



## CORPORATE SEAL

- 1.1 The seal of the Association shall be in the form prescribed by the First Directors, with the words “Local Investment Toward Employment, Inc.” inscribed on it.

## CONDITIONS OF MEMBERSHIP

- 2.1 Membership in the Association shall be:
- individuals or organizations who have donated five or more dollars during and subsequent to the previous fiscal year
  - partner organizations – Membership of partner organizations commences in the first year that the organization receives funding from the Association, and ceases at the end of the second full fiscal year following the last year in which they received funding. Former partner organizations are then eligible to become regular organizational members of the Association.
- 2.2 Organizations are entitled to name one individual to represent that organization to the Association

## HEAD OFFICE

- 3.1 The head office of the Association shall be located at 571 Selkirk Avenue in the City of Winnipeg, in Manitoba.
- 3.2 The Association may establish other offices and agencies in Manitoba, which the Directors decide are needed.

## BOARD OF DIRECTORS

- 4.1 The business of the Association shall be managed by a board of no fewer than six (6) and no more than fourteen (14) Directors. Each Director has one vote, and the smallest number greater than fifty (50) percent of the sitting Directors, is a quorum.
- 4.2 The terms of office for Directors shall be two (2) years, staggered in a manner so that approximately fifty (50) percent of the Director positions shall be due for election in any given year. All Directors must be elected by the membership according to the procedure in Bylaw #4.4. All Directors of the Association shall be members in good standing of the Association.
- 4.3 Each year the Board of Directors shall strike a Nominating Committee to oversee elections to the Board, and to solicit nominations for vacancies on the Board. A Call for Nominations shall be issued by mail to each member of the Association, no fewer than 30 days prior to the close of nominations. Any member may nominate another member to stand for election to the Board of Directors. After the close of nominations, the Nominating Committee shall verify eligibility, prepare candidate profiles, and create an official ballot. The Board of Directors shall include:
- two (2) representatives from partners
  - up to twelve (12) representatives at large



- 4.4 The Nominating Committee shall issue candidate profiles and official ballots by mail to each member of the Association no fewer than fourteen (14) days prior to the closing date for voting. The Association shall accept mail-in ballots postmarked up until midnight of the closing date, and then shall accept no more ballots. The closing date for voting shall be no fewer than seven (7) days prior to the Annual General Meeting of the Association, and the results of the election shall be announced at the Annual General Meeting.
- 4.5 Contractees of the Association, including the Executive Director, may not be appointed as Director.
- 4.6 If the position of an elected director becomes vacant, the Board of Directors may appoint a replacement to serve until the time of the next election.
- 4.7 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.

#### DIRECTORS MEETINGS AND DUTIES

- 5.1 The directors must meet at least twice each year. Other meetings may be held at any time and place the directors choose.
- 5.2 At the first meeting of directors following an annual meeting, the directors shall elect officers of the association, and make appointments to the standing committees.
- 5.3 The Board of Directors may appoint an Executive Director of the Association, and delegate to the Executive Director full authority to manage the affairs of the Association and to employ and discharge agents and employees of the Association in accordance with the personnel policies adopted from time to time by the Board. The Executive Director does not have authority over anything which these bylaws or any law requires the members or the Directors to perform. The Executive Director will always be an unelected, ex-officio, non-voting member of the Board.
- 5.4 The Directors are responsible for coordinating the work of the Association, and for carrying out the policies and directives of the Association made at its annual meeting.
- 5.5 The Directors are responsible for ensuring that funds of the Association are accounted for, and for ensuring that minutes of the meetings are properly maintained.
- 5.6 The Directors may exercise all the powers of the Association except those which the Articles of Incorporation or a bylaw requires to be exercised by the members. Specifically the directors may do any of the following things:
  - a. Authorize expenditures, including payment for expenses incurred prior to this bylaw being enacted.
  - b. Delegate to an officer power to employ and pay salaries.
  - c. Make appropriate rules for the operation of the Association.
  - d. Appoint any employee to sit as an ex-officio, non-voting member of the Board.
- 5.7 Directors' positions will be terminated if they miss three meetings without sending their regrets. The



termination will be noted at a Board of Directors meeting and the former Director will be notified.

5.8 The Board of Directors may remove an officer by following this procedure:

- A motion to remove must be presented at the meeting of the Board before the meeting which will consider the motion.

- The meeting considering the motion to remove must have a quorum without counting the director who brought the motion, or the director who is the subject of the motion, neither of whom may vote on the motion.

- 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.

#### OFFICERS

6.1 The officers shall be: Chair or Co-Chairs, Treasurer, and Secretary. The offices of Secretary and Treasurer may be held by the same individual.

6.2 Officers shall hold office for a term of two years. An officer may resign office by giving written notice to the Secretary, or in the case of the Secretary to the Chair or Co-Chairs.

6.3 If a vacancy occurs in any office, the Board will fill it from among its members.

6.4 If an officer dies, resigns, retires, or is removed, any property of the Association in their possession is to be returned to the Board. It is the Board's responsibility to make sure this is done.

