



M A S R C



MANITOBA ABORIGINAL SPORTS & RECREATION COUNCIL INC.

BYLAWS

**Adopted by the Board of Directors September 10, 2019
Ratified at the November 16, 2019 AGM**

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BYLAWS of the Manitoba Aboriginal Sports & Recreation Council Inc.

ARTICLE 1 PREAMBLE

1.1 The Organization

The name of this organization is the "Manitoba Aboriginal Sports & Recreation Council Inc.", which may also be known or referred to as the MASRC or the Organization.

1.2 The Bylaws

This document is the general Bylaws of the MASRC.

ARTICLE 2 DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings.

- 2.1.1 **Aboriginal:** a person who is First Nation, Inuit or Métis.
- 2.1.2 **Act:** *The Corporations Act* of Manitoba.
- 2.1.3 **Annual General Meeting:** Also referred to as the AGM, is the organization's annual meeting which all members may attend. This is the meeting at which resolutions (written motions) are approved and the election of the Board of Directors occurs.
- 2.1.4 **Auditor:** The Individual appointed by the membership at the AGM to audit the financial books, accounts and records of the Council.
- 2.1.5 **Board:** The Board of Directors of the MASRC.
- 2.1.6 **Bylaws:** Bylaws of the MASRC.
- 2.1.7 **Council:** The Manitoba Aboriginal Sports & Recreation Council.
- 2.1.8 **Director:** Any person elected or appointed to the Board.
- 2.1.9 **Executive Director:** is the employee who presides over the day-to-day operations of the Organization. This person is the only employee of the Board of Directors and is a non-voting member of the Board.
- 2.1.10 **Member:** An individual who applies for membership, is accepted for membership, and has paid the required dues to the Organization.
- 2.1.11 **Member in Good Standing:** A member whose dues are paid up and whose membership has not been suspended.
- 2.1.12 **Metis Local:** Groups established within Manitoba Metis Federation Regions who manage and represent all activities of their Local membership.
- 2.1.13 **Motion:** A formal step to introduce a matter for consideration by the Council. Motions should be in writing and are also called resolutions.

- 2.1.14 **Officer:** A Co-chair of the MASRC.
- 2.1.15 **Organization:** The Manitoba Aboriginal Sports & Recreation Council.
- 2.1.16 **Policy:** A policy is a deliberate decision made by the Board that provides guidance for addressing identified objectives and concerns.
- 2.1.17 **Proxy:** The authority or power given by one voting member to another voting member.
- 2.1.18 **Quorum:** The minimum number of people, as specified by the Bylaws required at each Board, Annual General or Special Meeting for business to be legally carried out. In the absence of a quorum, debate can continue but no votes can be taken, except the vote to adjourn.
- 2.1.19 **Region:** The established groupings of communities defined by Tribal Council boundaries within Manitoba.
- 2.1.20 **Registered Office:** The registered office for the organization.
- 2.1.21 **Resolution:** a written motion.
- 2.1.22 **Register of Members:** The list maintained by the MASRC containing the names of the Members of the Organization.
- 2.1.23 **Special Resolution:** when an item of business requires a Special Resolution there must be a majority of seventy-five percent (75%) of the votes cast at the meeting. Required by Societies Act for certain matters.
- 2.1.24 **Voting Member:** A Member entitled to vote at the meetings of the MASRC

ARTICLE 3 OBJECTS OF THE ORGANIZATION

- 3.1 The Objects of the organization are detailed in the Articles of Incorporation.

ARTICLE 4 MEMBERSHIP

4.1 Classification of Members

There are two categories of Member:

- a. General Members
- b. Associate Members

4.1.1 General Members

To become a General Member, an Individual must:

- a. be of Aboriginal ancestry;
- b. be a Canadian citizen;
- c. support the vision, mission and objectives of the MASRC;
- d. make application to the MASRC;
- e. pay the annual Membership fee for General Members.

4.1.2 Associate Members

Associate Membership is:

- a. for Aboriginal organizations;
- b. for non-Aboriginal individuals that support the mission, goals and ideas of the MASRC;
- c. for non-Aboriginal organizations that support the mission, goals and ideas of the MASRC;
- d. made by application to the MASRC;
- e. subject to the annual Membership fee.

4.2 Admission of Members

Individuals or organizations may become Members in the appropriate category by meeting the requirements in Article 4.1. The individual or organization will be entered as a Member under the appropriate category in the Register of Members.

