

BY-LAW

A by-law relating generally to the regulation of the business and affairs of MANITOBA FOSTER FAMILY NETWORK INC.

BE IT AND IT IS HEREBY ENACTED as a by-law of MANITOBA FOSTER FAMILY NETWORK INC. (hereinafter referred to as the “Corporation”) as follows:

MISSION STATEMENT

To encourage, promote and assist the development of healthy foster homes to improve the quality of life for children in care.

GOALS AND OBJECTIVES

The goals and objectives of the Corporation are as follows:

- a) Become an organization recognized for working in the best interests of foster families and children in Manitoba, while respecting their cultural uniqueness.
- b) Establish strong and cooperative working relationships between foster families, mandated agencies, the government, and other agencies and professionals providing service to foster children.
- c) Assist in the development and delivery of a province-wide comprehensive competency based training program for foster families.
- d) Support foster families who are involved in a dispute, disagreement or conflict with an agency.
- e) Create mechanisms through which foster parents can have regular and meaningful communication with each other.
- f) Provide developmental opportunities for foster parents who wish to acquire new knowledge and upgrade their skills beyond what is available in competency based training program.
- g) Work collectively with agencies to provide an orientation and participate in activities to welcome new foster families into their role.
- h) Empower foster parents to advocate for themselves by providing information and support services.

- i) Help to organize and assist Locals which will in turn, provide information, opportunities for networking, support and training.
- j) Ensure all services provided by the Corporation are conducted in a confidential, respectful, and non-judgmental manner.

INTERPRETATION

1. In this by-law and all other by-laws of the Corporation unless the context otherwise specifies or requires;
 - a. “Act” means The Corporations Act, R.S.M. 1987, c.40 C.C.S.M c.225, as amended from time to time;
 - b. “Act” means Articles of Incorporation of the Corporation, as amended from time to time
 - c. “Regulations” means the Regulations under the Act;
 - d. “By-laws” means any by-law of the Corporation;
 - e. “Region” means the Winnipeg Area, South and North regions of Manitoba, as the boundaries of such regions are determined by the Corporation from time to time;
 - f. “Locals” means a group of foster parents organized in such a way as to provide services to foster parents within a particular Region.
 - g. “General Member” means foster parents licensed through the province of Manitoba.
 - h. “Director” means a member of the Board of Directors.
 - i. “Officer” means directors who have been assigned with specific duties and responsibilities to carry out the role of the Board of Directors.
 - j. “Regional Committee” means in respect of a Region, as determined by the Directors who provide foster care in that Region.
 - k. “Procedures Manual” means the foster parents procedures manual of the Corporation, as amended from time to time.
- [NTD: will alphabetize once finalized]**

BOARD OF DIRECTORS

2. **Powers and Duties**: The Board of Directors assumes the governance of the Corporation and is responsible to:
 - a. Govern the Corporation such that it obeys all federal, provincial, and municipal laws and its own Articles, By-laws, and other governance policies and procedures;

- b. Ensure that funds of the Corporation are maintained in a manner consistent with generally accepted accounting principles and practices;
 - c. Ensure minutes of board, general and special meetings are properly maintained; and be accountable to those that use the services of the Corporation.
- 3. **Composition**: Subject to the Articles and the Act, the Corporation shall have a minimum of eight (8) Directors and a maximum of twelve (12) Directors. There shall be a minimum of one (1) and a maximum of four (4) Directors from each of the three (3) Regions.
- 4. **Qualifications**: Directors of the Corporation shall be a General Member, provide foster care and have written support from their licensing agency. Ensuring that nominees for the position of Director meet the standard qualification is the responsibility of the Nominating Committee, and no General Member who has not been prior approved by the Nominating Committee may be nominated as or elected a Director.
- 5. **Term of Office**: The Directors' term of office shall be two (2) years from the date that they are elected. Directors are eligible for re-election when their term expires, provided that they are approved to do so by the Nominating Committee.
- 6. **Vacation of Office**: The office of a Director shall be vacated if;
 - a. he/she no longer qualifies under the Act or the By-laws to fill the position of Director;
 - b. he/she is found to be a person of unsound mind;
 - c. he/she dies or resigns;
 - d. he/she fails to comply with the Directors' Code of Conduct as amended from time to time;
 - e. he/she is convicted of a criminal offence; or
 - f. he/she is removed in accordance with the Act.
- 7. **Filling a Vacancy**: If a directorship becomes vacant, the remaining Directors may fill the vacancy with a replacement Director from the same Region as the vacating Director. The person so appointed shall hold office for the remainder of the unexpired term of the vacating Director.

