DAKOTA COMMUNITY CENTRE

Amended and Restated By-Laws

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AMENDED AND RESTATED BY-LAW
DAKOTA COMMUNITY CENTRE INC.
(hereinafter called the "**Centre**").

ARTICLE I

PURPOSE AND OBJECTIVES

1.01 The purpose and undertaking of the Centre shall be as set forth in its Articles of Incorporation.

1.02 All residents of the City shall be entitled to use the Centre's facilities and take part in the programs offered by the Centre; however, the Centre shall be specifically focused on meeting the needs of the individuals residing within the boundaries specified under Section 2.02 hereof.

ARTICLE II

REGISTERED OFFICE & BOUNDARIES

2.01 **Registered Office**. Until changed in accordance with the Act, the registered office of the Centre shall be in the City of Winnipeg and at such place therein as the Board of Directors may from time to time decide.

2.02 **Boundaries.** The boundaries of the Centre shall be as defined by the City of Winnipeg.

ARTICLE III

MEMBERS OF THE CENTRE

3.01 **Qualifications.** The membership of the Centre shall consist of those individuals who:

(a) are at least eighteen (18) years of age; and

(b) reside within the boundaries specified under Section 2.02 hereof.

3.02 **Fees.** There shall be no membership fees or dues unless otherwise directed by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

4.01 **Governance.** The directors shall manage, or supervise the management of, the business and affairs of the Centre.

4.02 **Composition of the Board.** The ~~b~~Board of ~~d~~Directors shall consist of up to ten (10) directors plus the immediate past chair, subject to the term outlined in 11.06(b). No less than two-thirds (2/3) of the directors must be members of the ~~c~~Centre, as defined by 3.01.

4.03 **Qualifications.** Each director shall:

(a) be at least eighteen (18) years of age;

(b) have consented to a background check;

(c) not have been found by a court to be of unsound mind;

(d) not be a paid employee or contractor of the Centre; or

(e) not hold a position as a director or convenor of a sport or other program at the Centre.

4.04 **Removal.** The office of a director shall be automatically vacated:

(a) ~~if at a duly constituted meeting of the members,~~ a ~~special~~ resolution is passed by the members of the Board of Directors that ~~he or she~~they be removed as a director;

(b) if they ~~director has~~ resign~~ed his or her~~ from their office by delivering a written resignation to the Secretary or Chair of the ~~Centre~~Board of Directors;

(c) if ~~he or she is~~they are found by a court to be of unsound mind;

(d) if ~~he or she~~they become~~s~~ bankrupt;

(e) on the death of the director; or

(f) if ~~he or she~~they become~~s~~ a paid employee or contractor of the Centre or a director or convenor of a sport or other program at the Centre;

provided that if any vacancy shall occur for any reason in this paragraph, the Board of Directors by majority vote, may, by appointment, fill the vacancy for the unexpired portion of the term. The Board of Directors may continue to act notwithstanding any vacancy on the Board of Directors.

4.05 **Resignation.** A resignation pursuant to paragraph 4.04(b) shall be effective on the date specified in the resignation.

ARTICLE V

ELECTION OF DIRECTORS

5.01 **Election.** The election of the Board of Directors shall be held at the annual general meeting of the members of the Centre.

5.02 **Nomination.** The Board of Directors shall establish a Nominating Committee in accordance with Section 9.02 hereof, which Nominating Committee shall be responsible for nominating for election directors who meet the criteria set out in Section 4.03 hereof. The chair of the Nominating Committee shall present a slate of nominee directors to the members attending the annual general meeting of the members. Nominations from the floor will not be accepted, unless the Nominating Committee has not presented a minimum of three nominee directors, in which case nominations will be called for and accepted from the floor. In the event that a nominee director is not present at the Annual General Meeting of the members, then such nominee director must file a written statement of agreement with the chair of the Nominating Committee to be read to the members at the annual general meeting.

5.03 **Term.** A director's term of office shall be one (1) or two (2) years, and each director may serve no more than six (6) consecutive years, with the exception of the past chair, who may serve an additional one (1) year ex-officio term per 11.06(b).

The term of office for directors shall commence immediately following the date of the annual general meeting at which they are elected and conclude upon the election or appointment of their successors.

Following the conclusion of six (6) consecutive years, individuals are not eligible to serve as directors for at least one (1) full year.

