renewable three times up to maximum of eight (8) years as a Board member. Members can return to the Board after an absence of two years.

#### **8.6 Vacancy on the Board**

The office of Board Member shall be vacated if:

- a) a Board member submits a written resignation to the President of the Board;
- b) a Board member ceases to be a member of the Corporation;
- c) the Board member dies;
- d) the Board member misses three consecutive meetings without excuse;
- e) the Board member attends less than 67% of meetings within a the fiscal year;
- f) at a meeting of the Board, a resolution is passed by 2/3 of the Board members present at the meeting to remove the Board member from office for just cause.

No Board member may be removed without being notified of the complaint against them and without first being given the opportunity of being heard by the Board at the meeting called for that purpose.

Vacancies on the Board, however caused, may so long as a quorum of Board Members remains in office, be filled by the Board from among the qualified members of the Corporation, until the next general meeting of members at which the Board members for the ensuing term are elected.

#### **8.7 Board Meetings**

The Board will hold a minimum of eight (8) meetings each year.

The meetings of the Board shall be held at such time and place as the President may designate. Special meetings shall be held as the persons requesting may designate.

#### **8.8 Notice of Board Meetings**

Notice of the time and place of each meeting of the Board shall be given not less than 49 hours before the time of the meeting. Such notice need not specify the purpose of the meeting. A unanimous vote of the Directors may waive notice of or otherwise consent to a meeting of the Board.

#### **8.9 Board Meetings by Teleconference or Video Conference**

The President may arrange for teleconference, video conference meetings or other communications medium to deal with urgent matters that may fall outside the regularly scheduled Board meetings. This option will be avoided as much as possible and quorum as defined in this bylaw will still be necessary to proceed in this manner.

#### **8.10 Board Email Resolutions**

The President may arrange for e-mail communication among Board members to deal with urgent matters that may fall outside the regularly scheduled Board meetings. This option will be avoided as much as possible and quorum as defined in this bylaw will still be necessary to proceed in this manner. All decisions will be ratified at the next scheduled Board meeting.

#### **8.11 Participation in Board Meetings by Teleconference**

If all the Board members consent, a Board member may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communication medium that ensures confidentiality and permits all persons participating in the meeting to hear each other. A Board member participating in a meeting by such means is deemed to be present at the meeting.

#### **8.12 Quorum at Board Meetings**

A majority of Board members present at any Board meeting is quorum.

#### **8.13 Voting at Board Meetings**

Each member of the Board, including the President, has one vote. In the case of an equal vote the motion is lost

There shall be no provision for proxy voting.

Decisions of the Board shall be made by a show of hands unless a secret ballot is requested by any Board member.

#### **8.14 Remuneration of Board Members**

No Board member shall receive remuneration from the Corporation other than for out of pocket expenses.

#### **8.15 Conflict of Interest Guidelines for Board Members**

The following principles and guidelines apply to conflicts of interest:

a) **Disclosure of Conflicts of Interest:** A Board member having a real, potential or perceived Conflict of Interest shall disclose all facts material to the Conflict of Interest as soon as the matter arises and prior to the board taking any action on the matter. Such disclosure shall be reflected in the minutes of the meeting. If a Board member is unable to attend the next board meeting they shall disclose to the President of the meeting all facts material to the Conflict of Interest. The President shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

b) **Advice on Conflict of Interest:** If the Board member is not certain he/she is in a conflict, the matter may be brought to the Board for advice and direction. Any disclosure to the Board shall be reflected in the minutes of the meeting.

c) **Disclosure by Other Board Members:** It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved with the President.

d) **Outside Disclosure:** Any other person or party may, in writing, notify the Board of an actual or potential Conflict of Interest of any Board member or Officer or employee.

e) **Non Participation:** A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's discussion of the matter except to disclose material facts and to respond to questions. That person must leave the meeting room until the matter is concluded and their exit and re-entry shall be reflected in the minutes of the meeting.

f) **Abstention:** A person who is in Conflict of Interest shall not vote on that matter and shall be reflected in the minutes as an abstention.

g) **Quorum:** The declaration of a Conflict of interest shall not affect board quorum for the purposes of voting on a matter.

