

**MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.
BYLAWS**

Article I INTERPRETATION

- 1.01 Definitions. The following terms have these meanings in these Bylaws, unless the context otherwise requires:
- (i) "Act" means the Manitoba Corporations Act (C.C.S.M. c. C225) as amended;
 - (ii) "Board" means the Board of Directors of the corporation;
 - (iii) "Board" means the Board of Directors of the corporation;
 - (iv) "Board Meeting" means a meeting of the Board of Directors;
 - (v) "Bylaws" means these bylaws as amended from time to time;
 - (vi) "Director" means an individual elected or appointed to serve on the Board pursuant to these Bylaws;
 - (vii) "Member" means all registered members of the corporation including those individuals and associations, incorporated or unincorporated, as described herein;
 - (viii) "Members Meetings" means the Annual Meeting and Special Meetings;
 - (ix) "The corporation" means Manitoba Nursery Landscape Association Inc.;"
 - (x) "Ordinary Resolution" means a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members;
 - (xi) "Special Meeting" means a duly-called special meeting of the members that is not an annual meeting;
 - (xii) "Special Resolution" means a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members.
- 1.02 Interpretation. In this Bylaw, words importing the singular include the plural and vice versa. Words importing the masculine gender shall include the feminine and neuter genders. Words importing an organizational name, title or program shall include any successor organizational name, title or program.
- 1.03 No Gain for Members. The corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the corporation will be used in promoting its objectives.
- 1.04 Ruling on Bylaws. Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.

Article II MEMBERSHIP

- 2.01 Admission of Members. No organization or individual shall be admitted as a member unless:
- a) It satisfies the qualifications for membership as stated in these bylaws;
 - b) It has made written application in the form prescribed by the Board;
 - c) It has been approved as a member by the Board or such individual delegated such authority;
 - d) It has paid such membership dues as may be determined by the Board from time to time;
 - e) At the time of application, the organization or individual is and has always been a member in good standing of the corporation, unless by approval of the Board; and
 - f) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member.
- 2.02 Classification of Members. The membership of the corporation shall consist of:
- a) Class A Members (Voting)
 - (iv) Class A voting membership shall be available only to individuals who have applied and have been accepted for Class A voting membership in the corporation
 - (v) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the corporation.
 - (vi) Each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

- b) Class B Members (Non-Voting)
 - (iv) Class B non-voting membership shall be available only to individuals who have applied and have been accepted for Class B non-voting membership in the corporation.
 - (v) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the corporation.
 - (vi) A Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of corporation.

2.03 Dues. Membership dues for all categories of Membership will be determined annually by the Board.

2.04 Member in Good Standing. A member shall be deemed to be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the corporation;
- d) Has complied with the Articles, Bylaws, policies, rules and regulations of the corporation;
- e) Is not subject to a disciplinary investigation or action by the corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Had paid all required membership dues.

2.05 Cease to be in Good Standing. Members who cease to be in good standing, as determined by the Board of Directors, will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

2.06 Transfer of Membership. A membership may not be transferred to the corporation.

2.07 Termination of Membership

- a) A Membership in the corporation is terminated when:
 - (iv) The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
 - (v) A member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
 - (vi) The member resigns by delivering a written resignation to the President of the corporation in which case such resignation shall be effective on the date specified in the resignation;
 - (vii) Notwithstanding expulsion from membership, a member and former member remains liable for any membership dues owing prior to expulsion;
 - (viii) In addition to expulsion for failure to pay membership dues, a member may be suspended, expelled or otherwise disciplined in accordance with the corporations policies and procedures relating to discipline of members;
 - (ix) The member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
 - (x) The member's term of membership expires; or
 - (xi) The corporation is liquidated or dissolved under the Act.

2.08 A special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions.

ARTICLE III MEMBERS' MEETINGS

3.01 Location and Date. Members' Meetings shall be held in at a location in Manitoba as designated by the Board at such date, time and place as determined by the Board.

3.02 Annual Meetings. The Annual Meeting shall be held annually at such time and on such day as shall be determined by the Board but within 90 days from the fiscal year end for the association (between October 1 and December 31 annually).

