

ORGANIZATIONAL BY-LAW
OF
SUSTAINABLE BUILDING MANITOBA INC.

Adopted 5 June 2006
Rev1 Adopted 7 December 2006
Rev2 Adopted 1 March 2007
Rev3 Adopted 5 April 2007
Rev4 Adopted 26 April 2007
Rev5 Adopted 24 June 2008
Rev6 Adopted 14 May 2009
Rev7 Adopted 21 October 2015

Pursuant to *THE CORPORATIONS ACT* of the Province of Manitoba

DEFINITIONS AND INTERPRETATIONS

1. In this By-law:

- (a) “**Act**” means *The Corporations Act* of the Province of Manitoba or any statutes from time to time enacted in substitution thereof, as amended from time to time.
- (b) “**Board**” means the Board of Directors and any consent, election or decision of the same required or permitted hereunder means a resolution of the Board of Directors to that effect.
- (c) “**Chair**” means a Director who serves as Chair of the Board, with the powers, duties and responsibilities set forth in s.25 and elsewhere herein.
- (d) “**Member**” means a member of the Organization as set forth in this By-law;
- (e) “**Director**” means a Member occupying a position of Director on the Board;
- (f) “**Ordinary Resolution**” means a resolution passed by a simple majority of the Members, at a meeting of the Members, or the Directors, at a meeting of the Directors, present and voting.
- (g) “**Organization**” means the corporation known as “Sustainable Building Manitoba”.
- (j) “**Secretary**” means a Director who serves as Secretary with the powers, duties and responsibilities set forth in s.25 and elsewhere herein.
- (k) “**Special Resolution**” means a resolution passed by not less than 2/3 of the Members, at a

meeting of the Members, or the Directors, present and voting.

(l) **“Treasurer”** mean a Director who serves as Treasurer, with the powers, duties and responsibilities set forth in s.25 and elsewhere herein.

(m) **“Vice-Chair”** means a Director who serves as Vice-Chair of the Board, with the powers, duties and responsibilities set forth in s.25 and elsewhere herein.

2. In the interpretation of these By-laws, except where the context otherwise indicates:

(a) words importing the singular number shall also include the plural, words importing the masculine gender shall also include the feminine, words importing persons shall include corporations and vice versa;

(b) terms used herein, unless otherwise defined, have the same meaning as they are given under the Act.

JURISDICTION

3. The Organization functions solely within Manitoba.

REGISTERED OFFICE

4. The Registered Office for the Organization may be established or changed by Ordinary resolution of the Board of Directors.

MEMBERSHIP

5. The types, requirements and terms of membership shall be established in accordance with the Membership Policy as determined by Ordinary Resolution of the Board.

6. A Member may withdraw or resign their membership at any time upon notice in writing to the Board.

7. All Members shall be entitled to vote at any meeting of all Members.

8. Any Member may be expelled from membership for any cause whatsoever by Ordinary Resolution

of the Board.

9. Membership may not be in any manner transferred, assigned or transmitted by all rights and privileges of membership shall cease upon the death, retirement, suspension or resignation of the Member.

MEMBERS' MEETINGS

10. An Annual General Meeting shall be held each year at a time and place determined by Ordinary Resolution of the Board.
11. The Board shall provide at least thirty (30) days notice of the Annual General Meeting to the Members.
12. The Chair may, whenever the Chair thinks fit, convene a Special Meeting of the Members, and shall do so upon requisition in writing of more than 33% of the Members.
13. The Board shall provide at least ten (10) days notice of the Special Meeting to the Members. The notice shall specify the general nature of the business to be conducted and the text of any motion being considered.
14. Accidental omission to give any notice of a meeting to any Member, or the non-receipt of any notice by any Member, or any error in any notice not affecting the substance thereof, shall not invalidate such a meeting or any actions taken thereat.