4.3 Membership Fees

4.3.1 Membership year

The membership year is the calendar year.

4.3.2 Setting Membership Fees

The Board decides the annual membership fees for each category of Members. This is done for the following year at each Annual General Meeting.

4.3.3 Payment Date for Fees

Annual membership fees must be received by the MASRC no later than ninety (90) days prior to Annual General Meeting.

4.4 Rights and Privileges of Members

4.4.1 Any Member in good standing is entitled to:

- a. receive notice of meetings of the organization;
- b. Attend meetings of the organization;
- c. Receive information about upcoming events and activities of the MASRC.

4.4.2 Voting Members

The only Members who can vote at the AGM of the MASRC are:

- a. General Members in good standing who are at least eighteen (18) years of age.

4.4.3 Number of Votes

A voting Member is entitled to one (1) vote at the MASRC AGM.

4.4.4 Member in Good Standing

A Member is in good standing when:

- a. the member has paid membership fees;

- b. the member has paid other fees owed to the Organization; and
- c. the Member is not suspended as a Member as provided for under Article 4.5.

4.5 Suspension of Membership

4.5.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for one or more of the following reasons:

- a. if the Member has failed to abide by the Bylaws;
- b. if the Member has been disloyal to the Organization;
- c. if the Member has disrupted meetings or functions of the Organization; or
- d. if the Member has done or failed to do anything judged to be harmful to the Organization.

4.5.2 Notice to the Member

4.5.2.1 The affected member will receive written notice of the Board's intention to deal with whether or not that Member should be suspended or not. The Member will receive at least two (2) weeks' notice before the Special Meeting.

4.5.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the organization. The notice may also be hand delivered by a Co-Chair of the MASRC Board.

4.5.2.3 The notice will state reasons why suspension is being considered.

4.5.3 Decision of the Board

4.5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

4.5.3.2 The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board.

4.5.3.3 The Board may exclude the Member from its discussion of the matter, including the vote.

4.5.3.4 The length of the suspension will be determined by the MASRC Board. The decision of the Board is final.

4.6 Termination of Membership

4.6.1 Resignation

Any Member may resign from the Organization by sending or delivering a written notice to the Co-chairs of the MASRC. Once the notice is received the member's name will be removed from the Register of Members.

4.6.2 Death

The Membership of a Member is ended upon his death.

4.6.3 Deemed Withdrawal

4.6.3.1 If a member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted his/her resignation.

4.6.3.2 In this case the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his/her name is removed from the Register of Members.

4.7 Expulsion

The Organization may, by Special Resolution at a Special meeting called for such a purpose, expel a Member for a cause that is deemed sufficient in the interests of the organization. This decision is final, and the name of the Member is removed from the register of Members.

4.8 Transfer of Membership

No right or privilege of any Member is transferable to another person.

4.9 Continued Liability for Debts Due

Although a Member ceases to be a Member for any reason, he is liable for any debts owing to the MASRC at the date of ceasing to be a Member.

ARTICLE 5 MEETINGS OF THE ORGANIZATION

5.1 The Annual General Meeting

“The rules contained in the current edition of Robert’s Rules of Order Newly Revised, Eleventh Edition, shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Organization may adopt.”

5.1.1 The MASRC will hold its AGM no later than November 30 of each year, when at all possible.

5.1.2 The meeting shall be held at the MASRC head office, or any Aboriginal Community in Manitoba. The Board of Directors sets the place, day and time of the meeting.

5.1.3 Notice will be mailed, emailed or delivered to each Member at least thirty (30 days) before the AGM. This notice states the place, date and time of the meeting and any business that will require a Special Resolution.

5.1.4 Agenda for the Meeting

The AGM deals with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. considering the co-chairs reports;
- d. considering board committee reports;
- e. reviewing the financial statements setting out the Organizations income, disbursements, assets and liabilities and the auditor’s report;
- f. appointing the auditors;

- g. electing the Members of the Board (when required);
- h. considering matters specified in the meeting notice;
- i. other specific amending motions that General Members have been given notice of before the meeting was called;
- j. Notice in writing of any specific amending motions must be given by the General Member, to the Executive Director at least forty-five (45) days prior to the AGM to ensure that such motions will be delivered to the Members with the notice in Article 5.1.3.

5.1.5 Quorum

Attendance by four (4) Directors at the AGM is a quorum.