- 3.03 At the Annual meeting, the most recent financial statements shall be reviewed and Directors shall be elected. All other transactions as may properly be brought before the Annual Meeting shall be done so.
- 3.04 Notice of Members' Meeting. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
- a) By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- 3.05 Members Calling a Members' Meeting. The Board of Directors shall call a Special Meeting of members on written requisition of members carrying not less than 5% of the voting rights of the voting members at the time of receipt of the written requisition. If the Directors do not call a meeting within twenty-one days of receiving the requisition, any member who signed the requisition may call the meeting.
- Notices of Motion. Any Director, any Delegate, or the Board, through its Chair, may, in compliance with the notice provisions of this Section, propose, by way of motion to be considered at a Members' Meeting, an amendment to any Bylaw of the corporation or adoption or discussion of any matter relevant to the corporation. All motions to be considered at any Members' Meeting must be in writing and must be received by the corporations Secretary at least thirty (30) days prior to the Annual Meeting or twenty-one (21) days prior to a Special Meeting. Such notices of motion shall be sent in writing by the Secretary to all Voting Members not less than fourteen (14) days prior to the Annual Meeting or Special Meeting.
- 3.06 Bylaws Amendments. The Bylaws of the corporation shall not be amended or rescinded except at the Annual Meeting or a Special Meeting.
- 3.07 Chair of the Members' Meetings. The President shall be the chair of any Members' Meeting. In the President's absence, the Secretary shall preside over the meeting. In the absence of both the President and Secretary, Officers and Directors of the corporation shall delegate one of their numbers who shall act as chair of such Members' Meetings.
- 3.08 Quorum. A quorum at any Members' Meeting shall be twenty percent (20%) of the members entitled to vote at the meeting at the time of the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- 3.09 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the corporation at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.
- 3.10 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.
- 3.11 Voting.
- a) At every Members Meeting, every motion shall, unless otherwise required by these Bylaws, be determined by an ordinary resolution.
- b) Voting shall be by show of hands, in writing or orally, except in respect of elections, or in situations where a secret ballot is specifically requested by a Delegate.
- c) In the case of a tie, the chair presiding over the Members' Meeting shall have the deciding vote on any such matter.
- 3.12 Proxy Voting – Voting by proxy shall be permitted when an voting member delegates their vote in writing to another principal shareholder or designated representative in a partnership or corporation or to another Active Member present

Article IV THE BOARD OF DIRECTORS

- 4.01 General. The Board of Directors (Board) shall consist of eight (8) Directors including the appointed Past President
- 4.02 Powers. Except as otherwise provided in the Bylaw, the Board has the powers of the corporation and may delegate any of its powers, duties and functions. Without limit the generality of the foregoing:

- a) The Board may make policies, procedures and rules for managing the affairs of the corporation;
- b) The Board may make policies, procedures and rules relating to the registration of members and shall have the authority to register members accordingly;
- c) The Board may make policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
- d) The Board may make policies, procedures and rules relating to the management of disputes within the corporation and shall have the authority to deal with all disputes accordingly;
- e) The Board may make policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the corporation and shall have the authority to manage these accordingly;
- f) The Board may establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee; and
- g) The Board may appoint or employ such persons as it deems necessary to carry out the work of the corporation;

4.03 Eligibility. Individuals who are not less than eighteen years of age, are representatives of companies or organizations with voting rights in good standing, who have the power under law to contract, and who are a resident of Manitoba as that term is defined in the Income Tax Act (Canada) may be nominated for election as a Director. Employees or contract employees of the corporation are not eligible to be nominated for election as a Director. Should a board member lose their job during the course of their term they are entitled to fulfill their role as director until such time they become re-employed in the Nursery/Landscape profession or the next AGM whichever comes first.

a.) Winners are the nominees receiving the greatest number of votes. In the case of a tie, the tied nominees will be subject to a second vote. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors in place immediately before the Annual General Meeting by resolution.

b.) Ballots shall be received from the voting members and counted by the Nominations and Elections Committee. For ballot counting purposes, the President shall appoint a replacement for any member of the Nominations and Elections Committee who has been nominated for an elective position. Regardless, a minimum of three scrutineers will count the ballots. Once the election results have been finalized and duly recorded the ballots will be destroyed by the scrutineers.

4.04 Term. All Directors, with the exception of the Past President shall serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. In the years ending in an even number, four (4) Directors shall be elected; in the years ending in an odd number, three (3) Directors shall be elected. Directors may serve no more than three consecutive terms and then may not be elected/appointed for another term until he/she has been off the board for at least two years. After at least a two-year absence from the board, former board members are eligible for election/appointment.

4.05 Vacancy. Where the position of a Director becomes vacant during the course of a term, for whatever reason, the Board may appoint a qualified individual to fill the vacancy until such time as a Director is elected in accordance with these Bylaws.

4.06 Resignation. A director may resign from the Board at any time by presenting his notice of resignation to the Board. The resignation shall become effective the date on which the request is accepted by the Board.

4.07 Discipline. If a Director resigns when he is subject to a disciplinary investigation or action by the corporation, such investigation or action shall continue to its conclusion notwithstanding that the Director has resigned.

4.08 Removal. A Director may be removed by Special Resolution of the Members at a Special meeting, provided that the Director has been given notice of the Special Meeting and the opportunity to be present and to be heard at the Special Meeting. The office of a Director shall be vacated automatically upon the Director's death; the Director becomes bankrupt; if the Director, without reasonable excuse, fails to attend three (3) consecutive meetings of the Board, or four (4) meetings in a twelve month period.