ARTICLE VI

MEETING OF DIRECTORS

6.01

(a) Directors' meetings may be held at any place within Manitoba, as the directors may from time to time determine. There shall be at least one (1) meeting of the directors per year. A meeting of directors may be convened by (a) the Chair, or (b) one-third (1/3) of the directors.

(b) Notice of a directors' meeting shall be provided to directors of the Centre by any of the following means:

i. by mail sent to each director not less than seven (7) days before the meeting is to take place. For the purpose of mailing notice to any director, the address of the director shall be ~~his or her~~their last address recorded on the books of the Centre; or

ii. by electronic means such as e-mail or facsimile at least seven (7) days before the meeting.

(c) A director may in any manner and at any time waive notice of a meeting of directors and attendance of the director at a meeting of directors shall constitute a waiver of notice of the meeting except where such director attends a meeting for the express purpose of objecting

to the transaction of any business on the grounds that the meeting is not lawfully called. No error or omission in giving notice of any meeting of the directors shall invalidate such meeting or make void any proceedings taken thereat.

(d) Notice of any directors' meeting shall include minutes of the previous meeting of the directors and a preliminary meeting agenda identifying the items to be discussed at the meeting.

(e) The continuing directors may act notwithstanding any vacancy in their body.

6.02 **Quorum.** A majority of the total number of directors then in office shall constitute ~~form~~ a quorum for the transaction of business.

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6.03 **Voting.** Questions arising at any meeting of directors shall be decided by a majority of votes cast by the directors present at the meeting. Each director shall be entitled to one (1) vote. Votinges by proxy shall not be ~~accepted~~permitted. The Chair ~~may~~ shall only vote in the event of a tie. A resolution signed by all of the directors shall be as valid and effective as if passed at a duly called and constituted meeting of directors ~~duly called, constituted and held~~.

6.04 **Telephone.** The directors of the Centre may meet by teleconference provided that either a majority of the directors consent to the meeting by teleconference or meetings by teleconference have been approved by resolution passed by the directors at a meeting of the directors of the Centre.

6.05 **Meetings by Other Electronic Means.** Directors may participate in a meeting through use of electronic video screen communication, or other communications equipment so long as all of the following apply:

(a) the directors of the Centre have passed a resolution addressing the mechanics of holding such a meeting and dealing with how security issues should be handled, and the procedure for establishing quorum and recording votes;

(b) each director participating in the meeting has access to the specific means of communications to be used and can communicate with all of the other directors concurrently;

(c) each director is provided with the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board of Directors; and

(d) each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

ARTICLE VII

DIRECTORS INTERESTED IN OTHER ORGANIZATIONS

7.01 **Loans.** The Centre shall not make any loan of money or property to, or guarantee the obligation

of, any director or officer; provided, however, that the Centre may, but shall not be required to, advance money to a director or officer of the Centre for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

7.02 **Conflict of Interest.** A director who is in any way directly or indirectly interested in a contract or proposed contract with the Centre shall make the disclosure required by the Act and except as provided by the Act, no such director shall vote on any resolution to approve such contract. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Centre in which any director shall in any way directly or indirectly be interested shall be avoided or voidable and no director shall be liable to account to the Centre or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

7.03 **Submission of Contracts or Transactions to Members for Approval.** The Board of Directors, in its discretion, may submit any contract, act or transaction with the Centre for approval or ratification at any annual meeting of the members or at any special meeting of members called for the purpose of considering the same and, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of votes cast at any such meeting (unless any different or additional requirement is imposed by the Act, the Articles of Incorporation or this By-law) shall be as valid and as binding upon the Centre and upon all the members as though it had been approved, ratified or confirmed by every member of the Centre.

ARTICLE VIII

REMUNERATION OF DIRECTORS

8.01 **Remuneration.** The directors as such shall not be entitled to any remuneration whatsoever, but they shall be entitled to be paid any expenses properly incurred by them in connection with the affairs of the Centre.

ARTICLE IX

COMMITTEES

9.01 **Executive Committee.** The Board of Directors may appoint an Executive Committee during any fiscal year of the Corporation.

(a) *Composition.* The Executive Committee's composition shall be determined by the Board of Directors from time to time, provided that the Executive Committee shall always include the Chair.

(b) *Supervision.* The Executive Committee shall supervise and control the management of the affairs of the Centre between meetings of the Board of Directors and shall act on matters referred to it by the Board of ~~d~~Directors and officers and shall initiate or refer matters for consideration by the Board of Directors. The Executive Committee shall be

responsible for reporting to the Board of Directors.