5.2 Special Meeting of the Organization

5.2.1 Calling of Special Meeting

A Special Meeting may be called at any time:

- a. by a resolution of the Board of Directors to that effect; or
- b. on the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; or
- c. on the written request of at least one-quarter (1/4) of the Voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

5.2.2 Notice

The Executive Director, on behalf of the Board, mails, e-mails or delivers a notice to each Voting member at least thirty (30) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

5.2.3 Agenda for the Special Meeting

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

5.2.4 Procedure at the Special Meeting

Any Special Meeting has the same method of voting and the same quorum requirements as the AGM. (refer to 5.3.5.1)

5.3 Proceedings at the Annual General Meeting

5.3.1 Attendance by the Public

The AGM and Special Meetings (referred to as General Meetings) of the MASRC are open to the public. A majority of the Members present may ask the co-chairs to ask any persons who are not Members to leave.

5.3.2 Failure to reach Quorum

The co-chair cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting

will proceed with the Members in attendance.

5.3.3 Presiding Officer

5.3.3.1 One of the MASRC co-chairs chair every General Meeting of the Organization.

5.3.3.2 If neither of the co-chairs is able to attend the General Meeting, the Board of Directors shall appoint an individual to chair the meeting.

5.3.4 Adjournment

5.3.4.1 The presiding chair may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial meeting.

5.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.3.4.3 The Organization must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting (refer to 5.1.3)

5.3.5 Voting

5.3.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot vote is used if at least five (5) voting Members present request it.

5.3.5.2 The presiding chair does not have a second or casting vote in the case of a tie vote. If there is a tie, the motion is defeated.

5.3.5.3 A Voting Member may vote by proxy providing:

- a. assigned voting power is to a clearly designated Voting Member from the same region;
- b. such proxy be in writing and clearly signed by the Delegate;
- c. such proxy is registered with the Executive Director (or designate) prior to the specified start time of the meeting. The Executive Director (or designate) shall present such proxy to the co-chair of the General Meeting where the proxy is to be used.

5.3.5.4 A majority fifty (50) percent of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution. Items requiring a Special Resolution, as required by the Societies Act, include changing the objects and amending the bylaws. These two (2) items require a majority of 75% of the votes cast at the meeting.

5.3.5.5 The presiding co-chair declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

5.3.6 Failure to Give Notice of Meeting

No action taken at a General Meeting is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice; or
- c. any error in any notice that does not affect the meeting.

ARTICLE 6 THE GOVERNANCE OF THE ORGANIZATION

6.1 The Board of Directors

6.1.1 Governance and Management of the Organization

6.1.1.1 The MASRC Board is Policy Governing Board.

6.1.1.2 The MASRC Board is responsible to hire an executive director to implement the board's policies and to manage day-to-day business of the organization. The executive director is accountable to the board. Subsequently, staff and volunteers are accountable to the executive director.

6.1.2 Powers and Duties of the Board

The Board has the powers of the Organization, except as stated in the *Societies Act*.

The powers and duties of the Board include:

- a. Promoting the object of the Organization;
- b. Promoting membership in the Organization;
- c. Maintaining and protecting the Organization's assets and property;
- d. Approving the annual budget for the Organization;
- e. Paying all expenses for the operation and management of the Organization;
- f. Investing any extra monies;
- g. Financing the operations of the Organization;
- h. Making policies for managing and operating the Organization;
- i. Approving contracts for the Organization;
- j. Maintaining all accounts and financial records of the Organization;
- k. Appointing legal council as necessary;
- l. Without limiting the general responsibility of the Board, delegating it powers and duties to the co-chairs or the executive director of the Organization.

6.1.3 Composition of the Board

The MASRC Board consists of nine (9) Directors elected at the AGM from among the eligible Voting members. The nine (9) Directors include two (2) Co-Chairs (representing two (2) of the three (3) Nations with no duplication) and seven (7) Directors-at-large.

6.1.3.1 Members elected to the Board of Directors must be at least eighteen (18) years of age.

6.1.3.2 No more than two (2) individuals from any Manitoba Metis Local or Manitoba Tribal Council Region may be represented on the Board at one time.

6.1.4 Election of the Board

6.1.4.1 At each AGM, Voting Members will elect Directors to keep the current number of Directors at nine (9). There may or may not be elections at every AGM.

6.1.4.2 Directors are elected for a term of two (2) years. Efforts should be made to ensure that terms

are alternating years.

