

**BYLAWS OF
NIKANIHK OHCI FOUNDATION, INC.**

ARTICLE 1 – NAME AND OBJECTIVE

Section 1 – Name: The name of the organization is the Nikanihk Ohci Foundation. It is a nonprofit organization incorporated under the laws of the Province of Manitoba. The registered office shall be in the City of Winnipeg, in the Province of Manitoba and at such places therein as the directors may determine.

Section 2 – Objective: The objective of the Nikanihk Ohci Foundation will be to provide financial support to students who wish to pursue their post-secondary education; to provide financial support of training programs for individuals; to provide an organizational framework and support service for individuals or groups who wish to promote such particular worthy projects as the directors may approve; to provide a vehicle of enactment for projects as designed by individuals in their wills, bequests to other memorial designations; and in order to further these aims to accept bequests and donations and to raise and solicit funds.

ARTICLE 2 – MEMBERSHIP

Section 1 – Membership: Membership shall consist of the board of directors, together with those residents of Frontier School Division, who are admitted as members from time to time by the directors.

ARTICLE 3 – BOARD OF DIRECTORS

Section 1 – Board role, size and compensation: The board is responsible for overall policy and direction of the organization and delegates operational functions to specific directors. The board shall consist of 10 directors as outlined in Section 2. The board receives no compensation.

Section 2 – Directors: The board shall consist of the following:

- Board of Frontier School Division shall appoint a representative, from amongst its number, a representative from each of the Division's five areas,
- Chief Superintendent of Frontier School Division,
- Secretary-Treasurer of Frontier School Division,
- Two other persons, who may or may not be residents of the Division, appointed by the Board of Frontier School Division,
- In the event the Chief Superintendent or Secretary-Treasurer may be unable or unwilling to serve on the Board of Directors, The Board of Frontier School Division may appoint replacements.

Section 3 – Meetings and Notice: Directors meetings may be convened by the Chairperson, or in the absence of the Chairperson, the Vice-Chairperson. Directors meetings may be held at the Frontier School Division Board Office or elsewhere within Manitoba as the directors may determine. Notice of such meetings shall be delivered to each director not less than fourteen (14) days prior to meeting. Where all directors have consented, any director may participate in a meeting by means of telecommunication and shall be deemed to be present at the meeting.

Section 4 – Roberts Rule of Order: Roberts Rule of Order shall govern the deliberations of the Corporation at all meetings and shall be conducted with a quorum.

Section 5 – Quorum: A quorum for the transaction of business at any meetings of members shall be a number of members equal to fifty percent plus one of the number of members entitled to vote. 5 of the 9 directors shall form a quorum for the purpose of business transactions.

Section 6 – Voting: Each member present at a meeting shall have the right to exercise one vote, a member may appoint as his proxy to any other member at any meeting. Questions arising at any meeting of directors shall be decided by a majority of votes. In the event of a tie vote, the Chairperson, in addition to his/her original vote shall have a second vote.

Section 7 – Officers: The Board of Directors shall annually or as often as required, elect a Chairperson, Vice-Chairperson and a Secretary-Treasurer. The Board of Directors may elect or appoint other persons as deemed necessary who shall have authority and shall perform such duties as prescribed by the Board. In the case of absence or the inability to act of any officer of the Corporation, the Board may delegate all or any of the powers of the officer to any director for a period of time.

Officer's duties are as follows:

The *Chairperson* shall be the chief executive officer of the Corporation and shall exercise general supervision over the business affairs of the Corporation. The Chairperson shall preside over meetings of the Board of Directors or arrange for other members to preside at each meeting, sign such documents, contracts or instruments as required. The Chair shall have other such powers and shall perform such other duties as may be assigned by resolution of the Board of Directors or are incident to the position.

The *Vice-Chairperson* shall be vested with all powers and perform all duties of the Chairperson in their absence. The Vice-Chairperson shall sign contracts documents and instruments as required and shall have such powers and shall perform such other duties as may be assigned by resolution of the Board of Directors as well as duties which may be assigned by the chairperson.