8. **Election**: If the number of candidates from one Region is greater than the vacancies for that Region, a vote will be conducted by ballot. All known members of the Corporation shall receive voting information and ballots no less than 30 days prior to the AGM. Ballots must be post marked no later than 14 days prior to the AGM. The newly elected slate of directors will be presented at the AGM.

COMMITTEES

9. **Standing Committees**: The Board of Directors Standing Committees shall include; the Executive Committee, the Finance Committee, and the Nominating Committee. Additional Standing Committees shall be determined at the first Board of Directors meeting following the Annual General Meeting. Members of each Standing Committee will be determined at such time and each Standing Committee's terms of references will be decided by the Board of Directors.
10. **Executive Committee**: The Directors will appoint a committee of Directors known as the Executive Committee. Membership of the Executive Committee will always include but isn't limited to the Executive Director and the President. The Executive Committee will follow the direction of the Directors as delegated and follow the guidelines of Standing Committees as detailed in the Procedures Manual. The Executive Committee will meet as determined necessary by the President and/or Executive Director in order to carry out the projects assigned by the Directors.
11. **Finance Committee**: The Directors will appoint a committee of Directors known as the Finance Committee. The Finance Committee will be chaired by the Treasurer and will meet at such times as the Treasurer may determine from time to time, and will always include the Executive Director as a member. The Committee is responsible for financial reporting to the Board of Directors and to the General Membership at the Annual General Meeting. The Committee is also responsible for recommending a corporate auditor.
12. **Nominating and Board Development Committee**: The Directors will appoint a committee of Directors known as the Nominating and Board Development Committee comprising of three (3) Directors, with one Director from each Region, the President and the Executive

Director. The Nominating and Board Development Committee is responsible for ensuring nominees meet standard qualifications, as described in the Procedures Manual and the Nominating and Board Development Committee terms of reference. In the event that there are, or will on account of the expiry of term(s) of one or more Director, be vacancies in the Board of Directors, the Nominating and Board Development Committee shall use its best efforts to provide a slate of director nominees to be presented to the General Members prior to the next meeting of General Members for the election of directors to fill such vacancies. The Nominating and Board Development Committee shall use its best efforts to provide a slate of director nominees that exceeds by two (2) nominees the number of vacancies to be filled at the next Annual General Meeting of Members. The Nominating and Board Development Committee is also responsible for organizing and planning the continued development of the board.

13. **Board Meetings**: The Board of Directors will meet at least three (3) times annually.
- a. Directors' meetings may be held at any place within Manitoba.
 - b. The first meeting of a newly elected Board of Directors will take place within 48 hours after the Annual General Meeting and no notice of such meeting shall be necessary. All other meetings of Directors shall be convened by the President or Vice-President from the same region as the President, whereupon the Corporation shall give notice of such meeting in accordance herewith.
 - c. Notice of Directors' meeting shall be delivered or mailed or telecopied/faxed, emailed or telephoned to each Director not less than **seven (7)** business days before the meeting is to take place. Provided always that a meeting of the Board of Directors may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.
 - d. No errors or omissions arising through inadvertence in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting.

