

**JUNE 30, 2008
AMENDED JUNE 24, 2011**

CONSTITUTIONAL BY-LAWS

**BY-LAWS RELATING GENERALLY TO THE
TRANSACTION OF THE AFFAIRS OF:**

Portage la Prairie Community Revitalization Corporation

BE IT ENACTED as By-laws of the Portage la Prairie Community Revitalization Corporation as follows:

Article 1 Preamble

1.1 The name of the corporation is

Portage la Prairie Community Revitalization Corporation.

1.2 The Bylaws

The following articles set forth the Bylaws of the Portage la Prairie Community Revitalization Corporation hereafter referred to as PCRC.

1.3 Mandate

The PCRC operates as a not-for-profit entity in the geographical area defined by the City of Portage la Prairie boundaries.

The mandate of the Portage la Prairie Community Revitalization Corporation is to strengthen the well-being of Portage la Prairie by empowering citizens, enhancing neighbourhoods, fostering community spirit and building the capacity of community organizations.

Article 2 Membership

2.1 Membership Criteria

People are eligible to become voting members if they:

- (i) reside, work or volunteer within the City of Portage la Prairie
- (ii) are at least 15 years of age
- (iii) support the mandate of the PCRC

Organizations may become Organizational voting Members if:

- (i.) the organization provides service within the City of Portage la Prairie
- (ii.) the organization supports the mandate of the PCRC

2.1.1 Member in Good Standing

A Member or Organizational Member is in good standing when the member:

- i) meets the criteria of membership
- ii) has applied and been accepted for membership
- iii) has informed the PCRC of any changes in contact information
- iv) has not submitted a written resignation
- v) has not been required to resign by a vote of three quarters of members at an Annual or Special General Meeting.

2.1.2 Membership Fees

There are no membership fees.

2.2 Rights and Privileges of Members

2.2.1 Membership

Each Member and Organizational Member in good standing is entitled to:

- i) receive notice of all general meetings
- ii) attend the Annual General Meetings and special general meetings
- iii) vote at the Annual General Meetings and special general meetings, provided that the member has resided, worked or volunteered in the community for at least one month prior to the meeting in which they intend to vote.
- iv) speak at any Annual General Meetings and special general meetings
- v) receive the annual report;
- vi) sit as a voting member of committees and sub-committees

Members in good standing who are 18 years or older may run and be elected as a member of the Board of Directors.

2.2.2 Number of Votes

A Voting Member is entitled to one (1) vote at an Annual General Meeting or Special General Meeting of the PCRC.

An Organizational Member is entitled to one (1) vote per organization at an Annual General Meeting or Special General Meeting of the PCRC

2.2.3 Proxy Votes

No proxy votes are allowed.

Article 3 Meetings of PCRC

3.1 The Annual General Meeting (AGM)

3.1.1 Scheduling of the AGM

PCRC holds its Annual General Meeting once a year, within ninety (90) days following the end of the fiscal year. The Board sets the location, date and time of the meeting.

3.1.2 Notice

A notice will be mailed or delivered by e-mail to each Member at least thirty (30) days before the Annual General Meeting. This notice states the location, date and time of the Annual General Meeting.

3.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- i) adopting the agenda;
- ii) adopting the minutes of the last Annual General Meeting;
- iii) considering the Chair's report;
- iv) reviewing the financial statements setting out PCRC's income, disbursements, assets and liabilities and the auditor's report;
- v) appointing the auditors;
- vi) electing the Members of the Board;
- vii) considering matters specified in the meeting notice.

3.1.4 Admission of Members

Anyone who meets the requirements in Article 2.1 may become a voting member. Members must sign in at an Annual General Meeting or Special General Meeting if they intend to participate. When Members sign in, residents will be asked to identify their current address and confirm they have lived, worked or volunteered in the City of Portage la Prairie for at least one month prior to the meeting. Organizational Members will be asked to identify themselves as such.