Article V MEETINGS OF THE BOARD OF DIRECTORS

- 5.01 Quorum. At any meeting of the board of Directors, quorum shall consist of the majority (5 of 8) of Directors holding office.
- 5.02 Frequency of Meetings. The board shall meet no fewer than six (6) times in each financial year of the corporation, which meetings shall be held at a time and place to be determined by the Board.
- 5.03 Notice. Notice of the time and place of each Board Meeting shall be provided verbally or in writing by the President at least fourteen (14) days prior to the date of the Board meeting. In urgent situations and at the sole discretion of the President, a Board meeting may be called with three (3) hours' notice. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 5.04 Place of Meetings. Board Meetings shall be held at the office of the corporation or elsewhere as the Board may determine. Upon the consent of all Directors, any Board meeting of the corporation may be conducted by telephone or any other communication facility that would permit all participating Directors to hear each other simultaneously. The minutes of each meeting shall be recorded by the Secretary or designate. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.
- 5.05 Chair of the Board. The President of the corporation, or in his absence, a Director delegated by the Board, shall preside as chair over all Board Meetings.
- 5.06 Votes. Subject to Section 5.07 herein, every Director in attendance at or participating in each Board Meeting of the corporation shall have one vote.
- 5.07 Votes to Govern. At all Board Meetings of MBNLA, every question shall be decided by a majority of votes cast (5 of 8) unless otherwise specified herein. The Chair of the meeting shall not vote. In the event of a tie, the Chair shall declare the question has not been decided and shall set a date for further deliberation and decision on the matter. After further deliberation, if the vote remains tied, the question shall be defeated.
- 5.08 No Proxies. Directors may not at any time appoint a proxy to represent them at Board Meetings of the corporation.
- 5.09 Remuneration. Directors shall not receive any remuneration or any profit from their position as Directors either directly or indirectly, other than reimbursements for reasonable disbursements, disbursements for traveling, and other expenses reasonably incurred in discharging their office as Director.
- 5.10 Executive Director. The Executive Director shall attend and participate in all Board Meetings of the corporation but shall not be authorized to vote thereat.
- 5.11 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

Article VI. OFFICERS

- 6.01 Officers. The Officers of the corporation shall be:
- 6.01.1 President
 - 6.01.2 Treasurer
 - 6.01.3 Vice President/Secretary
 - 6.01.4 Executive Director- Ex Officio (non-voting)
- 6.02 Manner of Election or Appointment. The Board shall within thirty (30) days after the Annual Meeting elect a President, Treasurer and Secretary of the corporation. The position of Executive Director shall be filled consequent to a contract of employment upon such terms and conditions as the Board may approve. The President, Treasurer and Secretary must be Directors. No Director shall hold more than one position as an Officer.

- 6.03 Term. All officers of the corporation, except the Executive Director, shall hold office for a term of one year. No officer may hold the same officer's position for more than 2 consecutive Officer terms (2 years).
- 6.04 Vacancy. Except in the case of the Executive Director, where the position of an Officer becomes vacant for whatever reason, the Board may appoint a qualified candidate to fill the vacancy for the remainder of the officer's term.
- 6.05 Removal. Except in the case of the Executive Director, an Officer may be removed by Special Resolution of the Directors at a board meeting, provided that the Officer has been given notice of and the opportunity to be present and to speak at the board meeting.
- 6.06 President.
- 6.06.1 The President shall preside as chair over Annual meetings, Special Meetings and Board Meetings. The President shall, subject to the powers and duties of the Board, oversee the general management of the corporation, and shall have such other powers and duties as may from time to time be delegated to the President by the Board.
- 6.06.2 In the absence or disability of the President, the Board shall delegate the powers and duties of the President to the Vice President.
- 6.07 Treasurer. The Treasurer shall:
- 6.07.1 Provide direction to the Board and the Executive Director on the management and reporting of the financial affairs of the corporation.
- 6.07.2 Ensure the corporation keeps proper accounting records as required by the Act, deposits all monies received by the corporation in the corporation's bank account, and accurately accounts for the disbursement of funds.
- 6.07.3 Cause to be prepared and presented to the Board regular reports on the corporation's financial transactions and financial position.
- 6.07.4 Have such other powers and duties as may from time to time be delegated to him by the Board.
- 6.08 Vice President/Secretary. The Secretary shall:
- 6.08.1 Cause to be recorded minutes of all Board Meetings, Annual Meetings and Special Meetings.
- 6.08.2 Cause to be issued, when so instructed, notices to Directors and Members.
- 6.08.3 Oversee the custody of the corporate records and corporate seal of the corporation.
- 6.08.4 Ensure that all official documents and records are properly kept.
- 6.08.5 Perform such other duties as may from time to time be delegated to the Secretary by the Board.
- 6.08.6 Fulfill the role of President in the absence of the President and act as direct support for the President during the Presidents term of office.
- 6.08.7 Assume the role of Vice-President with the intent of immediately succeeding the current President at the expiration of their term.
- 6.09 Executive Director. Subject to the powers and duties given by the Board, the Executive Director shall manage the day-to-day operations of the corporation.
- 6.10 Remuneration. The President, Treasurer and Secretary shall not receive any remuneration or any profit from their position as such either directly or indirectly other than reimbursement for reasonable disbursements, disbursements for travelling, and other expenses reasonably incurred in discharging their office as President, Treasurer or Secretary.
- 6.11 Idem. The Executive Director shall receive remuneration as determined by the Board.
- 6.12 No Proxies. No Officer of the corporation may appoint a proxy to represent them at meetings, which they attend in their capacity as an Officer of the corporation.