9.02 Nominating Committee. The Nominating Committee shall meet annually and at such other necessary times to nominate to the members eligible candidates for election as directors of the Centre.

(a) *Composition.* The Nominating Committee shall be composed of such number of members of the Centre as set by the Board of Directors from time to time. The Board shall appoint the Nominating Committee and shall be entitled to fill any vacancies that occur from time to time on the Nominating Committee.

(b) *Notice of Meeting*. Meetings of the Nominating Committee may be held at any time and place to be determined by the Nominating Committee, provided that notice of any meeting shall be given to each member in person at least seven (7) days (exclusive of the day on which the notice is given) prior to the date of such meeting. Notice shall be deemed to have been given on the date such notice shall have been delivered, or sent by electronic mail or by telephone or if mailed, three (3) business days after the notice is deposited in the mail. Any member of the Nominating Committee may at any time waive notice of any meeting and may ratify and approve of any and all proceedings taken or had thereat. No errors or omissions in giving notice of any meeting of the Nominating Committee or any adjourned meeting of the Nominating Committee of the Centre shall invalidate such meeting or make void any proceedings taken thereat.

(c) *Quorum*. A quorum for the purposes of any meeting of the Nominating Committee shall be a majority of the members of the Nominating Committee.

9.03 Other Committees. The Centre may have at any time such other Committees appointed by the Board of Directors as the Board of Directors deems desirable. The Board of Directors shall be responsible for approving the terms of reference in respect of each Committee. The composition of such other Committees may include members of the Centre.

9.04 Terms of Committees. All Committees, other than the Nominating Committee, shall have terms corresponding to the fiscal year of the Corporation unless otherwise specified in the Board of Directors enabling resolution for such Committee. In the event of vacancies for any reason or the inability of a member to perform duties on any appointed Committee, the Board of Directors may appoint a successor to serve out the unexpired term of such member, except as otherwise provided above. Any Committee member may be removed at any time by resolution of the Board of Directors.

9.05 Dissolution of Committees. Any Committee can be dissolved at any time by resolution of the Board of Directors.

ARTICLE X

FOR PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.01 Limitation of Liability. No director or officer of the Centre shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss, damage or expense happening to the Centre through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Centre, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Centre shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Centre shall be deposited, or for any loss occasioned by any error of judgment or oversight on ~~his or her~~their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of ~~his or her~~their office or in relation thereof, unless the same are occasioned by ~~his or her~~their own willful negligence or default, provided that nothing herein shall relieve any director or officer of any liability imposed upon ~~him or her~~them by the Act.

10.02 Indemnity. Except in respect of an action by or on behalf of the Centre to procure a judgment in its favour, the Centre shall indemnify a director or officer of the Centre, and a former director or officer of the Centre, and ~~his or her~~their heirs, executors and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by ~~him or her~~them in respect of any civil, criminal or administrative action or proceeding to which ~~he or she~~ ~~is~~they are made a party by reason of being or having been a director or officer of the Centre, if:

(a) ~~he or she~~they acted honestly and in good faith with a view to the best interests of the Centre; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, ~~he or she~~they ha~~ve~~s reasonable grounds for believing that ~~his or her~~their conduct was lawful.

In accordance with the provisions of the Act, the Centre shall indemnify any person referred to in this Section 10.02 who has been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which ~~he or she is~~they are made a party by reason of being or having been a director or officer of the Centre against all costs, charges and expenses reasonably incurred by ~~him or her~~them in respect of such action or proceedings.

10.03 Insurance. Subject to the limitations contained in the Act, the Centre may purchase and maintain such insurance for the benefit of its directors and officers as the Board of Directors may from time to time determine.

ARTICLE XI

OFFICERS

11.01 Positions. The officers of the Centre shall be a Chair, Past-Chair, Vice-Chair and Secretary-Treasurer. The Centre may also have, at the discretion of the directors, such other officers as may be appointed by the directors. Any number of offices may be held by the same person. Officers must be directors.

11.02 Appointment and Term. The officers of the Centre shall be appointed annually or more often as may be required, by the Board of Directors, and shall hold office for one (1) year from the date of appointment or until their successors are elected or appointed in their stead.

11.03 Removal. Any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors at any time.

11.04 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors. Any resignation shall take effect on receipt of that notice by any director other than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Centre under any contract to which the officer is a party.

11.05 Vacancy. A vacancy in any office for any reason shall be filled in the same manner as this By-law provides for election to that office.

