

Constitution of the Beautiful Plains Community Foundation

(Amended: May 11, 2020)

Whereas:

- I) This Corporation is to operate as a public foundation;
- II) The Mission Statement of the Beautiful Plains Community Foundation Inc. is:
To preserve and advance the quality of life in the Community by developing permanent endowment funds, making responsible grants and acting as a catalyst for Community philanthropy and leadership.

Now therefore be it enacted that the Constitution of the Beautiful Plains Community Foundation shall be as follows:

Article One

Head Office

1.01 The **Head Office** of the Beautiful Plains Community Foundation shall be in the Town of Neepawa, Province of Manitoba, and at such place therein as the Board may from time to time determine.

Article Two

Community

2.01 The **Community** served by the Beautiful Plains Community Foundation shall consist of the Town of Neepawa, the Rural Municipalities of Rosedale, Langford, Lansdowne and Glenella, and the Unincorporated Village District of Brookdale or their successors.

Article Three

Interpretation re: Articles of Incorporation

3.01 To whatever extent this Constitution may conflict with the provisions set forth in the Articles of Incorporation of the Foundation, the provisions of the Articles shall prevail.

Article Four

Board of Directors

- 4.01 **Power of Board.** The property and business of the Beautiful Plains Community Foundation Inc. shall be managed by the Board, which shall consist of 11 directors. All officers and committees shall be responsible to, and subject to the direction and control of the Board. The Board may prescribe such rules and regulations not inconsistent with this constitution relating to the management and operation of the Corporation as they deem expedient.
- 4.02 **Terms of office**
- a) A director may serve on the board for a maximum of three two-year terms with terms to commence in September of any given year.
 - b) After a two-year absence, a person will be eligible for re-appointment to the Board.
 - c) Directors must reside within the Community. Once elected to the Board, should a Director move, it is at the discretion of the Board whether the Director can complete his/her term.
 - d) Directors may not hold elected office federally, provincially, or in any municipality.
 - e) The position of any director that becomes vacant during their term may be filled by appointment of the Board of Directors until such time as the term expires or until the position again becomes vacant.
 - f) No honorarium or expenses will be paid to any Directors, except as in those circumstances as are decided from time to time by the Board.
 - g) Officers shall be elected by the Board at the September board meeting each year, or as early as possible thereafter.
 - h) The President may hold that office for a maximum of four consecutive years.
 - i) Any Director may be removed by a vote of not less than 2/3 of the members of the Board.

4.03 **Nominating Committee**

- a) A Nominating Committee shall be established by the Board of Directors in order to identify, solicit and secure potential directors to serve on the Beautiful Plains Community Foundation Board. Directors of the board who have not been appointed to the Nominating Committee can also assist the committee by suggesting potential candidates.
- b) The Nominating Committee shall be comprised of three members of the board and/or past members of the board who have been appointed by the Beautiful Plains Community Foundation Board.
- c) The Nominating Committee shall elect a chair.
- d) The Nominating Committee shall meet to appoint members of the Board of Directors.
- e) The Nominating Committee shall appoint members of the Board of Directors so that the Board shall be:
 - i. Reasonably representative of the Community geographically;
 - ii. Reasonably equal on the basis of gender;
 - iii. An active and pro-active Board.

4.04 **Conflict of Interest**

- a) Any Director who:
 - i) is a party to a material contract or transaction or proposed material contract or transaction with the Beautiful Plains Community Foundation; or
 - ii) is a director or an officer of, has a material interest in, or any person who is a party to a material contract or transaction or proposed material contract or transaction with the Beautiful Plains Community Foundation;

shall disclose in writing to the Beautiful Plains Community Foundation or request to have entered in the Minutes of Meetings of Directors the nature and extent of his or her interest. Such Director who has so disclosed such conflict of interest may be counted in determining the quorum for the meeting but shall not vote on any resolution to approve such contract or transaction.

- b) Notwithstanding that a Director is a member of a firm engaged in any business or profession that firm may be engaged and paid the usual professional costs and charges for any professional business required to be done in connection with the affairs of the Foundation.

Article Five

Officers

5.01 **Officers.** There shall be a President, a Vice President, a Treasurer and other officers as the Board may determine from time to time. One person may hold more than one office except the offices of President and Vice President.

5.02 **President.** The President shall:

- a) when present and able, preside at all meetings of the Board;
- b) subject to the authority of the Board, be charged with the general management and supervision of the affairs and operations of the Foundation;
- c) be an ex-officio member of all Board committees;
- d) report to the Annual Meeting of the Foundation concerning its operations;
- e) serve as President of the Foundation as may be required by any Provincial or Federal statute;
- f) perform such other duties as the Directors may determine from time to time.

