

CONSTITUTION AND BY-LAWS
RIDING MOUNTAIN BIOSPHERE RESERVE

SEPTEMBER 1988
REVISED JANUARY, 2007

BY-LAW NO 1

1. NAME

The organization shall be known as THE RIDING MOUNTAIN BIOSPHERE RESERVE and as such shall be registered as a CORPORATION pursuant to Manitoba Corporations Act. For greater certainty the organization shall have all the authority and responsibility flowing from the Corporations Act.

2. REGISTERED OFFICE

The Registered Office of the Corporation shall be at such places in the Province of Manitoba as the Directors of the may decide.

3. SEAL

The Corporations shall maintain a corporate seal; the impression of which shall be stamped near the signature block of this constitution and all by-laws of the organization.

4. ORGANIZATION OBJECTIVES

The Riding Mountain Biosphere Reserve will foster and encourage, through research, information exchange, education and communication, a sustainable community-based regional economy, with high biodiversity, landscape, and social values, with Riding Mountain National Park as a key component.

5. FISCAL YEAR

The fiscal year of the Corporation/Organization will terminate annually on the 31st day of December.

6. MEMBERSHIP

(1) Membership of the organization shall comprise or the following:

(a) Two (2) members of Council or citizens duly appointed by each of the municipal corporations within the Riding Mountain Biosphere Reserve – Rural Municipality of Park, Rural Municipality of Rosburn, Rural Municipality of Shoal Lake, Rural Municipality of Silver Creek, Rural Municipality of Shellmouth/Bulton, Rural Municipality of Grandview, Rural Municipality of Gilbert Plains, Rural Municipality of Dauphin, Rural Municipality of Ochre River, Rural Municipality of St. Rose, Rural Municipality of McCreary, Rural Municipality of Rosedale, Rural Municipality of Clanwilliam and Rural Municipality of Harrison

(b) A representative appointed by each of the First Nations communities located with the Riding Mountain Biosphere Reserve.

(c) A representative appointed by following Senior Government:

Canada	– Riding Mountain National Park
Manitoba	– Department of Conservation
	– Manitoba Agriculture, Food and Rural Initiatives
	– Department of Water Stewardship

(d) Any citizen aged 18 years or older resident within the Riding Mountain Biosphere Reserve.

(e) A representative designated by any business or Non-Governmental Organization headquartered within the Riding Mountain Biosphere Reserve.

(2) An associate membership may be granted to any business, citizen or non-governmental organization resident or headquartered within the Province of Manitoba. An associate membership does not include the right to vote at regular or special meetings of the organization.

(3) Membership to the organization is voluntary.

(4) Membership fees are such as may be established by the organization by by-law at annual or general meetings of the organization.

(5) The Board of Directors shall table membership requests at next following regular general meeting for approval or rejection.

(6) A member may resign by a resignation in writing and resignation will take effect upon acceptance by the Board of Directors.

(7) A member may be expelled from the organization by resolution approved by a majority of the members present at any annual or general meeting.

(8) The Executive Director of the Organization shall notify members of any fee schedule, schedule changes and maintain such records as the Board of Directors require.

7. OFFICERS

(1) Officers of the Organization (Corporation) shall be a chairperson, Vice-Chairperson, Secretary, Treasurer and any other such officers recommended by the Board of Directors and approved by the members at annual meeting.

(2) Both Secretary and Treasurer officer positions may be carried as vacant during such times as the Corporation has designated employee (Executive Director) with the duties generally associated with the above officer positions.

(3) The Chairperson, Vice Chairperson, Treasurer, Executive Director and any other designated member of the Organization shall be signing officers for the Corporation.

(4) The Officers of the Corporation shall be elected or designated annually at annual meeting.

(5) Duties of the Officers and employees of the Corporation shall be identified in the Corporation "Organizational By-law". This by-law may be adopted by and amended by the majority vote of members present at any general meeting.

8. BOARD OF DIRECTORS

(1) The Corporations' management committee shall be known as the Board of Directors.

(2) The Board of Directors shall consist of nine (9) members who shall be elected, appointed or designated at the annual meeting of the Organization.

(3) The nine (9) members of the Board shall be determined as follows:

(a) One (1) member from within the Organizations membership appointed by the Board of Directors.

(b) Five (5) members elected from Rural Municipal appointed membership.

(c) Two (2) members elected from the Organizations members at large.

(d) One (1) member appointed from the First Nations community.

(4) Elected members of the Board of Directors shall be elected by a majority of the Organizations membership at annual general meeting.

(5) The Board of Directors shall from among its members elect a chair.

(6) The Chair of the Board of Directors of the Corporation shall also fulfill the office of Chair of the Riding Mountain Biosphere Reserve.

(7) In addition a seat will also be held for the Past Chair who will serve the in an advisory capacity to the executive. This is a non-voting position on the Board of Directors.

9. DUTIES OF BOARD OF DIRECTORS

(1) The Board of Directors will be responsible for the coordination of the work of the Organization by:

(a) developing and recommending programs, projects, policies and directives designed to meet the Organizations objectives.