7 LIABILITY OF DIRECTORS AND OFFICERS

- 7.01 Limitation of Liability. No director or Officer of MNLA shall be liable for the acts or omissions of any other Director or Officer or employee of the corporation or for any loss, damage, or expense suffered by the corporation through the insufficiency or deficiency of title to any property acquired by order of the Board, or in respect of any deficiency of any security in or upon which any monies of the corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of 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 loss or damage which may occur in the execution of the duties of his office in relation thereto or in respect of any other act or omission of a Director in his capacity as such causing loss, damage or expense, unless the same shall happen through his own willful neglect or default.

- 7.02 Indemnity. Every Director and Officer of the corporation and their heirs, executors, administrators and estates, shall from time to time and at all times be indemnified and saved harmless by the corporation from and against all cost, charges and expenses that such Director or Officer sustains or incurs by way of action, suit, or proceeding commenced against him or in respect of any acts, deeds, matters or things whatsoever made, done or permitted by him in or about the execution of the duties of his office except such costs or charges or expenses which are occasioned by his own willful neglect or default. Further indemnity of the Executive Director is stated in the Executive Director's contract.
- 7.03 Will Not Indemnify – The corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty or bad faith.
- 7.04 Insurance – The corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

8 CONFLICT OF INTEREST

- 8.01 A Director, Officer or member of a committee who has an interest in a proposed contract or transaction with the corporation shall, in accordance with the Conflict of Interest Policy of the corporation:
- 8.01.1 Disclose fully and promptly the nature and extent of such interest to the Board;
- 8.01.2 Refrain from voting or speaking in debate on such contract or transaction; and
- 8.01.3 Refrain from influencing the decision on such contract or transaction.

9 COMMITTEES

- 9.01 Formation of Committees: The Board may establish such committees as it deems necessary for managing the affairs of the corporation.
- 9.02 Terms of Reference. The Board shall establish terms of reference and operating procedures for committees, and may delegate any of its powers, duties and functions to any committee.
- 9.03 Appointment and Removal!. The Board may appoint any individual to any committee and may remove any member of any committee.
- 9.04 Vacancy. When a vacancy occurs on any committee the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.
- 9.05 No Remuneration - All members of Committees will serve their term of office without remuneration except for reimbursement of expenses as per Board approved policy.

10 FINANCIAL YEAR

- 10.01 Determination. The financial year of the corporation shall end on September 30 of each year.

11 FINANCE AND MANAGEMENT

- 11.01 Execution of Instruments. Contracts, agreement, deeds, leases, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, document, reports, or any other instruments in writing to be executed by the corporation shall be executed by the Executive Director and a Director, Officer or other individual, as designated by the Board. In addition, the Board of Directors may from time to time direct a manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed.
- 11.02 Bank - The banking business of the corporation will be conducted at such financial institution as the Board may designate.

11.03 Books and Records - The necessary books and records of the corporation required by these Bylaws or by applicable law will be necessarily and properly kept.

12 AMENDMENT OF BYLAWS

12.01 Approval. The Bylaws of the corporation may only be amended, revised, repealed or added to by a Special Resolution at an Annual Meeting or Special meeting, for which proper notice has been given. Changes must be approved by two thirds of the voting members in attendance at the meeting add where a quorum is present. The notice of such a meeting must include the details of the proposed changes to the Bylaws.

12.02 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote at the meeting and entitled to vote at the meeting where a quorum is present.

13 NOTICE

13.01 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the corporation, Director or Member, as the case may be.

13.02 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

13.03 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

14 DISSOLUTION

14.01 Dissolution - Upon the dissolution of the corporation, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the corporation as determined by the Board of Directors.

15 ADOPTION OF THESE BYLAWS

15.01 All prior Bylaws of the corporation are hereby repealed provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

Ratified and confirmed by the Members at a dually called and constituted Annual General Meeting held on the 26 day of November, 2020.