



CARMAN WELLNESS CONNECTIONS INC.

THESE ARE THE GENERAL BY-LAWS OF CARMAN WELLNESS CONNECTIONS INC.

THE FOLLOWING IS HEREBY ENACTED AS THE BY-LAWS OF CARMAN WELLNESS CONNECTIONS INC. AND FROM THIS POINT ON REFERRED TO AS “CWC”.

1. PURPOSE

Carman Wellness Connections Inc. exists to explore and achieve community solutions to address poverty and promote wellness in our community.

2. INTERPRETATION

2.1 In all by-laws of the Organization the singular shall include the plural; the word “person” shall include organizations and businesses; any reference to gender shall include feminine, masculine and/or gender neutral.

2.2 The term “Working Groups” refers to all CWC committees established by the Board of Directors.

2.3 The term “Board Member” or “Director” shall be used interchangeably and refers to the elected 9-15 persons.

2.4 The term “CWC Member” refers to any person actively involved in a Working Group.

3. REGISTERED OFFICE

The Registered Office of Carman Wellness Connections Inc. will be in the Province of Manitoba as the Board of Directors of CWC may decide.

4. BOARD MEMBERSHIP

4.1 Membership on CWC Board is open to any person who has an interest and commitment to furthering the purpose, vision and activities of CWC in a manner that reflects the organization's vision and values.

4.2 Any organization/business wishing to become a Board member, shall name an individual who will act as the representative of their organization.

4.3 Board membership shall be acquired through a nomination process with the Executive Committee and approval of the CWC Membership by majority vote.

4.4 There shall be no membership fees or dues unless otherwise determined by the CWC Board from time to time.

4.5 Any Member may withdraw their membership in CWC through notification of withdrawal either verbally, in writing or by electronic means to the Executive Committee.

4.6 Any Board Member may be required to resign if they fail to conduct themselves in a manner consistent with the values, objectives or best interests of CWC. Removal will be a decision of the Board of Directors.



4.7 Ex-officio non-voting member(s) may be included at the direction of the Board for the purpose of communication and collaboration with other community stakeholders, which may include – working group members, local government, local health/social and economic services.

5. BOARD COMPOSITION

5.2 Subsequent Directors shall be elected by the membership and shall hold office for a term of 2 years for a maximum of 3 consecutive terms at which time they must wait at least one year before being reappointed to the Board.

5.3 The Board shall consist of no less than 9 to a maximum of 15 Directors. The composition of the Board shall be inclusive of a minimum of 3 individuals with lived experience of poverty, reflective of CWC's values.

5.4 The Board shall include any ex-officio non-voting members as may be determined by the Board.

5.5 A Director may not be a member of the immediate family of an employee of CWC.

5.6 Each Director shall serve without pay and no Director shall directly or indirectly receive any profit from their position as such, except in the case of Board members who may receive Volunteer Benefits from outside sources e.g. government related to their source of income.

6. ROLE OF THE BOARD OF DIRECTORS

The Board of Directors are all equally responsible to:

6.1 Coordinate the work of CWC, establish a vision and values, goals and appropriate policies and processes for its operation, and carry out the objectives of CWC as directed by the membership.

6.2 Establish Working Groups and connect with community organizations in the development and implementation of action plans towards achieving identified CWC goals, providing them with necessary information and resources.

6.3 Ensure input from those with lived experience are part of the planning and implementation of CWC goals and action plans.

6.4 Provide support and training to Board members and working groups.

6.5 Secure funding, including grant applications, donations and sponsorships.

6.6 Develop annual budget, and authorize all expenditures, ensuring that funds of CWC are accounted for with accurate records that are properly maintained.

6.7 Take the necessary steps to enable CWC to receive donations and benefits for the purpose of furthering the objectives of the Organization.

6.8 Develop a communication plan to ensure consistent communication and consultation between the Board, Working Groups, other community stakeholders and the community as a whole.

6.9 Establish a collaborative working relationship, to align the work of CWC with local government in relation to poverty reduction in our community.

6.10 Stay informed in regard to the provincial and federal poverty reduction strategies and explore potential collaboration/partnerships in alignment with the CWC Community Action Plan.

6.11 Identify reliable outcome indicators, including any local data and evaluation processes that will be useful in measuring the impact of our actions plans in reducing poverty in our community.



6.12 Delegate and oversee the responsibilities of the Executive Committee.

6.13 Recruit and provide supervision to any staff, and appoint any employee as required to sit as ex-officio, non-voting member of the Board.

6.14 Deliver the CWC annual meeting.

6.15 Attend and participate in all scheduled Board meetings.

7. BOARD MEETINGS

7.1 The Board of Directors shall meet a minimum of 8 times per year.

7.2 Directors shall receive at least 1 week notice of meetings.

7.3 Quorum will be 50% of Directors inclusive of at least three Executive Committee members in attendance.

7.4 Each Director will have one vote, Decisions will be by simple majority vote of Directors in attendance. In the event of a tie vote the acting chair shall be the deciding vote. Voting may be by show of hands unless otherwise directed by the Membership shall be acquired through a registration process with the Executive Committee and approval of the Board by majority vote.