(b) implementing programs, projects, policies, and directives approved by the membership at annual general meetings.

(2)

(a) The Board of Directors may develop and prescribe such rules and regulations deemed necessary for the management and operation of the Organization provided that:

(i) they are not inconsistent with provisions of the Manitoba Corporations Act.

(ii) they are not inconsistent with the Constitution of the Riding Mountain Biosphere Reserve.

(iii) they are not inconsistent with any by-law of the Riding Mountain Biosphere Reserve.

- (b) Rules and regulations formed pursuant to Section 9(2)(a) shall have force and effect until the next general meeting where they will be confirmed. If not confirmed they will cease to have force and effect.
- (3) The Board of Directors shall have the power to authorize expenditures on behalf of the organization designed to further the objectives of the Organization.
- (4) (a) When authorized by the by-law, hire and pay salaries to employees.
- (b) Employees shall serve of the pleasure of the Board of Directors.
- (5) The Board of Directors may authorize expenditures within approved budgets and projects. Included within the authorization is the authority to make internal adjustments up to \$2500.00.
- (6) The Board of Directors shall be responsible for ensuring that the funds of the Organization be accounted for and for ensuring that minutes of annual and general meeting are maintained.
- (7) The Board of Directors may authorize the payment of all expenses incurred in setting up, registering and maintaining the registration of the Organization and Corporation.
- (8) The Board of Directors may take such steps as they deem requisite to enable the Organization to receive donations, benefits and sponsorships for the purpose of furthering the objectives of the Organization.
- (9) The Board of Directors may authorize the use of the RMBR logo pursuant to the bylaws of the organization.
- (10) The Board of Directors may appoint such agents and employees as it deems necessary and such persons shall have the authority to perform the duties prescribed by the Board.

10. SIGNATURE AND CERTIFICATION OF DOCUMENTS

- (1) Contracts, documents, or other instruments in writing requiring a signature of the Organization shall be signed by any two of the Chairperson, Vice-Chairperson, Secretary or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Organization without any further authorization or formality. The Directors shall have power to appoint an officer or officers on behalf of the Organization to sign contracts, documents and instruments in writing. The seal of the Organization, when required, may be affixed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

The terms “contract, documents, or any instruments in writing”; as used herein, shall include deeds, mortgages, hypothecs, charges, conveyances, transfers, and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer, and assignments of shares, stocks, bonds, debentures, or other securities and all paper writings.

11. RESOLUTION AND AMENDMENTS

Notice to amend any by-laws or introduce a new one shall be given in writing at a meeting of the Organization, prior to the meeting or circulated to the members of the Organization present at any general meeting.

12. INDEMNIFIED AND SAVE HARMLESS DIRECTORS AND OTHERS

Every Director or Officer of the Organization or other person who has undertaken or is about to undertake any liability on behalf of the Organization and their heirs, executors, administrators and estate, respectively, shall at all time, be indemnified and saved harmless, out of the funds of the Organization from and against:

(a) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought or prosecuted against him for, or in respect of, any act, deed, matter or things whatsoever made, done or permitted by him in or about the execution of the duties of his office, except such costs, charges or expenses as are occasioned by his own wilful neglect.

(b) All other costs, charges and expenses, which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect.

13. INTERPRETATION

In all by-laws of the Organization, the singular shall include the plural, singular; the word “person”; shall include firms and corporations, the masculine shall include the feminine, Whatever reference is made in any by-law of the Organization or to a statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment or such by-law, statute or section thereof as the case may be.

14. BOOKS AND RECORDS

The books and records of the Organization shall be open to the inspection by members at all reasonable times, upon reasonable notice at the office of the Organization.

15. WINDING UP

It is the unalterable provision of this by-law that members of this Organization shall have no interest in the property and assets of the Organization. Any funds and assets of the Organization remaining after satisfaction of its debts and liabilities shall be distributed to a recognized charitable Organization whose objectives most closely accord with those of this Organization as determined by its members at dissolution.

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BY-LAW NO. 2: BORROWING

1. The Directors may borrow money upon the credit of the Organization named Riding Mountain Biosphere Reserve Inc.

2. The directors may authorize any Director or Directors, member or members, employee or employees of the Organization to make arrangements with reference to money to be borrowed as aforesaid. Whereas to the terms and conditions of the loan thereof and as to the security to be given, therefore with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Organization as the Directors of the Organization may authorize and generally to manage, transact and settle the borrowing of money by the Organization.

3. The directors may authorize a Director or Directors, officer or officers, employee or employees of the Organization or other person or persons whether connected with the Organization, all documents, agreements, and promises necessary or desirable for the purpose aforesaid and to draw, make and accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments in the name and all renewals thereof, or substitutions therefore, if so signed shall be binding upon the Organization.

4. The powers hereby conferred shall be deemed to be in supplement of, not substitution for, any power to borrow money for the purposes of the Organization, possessed by its Directors or officers independently of this by-law.

Dated this day of , 2008.

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