

**Bylaws and Constitution of
Manitoba Association of Regional Recyclers**

Article I – Name

The name of the organization shall be Manitoba Association of Regional Recyclers, Inc. hereafter called the “Organization”.

Article II – Purpose of the Organization

The Organization is a network of individuals, groups and municipal representatives involved in the planning, delivery and management of community-based waste reduction, reuse, recycling and management activities in Manitoba. It provides information exchange between members, government representatives and relevant sectors of the business community and industry.

Article III – Membership Categories

1. Any individual, organization, or municipality that is involved in or interested in recycling and waste reduction may become a member upon application and payment of annual membership fee as established by the Board of Directors.
2. General membership categories will be as established by the Board of Directors and may include, but are not limited to:
 - Municipalities and First Nations/Northern Affairs communities
 - Local/Regional Recycling agents
 - Government/Public Sector agencies
 - Recycling and Waste Management businesses , industries
 - Producer Responsibility/Stewardship organizations
 - Other interested organizations
 - Interested individuals
3. All memberships shall have one vote at membership meetings with the exception of the individual members who shall not have a vote.
4. Memberships are valid for one year upon payment of fees.
5. Membership fees are not refundable.
6. Members who have not paid the annual membership fee by the Annual General Meeting shall be considered as lapsed and shall not have a vote at its proceedings.
7. A member may resign from the Organization with written notice to the Board of Directors or by not renewing membership.
8. The Board of Directors by simple majority vote at any Director’s meeting may order the termination of a membership. A person whose membership has been terminated by the Board of Directors may appeal the decision at the next membership meeting or at a special meeting of general membership called in the manner specified in these bylaws. The Director’s order can be

rescinded only by a majority of at least two-thirds of the members present and casting votes at the meeting.

Article IV – Membership Meetings

1. There shall be not less than two membership meetings held each year including the Annual General Meeting on a day named by the Board of Directors.
2. The annual meeting of the Organization shall be held no later than April 30th each year.
3. There shall be 28 days written notice of all membership meetings to all members by mail or email. This notice must include the date and time, location and agenda for the meeting.
4. Representation from at least five percent of the current membership is needed for quorum at membership meetings.
5. The business of the Annual General Meeting shall include:
 - a) To receive and pass the financial statements of the Organization
 - b) To receive an annual report from the Chairperson or designate.
 - c) To receive and decide upon resolutions pertaining to the Organization and its programs,
 - d) To discuss and decide upon amendments to the Organization's bylaws
 - e) To elect members to the Board of Directors.
6. Resolutions will be accepted at the office of the Organization prior to the meeting date and at the Annual General meeting.
7. Motions shall be decided by a simple majority of the members present at a meeting unless a majority of members present request a higher majority for a vote.
8. Voting shall be by a show of hands except where a motion is passed requiring a ballot vote.
9. Email and Proxy voting on special issues may be permitted by decision of the Board of Directors. Such votes will require two weeks' notice with information about the issue to be decided.
10. Special membership meetings may be called by the Board of Directors or by ten percent of the active members to deal with issues related to policies or activities of the Organization.
11. If ten percent of members request a special membership meeting, the Board of Directors shall call the meeting not more than five weeks after the request is received by a member of the Board of Directors or the Organization's manager.

Article V – Board of Directors

1. The Board of Directors shall conduct the business of the Organization and carry out its mission statement, objectives, and policies.
2. Composition –
 - a) The Board of Directors of the organization shall consist of not less than five and not more than ten members each having one vote.
 - b) The Board shall work towards electing two members from each of the following membership categories: elected municipal/First Nations/Northern Affairs officials, municipal employees and recycling/waste management organizations.
 - c) The Board shall seek to have representation from urban, rural and northern/remote communities.