6.5 The Chair or Co-Chairs will preside at all meetings of the Association and the Board. The Board is responsible for preparing and submitting a report to the annual meeting.

6.6 The Secretary is to attend all meetings of the Board, and of the members, and act as clerk of those meetings, recording all votes and minutes of the proceedings. The Secretary is responsible to give notice of meetings of the members and of the Board, and do whatever other duties the director's request. The Secretary is responsible for the Corporate Seal.

6.7 The Treasurer has responsibility for the oversight of the Association's money, and of the accounts which are kept of the Association's assets, liabilities, receipts, and disbursements. The Treasurer is responsible for providing an accounting to the chairs and directors whenever they require, and do whatever other duties the director's request.

6.8 The duties of any other officers will be assigned by the Board after the office is created.

#### SIGNING DOCUMENTS

7.1 Any documents requiring the signature of the Association are to be signed by any two of three directors designated as signing officers by the Board. Any properly signed document is binding on the Association without further authorization or formality. The Board may appoint any director to sign any specific document for the Association.



- 7.2 The Association's seal may be put on any document requiring it by the signing officer signing the document.

#### MEETINGS OF MEMBERS

- 8.1 The annual meeting of the Association shall be held within six months of the financial year end on a day and at a place which the Board decides is convenient.
- 8.2 The annual meeting shall always:
- a. Receive the financial statement and the auditor's report.
  - b. Receive any other reports such as that of the Executive Director.
  - c. Announce the elected Directors for the following year.
  - d. Appoint an auditor for the following year.
  - e. Deal with any other business brought before it.
- 8.3 A general meeting of the Association may be called at any time by the Board of Directors, or the Chair or Co-Chair, or by 11 members. Every member is to be given at least 21 days notice of an Annual General Meeting or general meeting. The notice is to state the business of the meeting, and is to be sent to the last address the member has given to the Secretary.
- 8.4 The lesser of 5 percent of the membership or 11 members constitutes a quorum. Each member present will have one vote.
- 8.5 Any error or omission in giving notice of a meeting will not invalidate the meeting, or anything done at the meeting. Members may waive the notice requirements, and may approve and confirm anything done at a meeting held without notice.
- 8.6 Every question at any meeting will be decided by a majority of votes, unless the Act or any Bylaw requires otherwise. If the vote is tied, a second vote shall be called. If the vote remains tied, the question will be defeated.
- 8.7 The rules of procedure at meetings are to be determined at the first annual meeting and may be amended at any time by ordinary motion.

#### RESOLUTIONS AND AMENDMENTS OF MEMBERS

- 9.1 Resolutions are either ordinary or special. An ordinary resolution may pass on a simple majority of votes. A special resolution must be identified as such in the notice of the meeting at which it will be considered, and requires a 2/3 majority of the votes cast to pass.
- 9.2 Bylaws may be enacted or amended by ordinary resolution at any general meeting. The Board shall convene an ad hoc committee for the purpose of reviewing the bylaws and policies of the Association when deemed necessary.
- 9.3 Notice to introduce or amend a bylaw, including a draft of the proposed or amended bylaw, is to be given in writing to all members at least 7 days prior to the meeting at which it will be considered.



## FINANCIAL YEAR AND AUDITORS

- 10.1 The Association's financial year shall be from 1 April to the following 31 March.
- 10.2 At each annual meeting the members are to appoint an auditor to review the accounts. The auditor will hold office until the following annual meeting. If a vacancy occurs between the annual meetings, the Board will appoint a replacement. The auditor is to be paid an amount decided by the Board.
- 10.3 The directors are responsible to ensure that the Association keeps whatever books or records the bylaws and law require.

## INTERPRETATION

- 11.1 In this and any other bylaw, the following rules apply unless the context indicates otherwise:
  - a. Singular words include the plural.
  - b. Gender specific words include the opposite gender.
  - c. Reference to persons includes corporate entities.
  - d. Reference to any bylaw, statute or law includes any later amendment or re-enactment of the bylaw, statute, or law.

## WINDING UP

- 12.1 Members of the Association do not have and cannot have any personal interest in the Association's property. If the Association is dissolved or disbanded, any assets left after all liabilities have been satisfied will be distributed to one or more registered Canadian charitable organizations whose purposes are most similar to those of the association at the time. The substance of this rule may not be changed by any later amendment, nor may this rule be appealed.

## SELECTION OF PARTNERS AND BENEFICIARIES

- 13.1 Being a By-law relating to primary selection criteria in determining the objects of the benefits to be bestowed by the corporation,

In pursuance of its objectives: being the relief of poverty: L.I.T.E. Inc. in advancing funds shall consider inter alia the following primary criteria:

- (1) The likelihood of the individual or group becoming a self sufficient or self supporting economic unit through pursuance of their project or endeavour;
- (2) The tendency of the project or endeavour to advance the interests of the community at large;
- (3) The tendency of the project or endeavour to promote the interests of a segment of society or geographical area which is perceived to be impoverished or disadvantaged;
- (4) Whether there is any alternate source of financing available to the applicant
- (5) Whether the project or endeavour tends to establish a co-operative enterprise.