PROCEEDINGS AT MEMBERS' MEETINGS

15. Subject to s.16, fifteen (15) voting Members consisting of at least a majority of the Directors shall constitute a quorum at all Members' meetings. A quorum is required to vote on any motion but is not necessary to choose a Chair of the meeting or to adjourn.
16. In the event that a quorum is not present at a meeting duly called and for which proper notice has been given the meeting may be held as an information session without any motions taking place, or the meeting may be reconvened at an agreed upon time, place and date.
17. The Chair, if present, or, in default the Vice-Chair, if present, shall preside as chairperson at every meeting and otherwise the Members present shall choose one of the attending Directors to be the

chairperson of such meeting.

18. Individuals who are not Members are permitted to attend the Annual General Meeting, but are neither permitted to vote nor make motions for consideration by the Members at such meetings.
19. Individuals who are not Members are not permitted to attend Special Meetings unless prior permission is granted by the Chair at least seven (7) days prior to the meeting.
20. The Chair is only permitted to vote on a motion in the event of a tie vote.
21. Any matter coming before a meeting of the Members shall be decided by Ordinary Resolution, unless otherwise prescribed by the Act or herein.
22. The Board may utilize an internet based tool to conduct polling of members as deemed appropriate.
23. Minutes shall be kept of all Meetings and a copy of same shall be provided to the Chair. All members are to receive minutes of all meetings prior to any subsequent meeting taking place.

THE BOARD OF DIRECTORS

24. The Board shall consist of no more than fifteen (15) Directors.
25. The Board shall maintain a Board Terms of Reference, which may be adopted, amended, altered or deleted by Ordinary Resolution of the Board. In the event of any inconsistency between this By-law and the Terms of Reference, this By-law shall prevail. The Terms of Reference may consist of any characteristics of the Board not already prescribed by this By-law, including but not limited to:
 - (a) any prescribed positions, including descriptions for those positions, and the years in which those positions will come up for election;
 - (b) the number of Directors necessary to constitute quorum at any meeting of the Directors;
 - (c) any other characteristics that the Board deems necessary.
26. Of the Directors, four must occupy the following positions:
 - (a) the Chair, who must have been a Director for at least one (1) year immediately preceding his/her term as Chair;

- (b) the Vice Chair, who must have been a Director for at least one (1) year;
 - (c) the Secretary; and
 - (d) the Treasurer.
27. Each Director term shall commence the day following the Annual General Meeting at which the Director is elected, and ending on the day following the Annual General Meeting held two calendar years thereafter. Every Director shall retain office until the end of their term, as defined herein, at which time their term of office shall expire. With the exception of the Chair, there is no limitation on the number of successive terms that each Director may serve.
28. All Directors must be Members. The Board will strive to adequately represent all sectors that relate to the Organization's vision and mission.
29. A Director may resign from his or her office upon delivering to the Chair a notice in writing of their intention to do so and such resignation shall take effect upon the effective date stated in such notice.
30. A Director shall be removed from the Board *ipso facto* if such person:
- (a) is legally determined to be mentally incompetent;
 - (b) dies;
 - (c) is convicted of an indictable offence or is imprisoned in excess of fourteen (14) days;
 - (d) without leave of the Directors, which may be given retroactively, fails to attend 30% of Board meetings in any 12 consecutive month period.
31. A Director may be removed from their office as a Director at any time if two-thirds (2/3) of the Directors then holding office (except the Director to be removed) vote in favour of their removal.
32. The Board shall have the power to appoint any Member to be a Director to fill any vacancy and any Director so appointed shall only hold office for the balance of the vacant Director's term, unless re-elected at the first Annual General Meeting subsequent to expiry of that term.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

33. The Board shall control and manage all the affairs and property of the Organization and may exercise all the powers of the Organization and do so on behalf of the Organization all such acts as may be exercised and done by the Organization and as are not by these presents required to be exercised or

done by the Members.

34. The Board may, for such remuneration as they deem fit, engage all such agents and servants and may grant and delegate such powers to one or more of them as the Board considers appropriate.