3.1.5 Quorum

Attendance of a minimum number of ten (10) Members in Good Standing present at the Annual General Meeting is a quorum.

3.2 Special Meeting of PCRC

3.2.1 Calling of Special General Meeting

A Special General Meeting may be called at any time:

- i) by a resolution of the Board of Directors; or
- ii) on the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
- iii) on the written request of at least fifty percent (50%) of the registered Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

3.2.2 Notice

A notice will be mailed or delivered by e-mail to each member at least five (5) days before the Special General Meeting. This notice states the location, date, time and purpose of the Special General Meeting.

3.2.3 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

3.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

3.3 Proceedings at the Annual or a Special General Meeting

3.3.1 Attendance by the Public

General Meetings of PCRC are open to the public.

3.3.2 Failure to Reach Quorum

The Chair cancels the General Meeting if a quorum is not present within one hour after the set time. If cancelled, the meeting is rescheduled for the earliest convenient date, but no later than two (2) weeks following the original scheduled meeting date. If a quorum is not present within one hour after the set time of the second meeting, or until such time as the Chair can determine whether a quorum can be met, the meeting will be rescheduled within two (2) weeks of the second meeting date. The same process will apply to future meetings until quorum is met.

3.3.3 Presiding Officer

The appointed Chair of the PCRC chairs the Annual General Meeting and any Special General Meetings of the PCRC. In the absence of the Chair, the Vice-Chair will chair the meeting.

3.3.4 Voting

The following procedures apply to all voting at every Annual General Meeting and any Special Membership Meeting of the PCRC.

- i) Each Voting Member, has one (1) vote, and each Organizational Member has one (1) vote per organization. A show of hands decides every vote at every General Meeting. A ballot is used if at least two (2) voting Members request it.
- ii) The Chair does not have a casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- iii) A Voting Member may not vote by proxy.
- iv) A majority of the votes of the Voting Members present decides each issue and resolution.
- v) The election of Officers of the Board of Directors will be determined by secret ballot.

Article 4 Governance of PCRC

4.1 The Board of Directors

4.1.1 Governance and Management of PCRC

The Board of Directors governs and manages the affairs of PCRC. The Board may hire an Executive Director to carry out the management functions under the direction and supervision of the Board.

4.1.2 Powers and Responsibilities of the Board

The powers and responsibilities of the Board include, but may not be limited to:

- i) Promoting the mandate and membership
- ii) Hiring an Executive Director
- iii) Regulating employees' duties and setting their salary scales
- iv) Maintaining and protecting PCRC's assets and property
- v) Approving an annual budget
- vi) Ensuring fiscal responsibility for all financial activities
- vii) Making operating policies, procedures and practices
- viii) Approving all contracts
- ix) Appointing legal counsel as necessary

- x) Delegating its powers and responsibilities to an Executive Committee made up of the Officers of the Board or the Executive Director

4.1.3 Composition of the Board

The Board consists of a minimum of 7 and a maximum of fifteen (15) Directors-at-large. All board members shall be Voting Members of PCRC of at least 18 years of age.

4.1.4 Election of the Directors-At-Large

At the first Annual General Meeting, the voting members elect the following Directors:

- i) Half of the Directors, each serving a term that ends the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected.
- ii) Half of the Directors, each serving a term that ends at the close of the first Annual General Meeting following the Annual General Meeting at which these Directors were elected.
- iii) At subsequent Annual General Meetings each Director's term will be for two (2) years.
- iv) Each Director may serve a maximum of three (3) two-year consecutive terms.

4.1.5 Resignation, Death or Removal of a Director

- i) A Director may resign from office by giving one (1) month's notice in writing.
- ii) A Director who misses three (3) consecutive regular board meetings, without notice or satisfactory explanation, automatically vacates her/his position as Director.
- iii) Voting Members may remove any Director before the end of her/his term. There must be a majority vote at a Special General Meeting called for this purpose or by motion at the next Annual General Meeting.
- iv) If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.