h) **Non-Influence:** A person who has a Conflict of Interest shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

l) **Disclosure Statements:** Each year, every Board member shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another organization, or ownership of a business that might provide goods or service to the Corporation or use of the service of the Corporation. Any such information regarding the business or personal interests of a Board member or a Family Member thereof, shall be treated as confidential except to the extent disclosure is necessary in connection with the implementation of this Policy.

l) **Employees:** Persons employed by the Corporation shall not be eligible to sit on the Board.

ii) **Disclosure:** All Board members, Officers and Employees shall disclose in writing to the Board all direct or indirect, actual or potential interests, obligations, assets or businesses, either directly on their own behalf or indirectly through a spouse, business associate or relative by blood or marriage such as a parent, step-parent, sibling, step-sibling, uncle, aunt, or children of siblings, step-siblings or aunts or uncles, which may conflict with the Board member's or Officer's obligations and duties to the Corporation, (hereinafter known as an actual or potential "Conflict of Interest"), at the time of their becoming aware of it.

iii) **Failure to Disclose:** A Board member, Officer or Employee who knowingly fails to disclose such a Conflict of Interest in writing at the time they become aware of such Conflict of Interest may be subject to such penalties as the Board may find to be appropriate, which penalties as the Board may find to be appropriate, which penalties may include the removal of the Board member from the Board, or termination of the Officer or Employee.

#### **8.12 Duties of Board Members**

Every Board member of the Corporation shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of the Corporation, and exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

The Board and individual Board members represent the membership of the Corporation and are directly accountable to this membership. They also have a fiduciary duty to those who provide funds to the Corporation and to its staff for the sound administration of the Corporation. In addition, the Board members have a general duty of trust to those served by the Corporation and to the general public

#### **8.13 Limitations on Powers of Individual Board Members**

No individual Board members shall have any authority to act on behalf of the Board with

respect to agents or employees of the Corporation except as provided in this bylaw or by resolution of the Board. No individual Board members shall have any authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation except as provided in this bylaw or by resolution of the Board.

## **9. Officers**

The Officers of the Corporation are the President, the Past-President, and the Secretary-Treasurer.

### **9.1 Selection**

The Board shall at the first meeting after the annual general meeting select a President, Past-President and Secretary -Treasurer from among its members.

### **9.2 Term of Office**

All Officers shall be elected for a one year term and may be re-elected from the Board without limitation on their term of service.

## **10. Standing Committees**

The Board may establish standing committees as it sees fit. Each committee shall be chaired by a Board member who shall report regularly to the Board.

## **11. Special Committees**

The Board may establish special committees as it sees fit. Each committee shall be chaired by a Board member who shall report regularly to the Board.

## **12. Appointment of Executive Director**

The Executive Director shall ensure overall delivery of the programs and service offered by the Corporation, adhering to its philosophical guidelines, goals and objectives, and operating policies. The Executive Director shall be accountable to the Board for the proper and legal conduct of the business of the Corporation. The Executive Director shall be responsible for the organization of the work of the Corporation and for the engagement, supervision, direction and discharge of all employed personnel.

## **13. Indemnification**

Every Board member or Officer of the Corporation or other person who has undertaken any liability on behalf of the organization and their heirs, executors, administrators and estate,



respectively, shall at all times, be indemnified and saved harmless out of the funds of the organization from and against. All costs, charges and expenses whatsoever which such Board member or Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought or prosecuted against him for, or in respect of any act, deed matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office except such costs, charges or expenses as are occasioned by his own willful neglect.

#### **14. Finances and Administration**

##### **14.1 Fiscal Year**

Unless otherwise determined by resolution of the Board, the financial year shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December in each year.

##### **14.2 Execution of Documents**

Contracts, documents or any other agreements requiring the signature of the Corporation shall be signed by any two Officers.

##### **14.3 Signing Authority**

All cheques of the Corporation shall be signed by any two of the following: President, Past-President, Secretary –Treasurer, Executive Director.

##### **14.4 Borrowing Powers**

The Board may authorize the borrowing of funds to meet the objectives and operations of the Corporation.

##### **14.5 Investment Authority**

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested in such property, stock, bonds or other securities as the Board may deem desirable.

##### **14.6 Records and Books**

The Board shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept. Correct books of account of the activities and transactions of the Corporation shall be kept in the office of the Corporation. The books and records shall be open to inspection by members at reasonable times and upon reasonable notice to the office.