PROCEEDINGS OF THE BOARD OF DIRECTORS

35. Subject to these By-laws and the Act, the Board shall meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and as outlined in the Board Terms of Reference. The dispatch of business shall include, but is not limited to, matters involving the following:

- (a) the expenditure of funds;
- (b) operations of a public nature, such as the issuance of press releases expressing the position of the Organization on any issue;
- (c) the formation of partnerships, alliances, or other arrangements whereby the Organization may become committed legally or financially to perform any act or function;
- (d) the incurring of any obligation to be fulfilled by the Organization, whether or not it is financial or legal in nature; and
- (e) the adoption of policies under which the Organization will be operated.

36. Directors shall not receive salaries or honorariums for the performance of their duties with the Organization.

COMMITTEES

37. The Board may create Committees by Ordinary Resolution as it may, in its sole discretion, deem necessary or appropriate and may nominate such person or persons to these committees for such terms as the Board may, from time to time determine. The Board may delegate such powers, purposes and functions to any committee it creates as the Directors may from time to time determine. Every Committee shall be chaired by a Director.

RULES OF ORDER

38. The Chair of the meeting of Members or Directors or of any committee shall conduct the meeting in such manner as they, acting reasonably, deem most appropriate for the fair and efficient conduct of

the meeting and for the fair and open discussion of any matters before it, without obligation to strictly follow any particular Rules of Order. The Chair of the meeting may make such determinations and decisions concerning the conduct of the meeting, including adjournment, or the expulsion of any person or persons who disrupt or threaten to disrupt the meeting, as the Chair, acting reasonably, deems most appropriate to preserve good order.

INDEMNIFICATION AND LIMITATION OF LIABILITY

39. Each and every Member, Director, and each committee member appointed hereunder (collectively the “Indemnified Parties”) shall be deemed to have assumed office or taken such position on the express condition (whether they were aware of this By-law or not) that every such Indemnified Party (and their respective estates) shall at all times be indemnified and saved harmless out of the assets of the Organization against all costs (including legal costs on a solicitor client basis), charges and expenses including any amount paid to settle an action or satisfy a judgment which such Indemnified Party sustains or incurs in any civil, criminal or administrative action or proceeding which is brought or prosecuted against such Indemnified Party in respect of any act or matter done or permitted by such Indemnified Party to be done in the execution of the duties of the office of such Indemnified Party, and all costs, charges and expenses which such Indemnified Party may sustain or incur in relation to the affairs of the Organization, provided such Indemnified Party acted honestly and in good faith with a view to the best interests of the Organization and such Indemnified Party has reasonable grounds for believing that the conduct was lawful. Without limiting the foregoing, the Organization shall pay and be liable for all such costs, expenses and charges immediately upon demand by an Indemnified Party, and an Indemnified Party shall not be obliged to first pay any such costs, expenses, or charges and then seek reimbursement for the same from the Organization. Indemnification does not apply to a Party should the actions of this Party be found to be in violation to the duties of their office(s), this By-law, governing laws, or the professional bodies to which they belong.
40. No Indemnified Party shall be liable for the acts, receipts, neglects or defaults of any other Director, Member, committee member or employee for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Organization through the insufficiency or deficiency of title to any property acquired by order of, or on behalf of the Organization for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Organization shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or wrongful act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by an oversight or error in judgment on such Indemnified Party’s part or for any other loss, damage or misfortune which may happen in the

exercise of such Indemnified Party's respective duties or trust or in relation thereto unless the same shall happen by such Indemnified Party's own willful wrongdoing.

41. Without limitation to the foregoing, the Indemnified Parties, and each of them, may rely upon the accuracy of any statement, opinion or report prepared by the Organization's lawyers, auditors or other professional advisors (as the case may be) and shall not be responsible or held liable for any loss or damage resulting from acting, in good faith, upon such statement, opinion or report.