- g. evaluate the Executive director in accordance to the employment agreement in place.
- 5.03 **Vice President.** The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.
- 5.04 **Treasurer.** The Treasurer shall:
- a) review monthly finances with the Executive Director and report to the Board.
 - b) work with the Executive Director to prepare the annual budget and other necessary financial statements;
 - c) perform other duties as the Directors may determine from time to time.

Article Six

Executive Director

- 6.01 **Executive Director.** The Executive Director shall be hired by the Board and shall be directly responsible to the President of the Board. The Executive Director shall:
- a) enter into an employee agreement with the Board. Terms of the contract are to be determined by the President and Executive Director.
 - b) attend all meetings of the Board as a non-voting member and cause to be recorded all minutes of all proceedings in the books kept for those purposes;
 - c) give all notices required to be given to Directors;
 - f) be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Foundation, which shall be delivered up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution;
 - e) serve as Secretary of the Foundation as may be required by any Federal or Provincial statute;
 - f) serve as corresponding secretary of the Foundation;
 - g) prepare and submit a written report to each regular Board Meeting and prepare such special reports as may be required by the Board;

- h) serve as liaison officer in respect to any official communications between the Foundation and such district, regional, provincial or national organizations as may be required;
- i) keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Foundation;
- j) deposit or transfer all monies and other valuable effects in the name and to the credit of the Foundation in such chartered bank as may be designated by the Board;
- k) disburse the funds of the Foundation as may be directed by the Board;
- l) subject to 8.02, have signing authority on all contracts, fund agreements, documents, and any instruments in writing requiring the signature of the Corporation.
- m) subject to 8.02, have signing authority to issue: cheques, official tax receipts, non-charitable receipts, deposit or transfer all monies and other valuable effects in the name and to the credit of the Corporation.
- n) render to the Board accounts of all transactions and a statement of the financial position of the Foundation;
- o) prepare documentation to be used by the auditor in preparing the annual financial statements;
- p) perform other duties as the Directors may determine from time to time.

Committees

6.01 Standing Committees

- a) The Grants Committee shall solicit grant applications and ensure effective grant making with the goal of achieving social justice in the Community.
- b) The Communications Committee shall aim to increase awareness of the Foundation in the Community.
- c) The Fundraising Committee shall develop fundraising activities for the Foundation.
- d) The Hiring Committee shall solicit applications for Executive Director, short list and interview candidates, and recommend selection(s) to the Board for approval.

6.02 **Other Committees.** The Board may create any other committees the terms of reference, powers and membership of which shall be determined by the Board.

6.03 **Membership**

- a) The Hiring Committee will be comprised of no less than three Board Members and the President.
 - b) A minimum of one Board Member shall serve on each committee of the Foundation.
 - c) Unless otherwise determined by the Board, the chair of each committee shall be elected by the members of that committee.
 - d) The chair of all committees shall have the power to invite suitable persons to serve on the committee.
 - e) Members of the committees shall serve without remuneration.
 - f) The conflict of interest for committee members shall be the same as for the Board Members (see Article 3.04).
 - g) Any committee member may be removed from a committee by a vote of not less than 2/3 of the members of the Board.
- 6.04 **Quorum.** A quorum for the transaction of business at any meeting of a committee of the board shall consist of a majority of members of the committee
- 6.05 **Terms of Reference.** Each committee shall annually review its terms of reference and recommend to the Board any appropriate changes.

Article Seven

Meetings

7.01 **Board Meetings**

- a) All meetings will be chaired by the President or designate. Robert's Rules of Order will be followed at all meetings. Board meetings will normally be held as face-to-face meetings but special circumstances may dictate the implementation of electronic or teleconference meetings.
- b) **Regular Meetings.** Meetings of the Board may be held at any time and place as determined by the Board, provided that previous notice of such meeting

shall be sent in writing to each director and provided there shall be at least 10 meetings per year.