11.06 Description of Offices. Unless otherwise specified by the Board of Directors which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Centre, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

(a) *Chair.* The Chair, if one is to be appointed, shall be a director. The Chair, if any, shall preside at all meetings of the Board of Directors and of the members. The Chair shall have such other duties and powers as the Board of Directors may specify. The Chair's term of office shall be one (1) year, subject to any resolution of the Board of Directors which may provide otherwise.

(b) *Past-Chair.* The Past-Chair, if one is to be appointed, shall be a director and, unless otherwise determined by the Board of Directors, shall have been the Chair prior to ~~his or her~~their appointment. The Past-Chair, if any, shall attend all meetings of the Board of Directors and shall provide guidance and direction to the Chair and the Board of Directors. The Past- Chair shall have such other duties and powers as the Board of Directors may specify. The Past-Chair's term of office shall be one (1) year, subject to any resolution of the Board of Directors which may provide otherwise.

(c) *Vice-Chair.* The Vice-Chair, if one is to be appointed, shall be a director. If the Chair is absent or is unable or refuses to act, the Vice-Chair, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice-Chair shall have such other duties and powers as the Board of Directors may specify. The Vice-Chair's term of office shall be one (1) year, subject to any resolution of the Board of Directors which may provide otherwise.

(d) *Secretary-Treasurer.* The Secretary-Treasurer, if one is to be appointed, shall be a director. The Secretary-Treasurer shall attend and be the Secretary of all meetings of the Board of Directors. The Secretary- Treasurer shall enter or cause to be entered in the Centre's minute book, minutes of all proceedings at such meetings. The Secretary-

Treasurer shall render to the Board of Directors at the meetings thereof, or whenever required of ~~him or her~~them, an account of all ~~his or her~~their transactions as Secretary-Treasurer and of the financial position of the Centre and ~~he or she~~they shall perform such other duties as may from time to time be prescribed by the Board of Directors. The Secretary-Treasurer's term of office shall be one (1) year, subject to any resolution of the Board of Directors which may provide otherwise.

ARTICLE XII

APPOINTMENT OF A CHIEF EXECUTIVE OFFICER

12.01 Chief Executive Officer. The Board of Directors may from time to time employ a Chief Executive Officer (who may not be one of the directors of the Centre) and may delegate to ~~him or her~~them full authority to manage and direct the business and affairs of the Centre (except such matters and duties as by the Act or the Articles must be transacted or performed by the Board of Directors) and to employ and discharge agents and employees of the Centre or may delegate to ~~him or her~~them any less powers. The Chief Executive Officer shall conform to all lawful orders given to ~~him or her~~them by the Board of Directors. The Chief Executive Officer shall at all reasonable times give to the directors, or any of them, all information they require regarding the affairs of the Centre. The Chief Executive Officer shall not be considered an officer of the Corporation for the purposes of Article XI of this By-law.

ARTICLE XIII

MEETING OF MEMBERS

13.01 Annual Meeting. Subject to the Act and the Articles, the annual meeting of the members shall be held at such place in Winnipeg on such day in each year as the Board of Directors may from time to time determine. Copies of the agenda, minutes of the prior annual meeting, and the annual reports shall be distributed at the annual meeting. The order of business at each annual meeting shall be as follows:

- Call to order
- Approval of the agenda
- Approval of the minutes from the previous annual meeting
- Business arising from the minutes from the previous annual meeting
- Annual reports from the Chair, Finance, each Standing Committee and each Ad hoc Committees (if any)
- Amendments to the By-Laws (if any)
- Election of ~~D~~directors
- New Business
- Adjournment

13.02 Special Meetings. Meetings of the members other than the annual meeting, may be convened by order of the Chair or the Vice-Chair or by one-third (1/3) of the directors at any time and/or any place.

13.03 Notices.

(a) Notice of a meeting of the members stating the day, hour and place of the meeting, and the information respecting the business to be transacted, as required by the Act, shall be made public through the media or an area newsletter at least twenty-one (21) days prior to the meeting. A notice of the Annual Meeting of the members shall include the names of the nominees to be considered for election as directors.

(b) Where the provisions of this By-law as to notice have been duly observed, the non-receipt of any notice by any member shall not invalidate any proceedings or transaction at any meeting.

13.04 Chair. At every meeting of members, the chair shall be taken by the Chair, if present, or in ~~his or her~~their absence, by the Vice-Chair, or if absent, a chair shall be elected by the members present.