- e. Notice of any Directors' meeting need not specify the purpose of the business to be transacted at the meeting, except as required by the Act or as required by any other By-laws. Any Director may at any time waive notice of any meeting and may ratify and approve of any and all proceedings taken or had thereat.
- f. A majority of Directors shall form a quorum. No business shall be transacted at a meeting of the Directors unless a quorum is present.
- g. If within onehalf (1/2) hour from the time appointed for a meeting of Directors a quorum is not present, the meeting shall stand adjourned to the corresponding day in the next week at the same place (if possible) and time and if at the adjourned meeting a quorum is not present within onehalf (1/2) hour from the time appointed for the meeting, the persons entitled to vote who are present constitute a quorum. No notice of any adjourned meeting is required to be given, but may be given at the sole discretion of the chairperson present at the original meeting irrespective if the notice will be given in the same form and manner as the original meeting.
- h. Questions arising at a meeting of the Board of Directors shall be decided by a majority of votes. All Directors are entitled to one vote. In the event of a tie vote, the President shall have a second or casting vote.
- i. The Executive Director and the past President of the Corporation shall be entitled to notice of, and to attend, each meeting of Directors, but shall not be entitled to vote thereat.
- j. All General Members of the Corporation may attend meetings of the Board of Directors as observers. The Board of Directors shall have the right to meet in camera to deal with issues of a confidential nature.
- k. Directors and committees of Directors may hold meetings by conference telephone or similar device in accordance with the provisions of the Act.

14. **Regional Committee Meetings**: Each Regional Committee shall meet at least one (1) time between each meeting of the Board of Directors. The Vice-Presidents of each Regional Committee will be responsible for ensuring that Regional Committee meetings occur. Regional Committee reports will be submitted to the Board of Directors for review.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

15. **Conflict of Interest**: Where a Director has a conflict of interest, the conflict will be declared, and that Director shall withdraw from that part of the meeting and refrain from voting on the issue to which the conflict pertains. Any such withdrawal shall not affect the quorum for that part of the meeting.

INDEMNITIES TO DIRECTORS AND OFFICERS

16. **Limitation of Liability**: No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board of Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts or any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default, provided that nothing herein shall relieve any director or officer of any liability imposed upon him by the Act.
17. **Indemnity**: Except in respect of an action by or on behalf of the Corporation to procure a judgment in its favour, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of another corporation of which this Corporation is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of such corporation or another corporation, if:

- (a) he or she 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, he or she had reasonable grounds for believing that his conduct was lawful.

18. The Corporation shall, with the approval of a court, indemnify any person referred to in Paragraph 17 in respect of an action by or on behalf of the Corporation or another corporation to procure judgment in its favour, to which he or she is made a party by reason of being or having been a director or an officer of the Corporation or another corporation against all costs, charges and expenses reasonably incurred by him or her in connection with such action if he or she acted honestly and in good faith with a view to the best interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his conduct was lawful.

19. In accordance with the provisions of the Act, the Corporation shall indemnify any person referred to in Paragraph 17 who has been substantially successful in the defense of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or another corporation against all costs, charges and expenses reasonably incurred by him or her in respect of such action or proceedings.

20. **Insurance**: Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and officers as the board may from time to time determine.

OFFICERS

21. **Positions**: The Officers of the Corporation shall be the President, three (3) Vice-Presidents, one from each Region, the Executive Director, the Secretary and the Treasurer. With the exception of the Executive Director, all Officers of the Corporation must be a Director.

22. **Appointment**: At the first meeting of the newly elected Directors following the Annual General Meeting, the Directors shall appoint Officers and make appointments to Standing Committees.
23. **Duties may be Delegated**: In case of the absence or inability to act of any Officer of the Corporation for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or some of the powers of such Officer to any other Officer or to any Director for the time being.
24. **President of the Board**: The President will preside at all meetings of the Board of Directors and the Annual General Meeting. The President shall be responsible for ensuring all motions and resolutions are carried out.
25. **Vice-Presidents of the Board**: There shall be one (1) Vice-President from each Region, for a total of three (3) Vice-presidents. The Vice-Presidents shall be responsible for communicating and updating Regional Committee representatives through regular Regional Committee meetings. If the President is unable or unwilling to attend a Directors' meeting or an Annual General Meeting, the Vice-President from the same Region as the President will preside, and have the same voting rights, including casting voting right, as the President, at any such meeting.
26. **Executive Director**: The Executive Director will carry out duties as assigned by the Board of Directors, as stipulated in the job description of the Executive Director.
27. **Secretary**: The Secretary shall give or cause to be given notices for all meetings of the Board of Directors, and shall be charge of the Minutes Book of the Corporation. The Secretary shall cause to be kept records containing:
- a. A copy of the Articles and By-laws of the Corporation and all amendments thereto and a copy of any preliminary memorandum of agreement;
 - b. Minutes of meetings and resolutions of members and Directors;
 - c. The Motions Book of the Corporation; and