The *Secretary-Treasurer* shall have the care and custody of all funds and securities of the Corporation in bank or banks or with securities as directed by the Board of Directors. The Secretary-Treasurer shall keep or cause to be kept and at all reasonable times make available the books and accounts as directed by the Corporation, sign or countersign documents as required and perform all duties required by his office or as directed by the Board of Directors.

The Secretary-Treasurer shall issue or cause issuance of notices for all meetings of the Board of Directors. The Secretary-Treasurer or their appointed representative shall be charged with the duty of keeping the minutes and documents of the Corporation. The Secretary-Treasurer shall be the custodian of the documents belonging to the Corporation which shall only be shared when authorized by resolution of the Board of Directors.

Section 8 – Vacancies: The office of a director shall be automatically vacated:

- If the director shall cease to hold office pursuant to the terms of Article 3 Section,
- If the director's appointment is rescinded by the Board of Frontier School Division,
- If the director has resigned his position by delivering a written resignation to the Secretary-Treasurer of the Corporation,
- Upon death.

Should a vacancy occur for any reason in this paragraph, the vacancy may be filled on a temporary basis by resolutions of the Directors pending appointment of a new director pursuant to the term of Article 3 Section 2.

Section 9 – Resignation, termination and absences: Any member may withdraw his membership by written resignation to the Secretary-Treasurer of the Corporation. Any member may be required to resign by a vote of three quarters of the members. A director shall be deemed to have resigned or vacated his office as director and a member of the Board of Directors if he is absent from two consecutive meetings of the Board of Directors unless his absences is due to illness or another emergency which prevented his attendance or unless such absence is excused or consented to by the Board of Directors.

Section 10 – Removal of Director: If a director is guilty of conduct or behavior which in the opinion of two thirds majority of the entire Board of Directors at a meeting called to consider the removal of such director, is or may be detrimental to the Corporation or to the operation of any project or activity undertaken by or participated in by the Corporation, the Board of Directors may by resolution passed by a two thirds majority of entire Board of Directors remove any director provided in the case of any meeting called to consider the removal of any director, notice in writing of the question to be considered is provided to each director not less than five days before the meeting and provided further notice of such meeting be given in writing to the director named in the removal resolution at least 15 days before the meeting.

Section 11 – Indemnities: Each director shall act without remuneration, but notwithstanding that fact, every director of the Corporation and his heirs, executors, administrators and other legal representatives shall be indemnified and saved harmless by the Corporation from and against:

- Any liability and all costs , charges and expenses he sustains or incurs in respect of any actions, suit or proceeding which is proposed or commenced against him for or in respect of anything done or permitted with respect to the execution of the duties of his office;
- All other costs, charges and expenses which he sustains or incurs in respect of the affairs of the Corporation in accordance with provincial government employee rates.

ARTICLE 4 – DIRECTORS

Section 1 – Powers: The directors shall have the following powers which shall be in addition to any powers necessarily or reasonably implied from the undertaking of the Corporation and any powers conferred on the Corporation and/or the directors under *The Corporation Act* of the Province of Manitoba.

- To hold all or any stocks, bonds, notes, mortgages and any other property which may from time to time belong to the Corporation in the name of the Corporation;
- To carry such insurance against such hazards including public liability, and in such amounts in any type of insurance company satisfactory to the directors, as directors deem advisable;
- To compromise, adjust, arbitrate, sue on or defend, abandon or otherwise deal with and settle claim in favour or against the Corporation as directors shall deem best and their decision shall be final and binding;
- From time to time, in their absolute and sole discretion, to sell, exchange, mortgage, call in, convert, invest or reinvest any or all of the property belonging to the Corporation, provided the property so dealt with is used in conformity with the undertaking of the Corporation or other provisions as set out in the Articles of Incorporation;
- To employ and compensate, out of the principal or income of the Corporation, as the directors shall deem proper, agents, accountants, brokers, attorneys and other assistants and advisors deemed to be helpful for the administration the property of the Corporation, and to do so without any neglect, omission, misconduct or default of any such agent or retained with reasonable care; and to seek the opinion of counsel upon any question touching the Corporation and no director shall be liable for loss or damage or neglect, omission, misconduct or default arising out of any matter or thing done pursuant to the opinion of counsel;
- To open and operate a bank account or bank accounts as may be required in the opinion of the directors and to deposit any cash balances in the hands of the directors at any time in any chartered bank or trust company that is a member of *The Canada Deposit Insurance Corporation Act (Canada)*, and to draw, make, endorse, deposit or deal in, cheques, bills of exchange, promissory notes, drafts or any other mercantile, commercial or security documents of any nature or kind, and may enter into contracts or agreements of any kind or nature with bank or trust company and for this purpose the signatures of any two officers shall be valid and binding upon the Corporation (excepting that the signatures of three officers shall be required where one person holds the position of both Secretary and Treasurer and that person signs in both capacities), and all such forms which may be required to open bank accounts, operate same and related matters shall be completed in the required manner and on the forms required by bank or trust company, and to designate the signing authorities for such accounts opened by the Corporation.