AUDIT

42. The fiscal year of the Organization shall commence on January 1 of each year and shall continue until December 31 of the same year.
43. The Treasurer and Secretary shall provide a financial statement of the previous fiscal year to the Board no later than February 28 of each year.
44. The Board by Ordinary Resolution may request the statements be audited by a duly qualified accountant that is not a member of the Organization or any other type of audit that the Board deems.
45. The financial statements shall be submitted to the Annual General Meeting.
46. The books and records of the Organization may be inspected by any Member at any time upon giving reasonable notice and arranging a time satisfactory to the officer(s) having charge of same. The Directors shall be entitled at all times to view and have access to such books and records.

BORROWING POWERS

47. The Board is not authorized to borrow money on behalf of the Organization or mortgage the real property of the Organization.

NOTICES

48. Any notice or documents may be served by the Organization upon any Member or Director, or vice versa, by mail, delivery, facsimile or electronic means.
49. Any notice served by post shall be deemed to be served on the fifth (5) day following that upon which the letter, envelope or wrapper containing the same is posted in the absence of proof of earlier receipt, and notice served electronically shall be deemed served upon, but only upon, actual receipt at its

designation in legible form.

50. The address for service of notice on a Member or Director shall be the mailing address, telecopy number or electronic mail address supplied by such Member or Director to the Organization for the giving of notices, and if no such address has been given by such Member or Director to the Organization, then at the last such address known to the person giving the notice. A Member or Director may change the address for service of notices by giving written notice of such change to the Chair or the Secretary.

PRIVACY

51. The Organization shall establish a Privacy Policy in accordance with applicable legislation and review such Policy bi-annually.

RULES FOR ELECTIONS

52. An Election Officer will be appointed by the Board for elections. The Election Officer will receive nominations, inform all Members of these nominations, the date of election, and oversee the election process.
53. The positions to be elected at each Annual General Meeting must be determined by the Directors in the Terms of Reference at least two months prior to the Annual General Meeting.
54. The Chair shall be elected for a two (2) year term although they may be re-elected for additional and successive terms provided that they do not serve as Chair for any continuous terms exceeding four (4) years.
55. A call for nominations to Members shall be made at least seven weeks prior to the Annual General Meeting. The call for nominations shall be open for at least three weeks.
56. The Election Officer shall confirm the nominations and a slate of nominees and ballots shall be provided to Members at least two weeks prior to the Annual General Meeting.
57. Elections are to take place at the Annual General Meeting by secret ballot. All Members may hold one (1) vote for each vacated position on the ballot and may submit this vote in advance to the Election Officer by written notification. This notification must be signed by the Member and must be received before the day of the election.

58. The Board may, in consultation with the Elections Officer, utilize an internet based tool to conduct elections as deemed appropriate.
59. In the event of a tie for any position prescribed by the Terms of Reference, there will be a new ballot drawn up for the tied candidates and a new vote will take place with those members present at the meeting. Should the tie not be resolved on the second ballot, the person who occupied the position for the previous term shall be declared the winner. If none of the tied candidates is the person who occupied the position for the previous term, or if the position is being voted upon for the first time, the tie shall be resolved in a manner to be determined in the sole discretion of the Election Officer.
60. In the event that the any position is uncontested, the candidate will be named winner to the position without the process of election and will not be listed on the ballot.
61. In the event any Director position remains vacant after the elections are completed, the Board may appoint by Ordinary Resolution as many Members as are necessary to occupy any such vacant positions.

BY-LAWS

62. The By-laws may only be changed by a Special Resolution of the Members.

ADVISORY BOARD

63. The Board may create an Advisory Board in order to provide expertise, advice or direction to the Board for any reason whatsoever. The Board may further create Terms of Reference for any such Advisory Board, which may include any characteristic of the Advisory Board that the Board considers necessary for the operation of the Advisory Board. The Terms of Reference for the Advisory Board may be adopted, amended, altered or deleted by Ordinary Resolution of the Board.