13.05 Quorum. A quorum at any meeting of members shall be fifteen (15) members in good standing who are ~~personally~~ present in person or by electronic means, where permitted. Voting~~es~~ by proxy shall not be ~~accepted~~permitted. No business shall be conducted ~~if~~ unless a quorum is ~~not reached~~present. ~~The meeting shall be adjourned if~~If a quorum is not ~~reached~~present within fifteen (15) minutes of the scheduled meeting time, the meeting shall be adjourned.

13.06 Votes. The voting at general or special meetings of members shall be by a show of hands, unless a poll is demanded by at least one (1) member. If a poll is demanded, it shall be taken forthwith without adjournment. The Chair may only vote as a member in the event of a tie.

13.07 Scrutineers. The Chair shall appoint at least two (2) scrutineers who will make an official count and announce the results at the meeting. If a vote by ballot is required, the scrutineers shall distribute the ballots and destroy the ballots after the vote.

ARTICLE XIV

ROBERT'S RULES OF ORDER

14.01 All meetings of the Centre shall be conducted under the "ROBERT'S RULES OF ORDER".

ARTICLE XV

EXECUTION OF INSTRUMENTS

15.01 Contracts, documents or any instruments in writing requiring the signature of the Centre may be signed by either (a) the Chief Executive Officer of the Centre and any one officer, or (b) any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Centre without any further authorization or formality. In addition, the Board of Directors shall have power from time to time by resolution to appoint any officer or officers, person or persons on behalf of the Centre either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

ARTICLE XVI

FISCAL YEAR & FINANCES

16.01 The fiscal year-end of the Centre shall be August 31 in each year.

16.02 The Board of Directors shall oversee the administration of all funds and securities of the Centre, and shall present either a Review Engagement report or an audited financial report at the annual meeting of the members.

16.03 The Board of Directors shall annually appoint professional accountant(s) to conduct the annual review or audit for the ~~c~~Centre, as required. The appointed reviewer/auditor shall not be a member of the Board of Directors.

16.04 A copy of the Review Engagement report or Audit Engagement report per 16.02, shall be filed annually with the City of Winnipeg.

16.05 The funds and securities of the Centre shall be deposited for safekeeping in the name of the Centre with a recognized financial institution, which shall be selected by the Board of Directors.

16.06 The books and records of the Centre shall be open to inspection by members at all times, upon reasonable notice to the Board of Directors.

16.07 An annual budget shall be submitted to the Board of Directors by the Chief Executive Officer of the Centre for approval by no later than August 31 in each year.

ARTICLE XVII

AMENDMENT AND INVALIDITY

17.01 **Amendment.** The By-Laws of the Centre may be repealed or amended by a majority vote of the directors confirmed by a two-thirds (2/3) vote of the members at a meeting duly called for that purpose or at the annual general meeting of the members.

17.02 **Invalidity.** If any provision of these By-laws shall be contrary to the express provisions of the Act, or the Articles, such provision of the ~~b~~By-law shall be read subject to such provisions of the Act or Articles, as the case may be, but except as aforesaid, the said provisions of the By-law shall be valid and binding.

ARTICLE XVIII

ARBITRATION

18.01 The Board of Directors shall serve as the first level of arbitration for members of the Centre.

18.02 The Riel Community Centres Board of Directors shall serve as the second level of arbitration for members of the Centre.

ARTICLE XIX

INTERPRETATION

19.01 In these By-laws or any other ~~b~~By-law, special resolution or resolution, unless the context otherwise clearly requires:

(a) "**the Act**" means The Corporations Act, RSM 1987, c. C225, or any Act substituted therefor as amended from time to time, but reference shall be to the Act and amendments thereto in force at each relevant time;

(b) "**person**" shall include individuals, partnerships, associations, corporations, trustees, executors, administrators or legal representatives.~~; the male gender shall include the female and neuter gender; the female gender shall include the male and neuter gender; and the neuter gender shall include the male and female gender;~~

19.02 Where these By-Laws deal with any matter or thing which normally may be dealt with by the directors or members without such a provision, such provision has been inserted only for convenience of reference, and in no way is intended to be a restriction or limitation on the powers of the directors or members.

19.03 The articles and headings are inserted only as a matter of convenience and for ease of reference and in no way define, limit, or extend any of the provisions of these ~~b~~By-laws nor are intended to affect their interpretation.

ENACTED THIS ~~25th~~ day of ~~November 2025~~.

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Cory Shangreaux, Board Chair
Dated ~~November 25, 2025~~