- c) **Special Meetings.** Board meetings may be formally called by any one of the; President, Vice-President, or the Executive Director acting with written authority granted by the President, Vice-President, or any two Board. Notice of such meetings shall be given in person, delivered or sent by any means of transmitted or recorded communication.
- c) **Annual Meeting.** The annual meeting of the members shall be held at any place and time as the Board may determine, within six months of the fiscal year end. At every annual meeting, in addition to any other business that may be transacted, the Financial Statement and the report of the auditor shall be presented and auditors shall be appointed for the ensuing year. Directors and the public shall be notified of the time and place of the annual meeting.
- d) **Errors In Notice.** No error or omission in giving notice for a meeting of the Board shall invalidate such meeting or invalidate any proceedings at such meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve any of the proceedings.
- e) **Quorum.** A minimum of six Directors shall form a quorum for any meeting of the Board.
- 7.01 f) **Voting**
 - i) Motions arising at any meeting of the Board shall be decided by a majority vote.
 - ii) In the case of an equality of votes the President, in addition to an original vote, shall have a second or casting vote.
 - iii) All votes shall be taken by closed ballot if so demanded by any Director present but, if no demand is made, the vote shall be taken by a show of hands.
- g) **Electronic Voting:** Electronic voting may be used in connection with both meetings of the Board and voting by email as follows:
 - i) Meetings. For purposes of soliciting electronic votes in connection with a meeting of the Board at which a quorum was present, the requisite number of votes that would have been required at such meeting to pass an action shall be required to pass an action via this electronic voting provision.

- ii) **Action Without Meeting.** For purposes of taking action without a meeting, distribution and voting via email to all of the directors shall be permitted. This procedure shall be initiated by email distribution of the required resolution, with a timeline for response and all related materials for consideration by the Board. Directors shall be permitted to cast their votes electronically within the time frame outlined in the email. Quorum response is required to pass the resolution. The decision will be recorded in the next meeting minutes.

Article Eight

Affairs of the Corporation

- 8.01 **Fiscal Year** Unless otherwise notified by the Board the fiscal year end of the Corporation shall be December 31.
- 8.02 **Signing Officers** Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers or any officer and the Executive Director as designated from time to time by the Board. The board may from time to time appoint an individual or individuals on behalf of the Corporation to sign specific contracts, documents and instruments in writing.
- 8.03 **Financial Statements** The Board of Directors shall cause audited financial statements to be prepared for each fiscal year of the Foundation. The Financial Statements shall be made available to the public within six months of the Foundation's fiscal year end.
- 8.04 **Annual Report**. An annual report shall be published in a newspaper having a circulation within the Community, within six months of the Foundation's fiscal year end.
- 8.05 **Canada Customs & Revenue Agency**. The Foundation shall receive and manage funds for the purpose of making grants to qualified donees in accordance with the rules and regulations of Canada Customs & Revenue Agency. The Foundation shall only encroach on its capital according to the rules and regulations of Canada Customs & Revenue Agency.
- 8.06 **Amendment of Constitution** Amendments can be made to the Constitution by a vote of not less than 2/3 of the members of the Board of Directors.

Article Nine

Protection of Directors, Officers and Others

9.01 **Limitation of Liability.** Every director or officer of the Corporation, or other individual who has undertaken or is about to undertake any liability on behalf of the Corporation (hereinafter collectively referred to in Article 9 as “person”), in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances. Subject to the foregoing, no person shall be liable for the acts, receipts, neglects or defaults of any other person or employee, or for any other matter permitted or performed by the person in executing the duties of his or her office. However, nothing in this Constitution shall relieve any person from the duty to act in accordance with the Corporations Act and its regulations, or from any liability arising from a breach of such a duty.

9.02 **Indemnity.** Subject to the Corporations Act, the Corporation shall indemnify a person or a former director or officer; and the person’s heirs and legal representatives, against all expenses reasonably incurred by the person in respect of any action or proceeding to which the person is made a party by reason or being or having been a director or officer of the Corporation, or other person who has undertaken or is about to undertake any liability on behalf of the Foundation, if:

- a) the person acted honestly and in good faith with a view to the best interests of the Corporation; and,
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that his or her conduct was lawful.

Nothing in this Constitution shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Constitution.

9.03 **Validity of Actions** No act of any person shall be deemed invalid by reason of the subsequent ascertainment of any irregularity in regard to the qualification of such person or the appointment of the Board of Directors.

Motion: John Douglas/Lisa Davie. That the Constitution of the Beautiful Plains Community Foundation is amended as proposed. **Carried.**
(January 13, 2014 Board Minutes)

Motion: Mark Morehouse/Shelley Graham. That the Constitution of the Beautiful Plains Community Foundation is amended as proposed. **Carried.**
(June 12, 2017 Board Minutes)

Motion: Brent Sorenson/Ashley McCaughan. That the Constitution of the Beautiful Plains Community Foundation is amended as proposed. **Carried.**
(June 8, 2020 Board Minutes)