4.1.6 Meetings of the Board

- i) The Board holds at least six (6) meetings each year.
- ii) Quorum shall be fifty percent (50%) of the sitting members plus one (1).
- iii) Each director, including the Chair has one (1) vote.
- iv) No Director may vote by proxy.

4.2 Officers

4.2.1 Titles

The Officers of PCRC are the Chair, Vice-Chair, Secretary and Treasurer.

4.2.2 Election of Officers

The Board of Directors elects the Officers at the first Board of Directors meeting after the Annual General Meeting.

4.2.3 Terms

Officers will be elected for one-year terms.

4.3 Board Committees

4.3.1 Establishing Committees

The Board may appoint committees to advise the Board as needed.

4.3.2 General Procedures for Committees

A Board Member is represented on each standing committee created by the Board.

4.4 The Executive Director

The Board may hire an Executive Director as required to carry out assigned duties and responsibilities. The Executive Director reports to, and is responsible to the Board of Directors, and acts as an advisor to all Board Meetings and Committee Meetings.

Article 5 Finance And Other Management Matters

5.1 The Registered Office

The Registered Office of the Corporation shall be in the City of Portage la Prairie, in the Province of Manitoba.

5.2 Finance and Auditing

5.2.1 Fiscal Year

The fiscal year of PCRC ends on March 31 of each year.

5.2.2 Auditing

The books, accounts and records of PCRC will be audited at least once each year. A qualified accountant appointed at each Annual General Meeting

will conduct the audit. At each Annual General Meeting of PCRC, the auditor submits an audited report on the financial activities for the previous year.

5.3 Cheques and Contracts of PCRC

Two of three of the following Officers shall sign all cheques drawn on the funds of PCRC: Chair, Treasurer and Executive Director.

All contracts of PCRC must be signed by the Officers or other person authorized to do so by resolution of the Board.

5.4 Borrowing Powers

PCRC may borrow or raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

5.5 Payments

No Director or Officer of PCRC receives payment for her/his services as a Director or Officer of the Board of Directors.

Reasonable expenses incurred while carrying out duties of PCRC may be reimbursed upon Board approval.

5.6 Protection and Indemnity of Directors and Officers

Each Director or Officer holds office with protection from PCRC. PCRC indemnifies each Director or Officer against all costs or charges that result from any act done in her/his role for PCRC. PCRC does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

No Director or Officer is liable for the acts of any other Director, Officer or employee.

No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with PCRC. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in her/his role for PCRC unless the act is an act of fraud, dishonesty or bad faith.

Directors or Officers can rely on the accuracy of any statement or report prepared by PCRC auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

5.7 Conflict of Interest

A Director or Officer who is a party to a material contract or proposed material contract with the PCRC, or is a Director or an Officer of or has material interest in any contract with the PCRC, shall disclose in writing the nature and extent of that interest at the time and in the manner provided by the Corporations Act. Any such contract or proposed contract shall be referred to the Board or members for approval even if the contract is one that in the ordinary course of the PCRC's business would not require approval of the Board or members, and a Director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided by the Corporations Act.

The Board of Directors will abide by the Conflict of Interest policy set out by the Province of Manitoba and will maintain a supplemental policy, reviewed on an annual basis.

5.8 Books and Records

The Directors shall see that all necessary books and records of the PCRC required by bylaws of the PCRC or by any applicable statute or law are regularly and properly kept.

Article 6 Amending The Bylaws

6.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of PCRC

6.2 The required days' notice of the Annual General Meeting or Special General Meeting of PCRC must include details of the proposed resolution to change the Bylaws.

6.3 The amended bylaws take effect after approval of the Special Resolution of the Annual General Meeting or Special General Meeting.

PASSED by the Board of Directors this day of June 24, ,A.D., 2011.

Chair

Vice-Chair

Secretary