d. The names, addresses and other occupations of all persons who are or have been Directors of the Corporation, with the several dates on which each became or ceased to be a Director.

28. **Treasurer**: The Treasurer shall arrange for a financial report to be available at meetings of the Board of Directors, sit as a member of the Finance Committee, and adhere to the terms of reference for the Finance Committee and the office of Treasurer.

ANNUAL GENERAL MEETING

29. **Annual Meetings**: Subject to the Act and the Articles, the Annual General Meeting of General Members shall be held within three (3) months of the fiscal year end of the Corporation, at such place in Manitoba as the board of Directors may from time to time determine.

30. **Special Meetings**: Meetings of General Members other than the annual meeting, may be convened by order of the President or the Vice-President or by the Board of Directors at any time and for any place.

31. **Notice to General Members**: Notice of the any meeting of General Members shall be sent by post, facsimile or e-mail to the General Members at least twenty-one (21) days prior to the date of the meeting.

32. **Omission of Notice**: The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any number of General Members, Director or the auditor or accountant of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of General Members.

33. **Secret Ballot**: A secret ballot may be demanded by any person entitled to vote at the meeting either before or after any vote by show of hands. No proxy votes are permitted.

34. **Quorum**: A quorum at any meetings of General Members shall consist of no less than 15 members.

FINANCIAL RESPONSIBILITIES

35. The fiscal year of the Corporation shall begin on April 1st and end on March 31st.
36. **Appointment of Auditor:** Appointment of Auditor is determined at the Annual General Meeting by recommendation of the Finance Committee. In compliance with the Act, the financial records of the Corporation shall be reviewed by an auditor and the audited statements in respect thereof provided to the General Members at the Annual General Meeting. The audited statements will also be presented to the Board of Directors.
37. **Signing Authority:** The signatures of two signing authorities are required on all cheques. The Board of Directors, at their first meeting after the Annual General Meeting, will determine the three Officers of the Corporation who shall have signing authority from the following.
38. **Execution of Documents:** The Board may delegate authority to the Executive Director to sign specific documents on behalf of the Corporation.

RESOLUTIONS AND AMENDMENTS

39. By-laws may be enacted or amended by ordinary resolution at an Annual General Meeting or at a special meeting called for that purpose. Resolutions may be passed by a simple majority.
40. Notice to introduce or amend a by-law is to be given in writing to all members at least twenty one (21) days prior to the meeting at which it will be considered.

EXAMINATION OF CORPORATE RECORDS

41. Books and records of the Corporation, other than those books and records which the Executive Committee has determined confidential, are open for examination, upon reasonable notice and at such reasonable times, by General Members .

DISSOLUTION

42. General Members of the Corporation do not have and cannot have any personal interest in the Corporation's property. If the Corporation is dissolved or disbanded, any assets left after all liabilities have been satisfied must be distributed to a registered charitable organization

whose purposes are most similar to those of the Corporation at the time of winding up, as the Board of Directors deems fit.

SIGNED AT THE PAS, MANITOBA BY THE CORPORATION'S OFFICERS AS EVIDENCE THAT THIS DOCUMENT CORRECTLY SETS OUT THE PROVISIONS OF THE BY-LAW SIGNED AND SUBSEQUENTLY AMMENDED AT THE ANNUAL GENERAL MEETING HELD JUNE 4, 2015.

PRESIDENT

VICE-PRESIDENT

VICE-PRESIDENT

VICE-PRESIDENT

TREASURER

SECRETARY