- d) The Executive officers of the Board shall consist of a chairperson, vice-chairperson, secretary and treasurer which will be chosen at the first Board meeting following the AGM.
 - e) The remaining members will serve as members at large for the Organization.
3. Terms of office
- a) Board members shall serve a two year term.
 - b) Half of the Board will be elected at the Annual General Meeting each year with the exception of the Inaugural Board. One half of the members of the Inaugural board will serve a one year term. If the one year terms cannot be determined by consensus a draw of names shall determine the one year terms.
 - c) A board member can be elected for an indefinite number of terms.
 - d) Any vacancies on the Board of Directors which occur between Annual General Meetings may be filled by appointment by the Board of Directors to complete the vacated term.
 - e) Election Procedure
 - a) A nominating committee of one to three Board members shall be appointed by the Board following each Annual General Meeting to make recommendations of individuals who will let their name stand for election to the Board.
 - b) Individuals from members in good standing may also be nominated at the Annual General Meeting.
 - c) Absent members may be nominated if written consent of the individual is received at the meeting.
 - d) The election of members of the Board of Directors shall be by ballot at the Annual General Meeting.
4. The Board of Directors shall meet at least four times a year. Board members may participate by conference call at all meetings except one which will be face to face.
5. Quorum – Quorum for Board meetings shall be 50% of Board members plus one.
6. Where a Director has, without reasonable explanation, missed more than 50% of Board meetings within a year, the Board may by a motion and simple majority vote to ask for the resignation of the Director. If the Director refuses to comply, the matter will be taken to the membership at the next regular membership meeting.
7. A member of the Board can be removed by a majority vote of the Board of Directors of the Organization for conduct that is harmful to the Organization.
8. If any member of the Board or member of his/her immediate family could benefit, personally or otherwise, from any activity of the Organization, or decision being considered by the Board of Directors, he/she shall declare the conflict of interest and abstain from all related discussion and votes.
9. No remunerations shall be paid to members of the Board of Directors other than compensation for expenses incurred while on Organization *business that have been approved by the Board of Directors*. Rates of remuneration shall be decided by the Board.

Article VI – Financial Policy

1. The fiscal year of the organization shall begin on January 1 of each calendar year.
2. The Board of Directors of the Organization shall ensure that proper records and accounts of all transactions of the Organization are kept.
3. All funds of the Organization shall be deposited in one or more accounts in the name of the Organization at a chartered bank or credit union designated by the Organization.
4. All cheques, promissory notes, bills of exchange or other negotiable instruments shall be executed in the name of the Organization. Three individuals shall be designated as signing authorities. The Board of Directors shall follow established financial policies regarding required signatures for the transaction of the Organization's business.
5. In presenting the financial statement to the Annual General Meeting:
 - a) A copy of the annual Financial Statement shall be made available to all members at the Annual General Meeting
 - b) No financial statement shall be released or circulated unless it has been approved for presentation by the Board of Directors.
 - c) Following the membership's approval, the Annual Financial statement shall be signed by two or more board members.
6. The Organization shall make available the financial statements at the office of the Organization, or provide any member, upon written request with a copy free of charge.

Article VIII – Recordkeeping

A record of proceedings and decisions at all membership and Board of Directors' meetings shall be kept at a location specified by the Board of Directors.

Article XI –Amendments to the Bylaws

The process for amending the bylaws of the Organization shall be:

- a) All members of the Organization shall receive six weeks written notice of proposed bylaw amendments by mail or email.
- b) Members may register their vote by attending the general membership meeting where the proposed changes are on the agenda or by mail or email received by the administrative officer of the organization up until the time that the vote is taken.
- c) The Bylaws of the Organization can only be amended if a two thirds majority of members present and voting by email or mail are in favour of the proposed amendment.

Article X – Ratification

1. The initial bylaws of the Organization shall come into effect upon the ratification by the current Board of Directors.
2. Upon ratification the Bylaws shall be signed by two members of the Board of Directors including the chairperson.

3. The original copy will be kept at the office of the Organization.
4. A copy shall be made available at all meetings of the Organization.

Article XI – Dissolution of the Organization

In the event of the Organization dissolving or becoming completely inactive, the remaining assets of the Organization shall be given to a non-profit or charitable organization in the province of Manitoba whose objectives match those of the Organization.

Approved as first bylaws the 22nd day of April, 2016

Per _____
Signature

Print name

Per _____
Signature

Print Name

Per _____
Signature

Print name