ARTICLE 5 – EXECUTION OF DOCUMENTS

Section 1 – Cheques: All payments required by the Corporation shall be made by cheque and all cheques issued shall be signed by person or persons authorized by resolution of the Board of Directors.

Section 2 – Expenditure of Monies: Except for the purposes of investment, all monies received by the Corporation shall be expended only for the purpose set out in the Articles of Incorporation.

Section 3 – Documents: Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by shall be signed by the Secretary-Treasurer and a person authorized by resolution of the Board of Directors.

ARTICLE 6 – COMMITTEES

Section 1 – Formation: The Directors may delegate any of their powers to committees consisting of such person or persons as they feel fit and committees so formed shall in the exercise of the powers so delegated conform to any regulations which may be imposed upon them by the directors. The Chairperson of these committees shall not become members of the Board of Directors, except as may be provided for by Article 3 Section 2. Members of the School Board of Frontier School Division shall not serve as Chairpersons of committees.

ARTICLE 7 – RESIDENTS OF FRONTIER SCHOOL DIVISION

Section 1 – Rights: The rights of the residents of Frontier School Division:

- Any resident upon request to any Director of the Corporation, may obtain a copy of, or copies of the minutes of the meetings of the Board of Directors, and the Secretary of the Corporation, upon such request being communicated to shall cause a copy or copies of such minutes of meetings to be delivered or mailed;
- Any resident of Frontier School Division may attend meetings of the Board of Directors of the Corporation and during the course of the meeting when determined by the Chairperson may address and speak or make a presentation on any topic or subject relevant to the object or purposes of the Corporation provided such person confines his address, speech or other presentation to a period not exceeding five minutes unless time is extended by a majority vote of the directors and then such person shall be limited to such extended period of time;
Notwithstanding the above, the Board of Directors by a majority vote of those directors present shall have the right to declare any portion of a directors meeting to be for directors only;
- The Board of Directors shall cause a copy of the audited financial statements of the Corporation or a reasonably detailed financial report based upon the audited financial statement of the Corporation to be distributed annually to all school committees of Frontier School Division.

ARTICLE 8 – AMENDMENTS

Section 1 - Amendments: By-Laws of the Corporation may be enacted, and the by-laws repealed or amended by-law enacted, by a two-thirds majority consisting of seven or more directors at a properly constituted meeting of the Board of Directors.

ARTICLE 9 – FISCAL YEAR & AUDITORS

Section 1 – Fiscal Year: The fiscal year shall be December 31st of each year.

Section 2 – Auditors: The Corporation shall appoint auditors each year for the ensuing fiscal year, and said auditors will audit the accounts of the Corporation and present the audit to the annual meeting or to any other meeting to which the directors direct the report to be given.

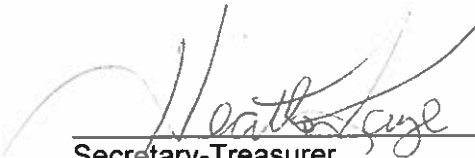
ARTICLE 10 – DISSOLUTION

Section 1 – Dissolution: Upon the dissolution or winding up of the Corporation, the directors shall render a financial statement to the Board of Frontier School Division prior to the distribution of the property of the Corporation. The directors shall decide upon the distribution of all remaining property of the Corporation but in any event it must be in accordance with the provisions of the Articles of Incorporation and it must be for charitable purposes.

ENACTED THIS 10 DAY OF JUNE, 2014



Chairperson



Secretary-Treasurer