6.1.4.3 The Directors will elect the two (2) co-chairs at the first meeting of the Board following the AGM. An individual may not sit on the Board for more than six (6) consecutive years.

6.1.5 Resignation, Death or Removal of a Director

6.1.5.1 A Director, including the co-chairs, may resign from office by giving one (1) months notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

6.1.5.2 A Director will be removed from the Board if they cease to be a Member in good standing.

6.1.5.3 A Director will be removed from the Board if they miss two (2) consecutive meetings in one (1) year.

6.1.5.4 A Director will be removed from the Board if they have declared bankruptcy, have loss of capacity or refuse to cooperate with the rest of the Board.

6.1.5.5 A Director will be asked to resign from the Board if they become employed or participate in the profits of any contract with the MASRC. A Director will not be required to resign if they are a shareholder or member of a corporation which has entered into a contract with or does work for pecuniary gain for the MASRC. But the said Director shall not vote on any matter, in any respect, to the said corporation.

6.1.5.6 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.

6.1.6 Meetings of the Board

"The rules contained in the current edition of Robert's Rules of Order Newly Revised, Eleventh Edition, shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Organization may adopt."

6.1.6.1 The MASRC Board holds at least four (4) meetings each year.

6.1.6.2 The co-chairs will call the meetings. The co-chairs also may call a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

6.1.6.3 Fourteen (14) days notice for Board meetings is communicated to each Board Member.

6.1.6.4 Attendance by four (4) Directors at any Board Meeting is a quorum. Attendance by conference call will be considered in respect to a meeting if attending Directors consent thereto.

6.1.6.5 A meeting of the Board may be held entirely by a conference call. Directors who participate in this call are considered present for the meeting.

6.1.6.6 If there is no quorum, the presiding co-chair adjourns the meeting to the same time, place and day of the following week. At least four (4) Directors at this later meeting is a quorum.

6.1.6.7 Each Director, including the co-chairs has one (1) vote.

6.1.6.8 The presiding co-chair does not have a casting vote in the case of a tie. A tie means the motion is defeated.

6.1.6.9 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the

Board.

- 6.1.6.10 Meetings of the Board are open to Members of the Organization, but only Directors may vote. Members are only permitted to participate in discussion when invited to do so by the presiding co-chair. A majority of the Directors present may ask the co-chair to ask other Members, or other persons present, to leave.

6.2 Officers

- 6.2.1 The Officers of the MASRC are the two (2) elected co-chairs.
- 6.2.2 The Officers hold office until re-elected or until a successor is elected.

6.3 Duties of the Officers (Co-Chairs)

- a. One co-chair, or Board determined designate will represent the MASRC on the North American Indigenous Games (NAIG) Council;
- b. The other co-chair, or Board determined designate will represent the MASRC on the Aboriginal Sport Circle Board;
- c. Supervise the affairs of the Board;
- d. Chair all meetings of the Board;
- e. Act as the spokesperson for the Organization at public events and with media and provide regular updates to the leaders of the Assembly of Manitoba Chiefs (AMC) and the Manitoba Metis Federation (MMF);
- f. The Co-Chairs or their designate will represent the MASRC in all official duties; including lobbying the Provincial, Federal and municipal governments for additional funding, based upon the annual business plan and budget;
- g. Perform yearly performance appraisal for the Executive Director;
- h. In the absence or disability of the Executive Director, perform the duties and exercise the powers of the Executive Director;
- i. The Co-Chairs shall be ex-officio, voting members of all committees of the MASRC, unless expressly otherwise determined by the Board of Directors;
- j. Preside at all AGM's and shall perform such other duties as may be determined by the Board of Directors from time to time.

6.4 Duties of the Directors-at-large (Committees)

- a. Select a Finance Committee. Includes: support for the designated staff finance person, presents revenues and expenditures to the Board as requested, makes sure the audited statement of the financial position of the MASRC is prepared and presented to the AGM, reports on the year's financial activities at the AGM.
- b. Select a Nominating Committee.
- c. Select Ad-hoc committees when required.
- d. Duties as may be determined by the Board of Directors from time to time.

6.5 The Executive Director

6.5.1 The Board will hire an Executive Director to carry out assigned duties.

6.5.2 The Executive Director reports to and is responsible to the Board.

6.5.3 The Executive Director shall have the general and active management of the affairs of the Organization in:

- a. Attending board, and other meetings as required;
- b. Hiring, supervising, evaluating and releasing all other paid staff and volunteers;
- c. Interpreting and applying the Board's policies;
- d. Keeping the Board informed about the affairs of the Organization;
- e. Maintaining the Organizations books;
- f. Preparing budgets for Board approval;
- g. Acting as an advisor to all Board Committees. The Executive Director does not vote at any meeting;
- h. Acting as custodian of the Corporate Seal;
- i. Planning programs and services based on the Board's priorities;
- j. Insuring the preparation of meeting minutes; and
- k. Carrying out other duties as assigned by the Board.

ARTICLE 7 FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

The Registered Head Office of the MASRC is located in Winnipeg, Manitoba, Canada.

7.2 Finance and Auditing

7.2.1 The fiscal year of the MASRC ends on March 31 of each year.

7.2.2 At each AGM, the Members will appoint an auditor to audit the accounts of the MASRC for report to the Members at the next Annual Meeting.

7.3 Seal of the Organization

7.3.1 The Executive Director will be the custodian of the Corporate Seal.

7.4 Cheques and Contracts of the Organization

7.4.1 The Officers or appointed board designate, along with the Executive Director and designated staff Finance person may sign all cheques drawn on monies of the Organization.

7.5 The Keeping and Inspection of the Books and Records of the Organization

7.5.1 The MASRC office keeps a copy of the Minute Books and records meetings of all minutes of the Members and of the Board.

- 7.5.2 The Executive Director keeps a copy of the original Minute Books at the Registered Office of the MASRC. The record contains the minutes from all the meetings of the Organization and the Board.
- 7.5.3 The Board files all necessary records of the Organization as required by the Bylaws, the Societies Act, or any other statute or law.
- 7.5.4 A Member wishing to inspect the books of the Organization must give seven (7) days notice to the Executive Director of the MASRC of his intention to do so. Minutes of all meetings of the MASRC shall be confidential until approved by motion, following which the minutes shall be available, upon request to the Members.
- 7.5.5 Such inspection will take place only at the MASRC office, during normal business hours.
- 7.5.6 All financial records of the Organization are open for such inspection by the Members, during normal business hours and with reasonable notice.

7.6 Payments

- 7.6.1 No Member, Director or Co-chair of the MASRC receives any payment for their services as a Member, Director or Co-chair.
- 7.6.2 Reasonable expenses incurred while carrying out duties of the Organization may be reimbursed upon Board approval.

7.7 Protection and Indemnity of the Directors and Officers

- 7.7.1 Each Director or Officer holds office with protection from the Organization. The Organization indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Organization. The Organization does not protect any Director for acts of fraud, dishonesty, or bad faith.
- 7.7.2 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 the MASRC. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the society, unless the act is fraud, dishonesty or bad faith.
- 7.7.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Organizations designated auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.
- 7.7.4 The MASRC will ensure that Directors and Officers Liability Insurance is current.

ARTICLE 8 AMENDING THE BYLAWS

- 8.1 These general Bylaws may be amended or repealed by the Board of Directors. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution.

- 8.2** By-laws that require special resolutions can be initiated by a member proposal or by the board of directors. These by-law changes take effect, as approved, on the date of the membership approval.
- 8.3** The Thirty (30) days' notice of the AGM or Special Meeting of the Organization must include details of the proposed resolution to change the Bylaws.
- 8.4** Within 12 months of the confirmation of the by-law change by the members, a copy of the amended by-laws must be sent to the Government of Manitoba.

ARTICLE 9 DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

- 9.1** The Organization does not pay any dividends or distribute its property among its Members.
- 9.2** If the Organization is dissolved, any funds or assets remaining after the paying of all the debts are to be paid to a non-profit organization with objects that are similar to those of the MASRC.
- 9.3** Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Organization.

ARTICLE 10 INTERPRETATION

1. Interpretation

In these by-laws and in all other by-laws of the Organization hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number as the case may be, and vice versa, and references to persons shall include firms and Corporations.

2. Non-derogation

Nothing in the foregoing shall be interpreted in any way to abrogate, derogate or negatively impact on any Aboriginal right, Indian Treaty, aboriginal legislation or future Aboriginal agreement with the Crown in the right of Canada or in the right of any province or territory. Should any inconsistencies arise between the Treaties and this by-law, the Treaties shall take precedence over this by-law in all instances in accordance with sections 35 and 52 of the Constitution Act. 1982.