7.5 Directors may participate in a meeting virtually (when available) in a matter that provides adequate security for the business to be conducted. A Director participating is recorded as present at the meeting and their vote on any motion shall be counted and recorded.

7.6 The Annual Meeting shall be held within 6 months of the previous fiscal year end. Twenty-one days of notice of such meeting shall be given to every member of CWC. The Annual Meeting is open to the public, but only CWC Members will have voting privileges.

7.7 The annual general meeting shall always:

- Receive the Board chair report.
- Receive the Community Action Plan – Annual report.
- Receive a comparative annual financial report that has been reviewed by an internal committee of 3-5 Board members and/or independent individuals approved by the Board or a Compilation report prepared by the approved accountant.
- Approve the annual financial review obligation and accountant for the upcoming year as determined by the Board or legal requirement.
- Elect a Board of Directors for the following year.
- Deal with any business brought before it.

7.8 A special general meeting of CWC may be called at any time by a minimum of 20% of The Board of Directors with the purpose of the meeting to be stated in the request. It shall be the responsibility of the Directors to ensure that one week notice of such meeting shall be given to every CWC Board member.

7.9 The rules of procedure at any general meeting of the Organization shall be determined at the first general meeting and may be amended by a formal written motion.



8. OFFICERS

8.1 The Officers of CWC shall consist of Chair/ Co-Chairs, Secretary and Treasurer, and such other officers as the Board of Directors may determine. There will be at minimum four Officers that make up the Executive.

8.2 All Officers shall be members of the Board.

8.3 The Officers of CWC shall be elected by the Board at the first Board meeting following the annual general meeting.

8.4 Each Officer of CWC shall hold office for two years or until their successor is elected or appointed in their place. An Officer shall be limited to 3 consecutive terms, at which time they must wait at least one year before being reappointed to any officer position.

8.5 If a vacancy occurs in any Officer position through resignation, removal or death, the Board will fill it from among its members for the remainder of the term.

8.6 Any Officer may be required to resign if they fail to conduct themselves in a manner consistent with the values, objectives or best interests of CWC. Removal will be a decision of the Board.

9. ROLE OF THE OFFICERS

9.1 Chair/ Co-Chairs will lead all meetings of the Board and Executive Committee meetings. Chair/ Co-Chairs duties will include responsibility for the following:

- The general management of the business of CWC.
- Preparation of all Executive, Board and Annual meeting agendas.
- Prepare a statement and submit report of the preceding year for approval by the membership at the meeting prior to the annual general meeting.
- May be an Ex-officio member of all working groups established by the Board.
- The Chair/ Co-Chairs shall be designated as signing officers of CWC.

9.2 The Secretary will lead meetings in the absence of the Chair/ Co-Chair at all Board and Executive Committee meetings. Secretary duties will include responsibility for the following:

- Record all votes and minutes of meetings.
- Distribute meeting minutes, and ensure safe storage of all records.
- Other appropriate clerical tasks may be requested as needed by the Board or Executive Committee.
- May be an Ex-officio member of all working groups established by the Board.
- The secretary shall be a designated signing officer of CWC.

9.3 The Treasurer duties will include responsibility for the following:

- Keeping accurate records of all CWC's assets, liabilities, income and expenses.
- Provide a Financial Report to the Chair/ Co-Chairs and Directors at each Board meeting or as requested.



- At the year's end, the Treasurer will transfer the accounting records to the Accounting Firm, approved by the Board, who will prepare financial statements for either compilation, review or audit as required.
- These financial statements will be presented to the Board of Directors, and if so approved included in the Annual Report.
- Ensure all government filing requirements are completed by deadlines.
- May be an Ex-officio member of all working groups established by the Board.
- Treasure shall be a designated signing Officer of CWC.

9.4 The duties of any other Officers will be assigned by the Board after the position is created by the Board.

9.5 In all cases of death, resignation, retirement or removal from position of an Officer, all books, papers, vouchers, money digital files and other property in the Officer's possession or under the officer's control belonging to the Organization shall be delivered to the Board of Directors.

10. COMMITTEES

10.1 Role of the Executive Committee

10.1.1 The Executive committee shall consist of the Chair/ Co-Chair, Secretary, Treasurer and any such persons deemed necessary and appointed by the Board.

10.1.2 The Executive Committee will carry out any duties assigned by the Board and any items identified by the Board as requiring action between meetings. The Executive Committee shall report back the status of all such activity at the next Board meeting.

10.1.3 The Executive Committee is responsible for keeping any books and records that the by-laws or any law requires.

10.1.4 Executive Committee Meetings will be held at the call of the Chair/ Co-Chair as required or as directed by the Board.

10.1.5 A quorum shall be at least 50% of the Executive Committee Members.

10.1.6 The Executive Committee will provide recommendations to the Board for review and approval, and will only make decisions when given the authority by the Board as required.

10.2 Role of the Finance Committee

10.2.1 The Finance Committee is to provide oversight and guidance on the financial operations of Carman Wellness Connections Inc. (CWC), and to recommend financial controls, prepare budgets, collaborate with grants coordinator.

10.2.2 The Finance Committee will consist of at least 3 members volunteered or selected by the Board. The Nominations Committee will then select a Chair for the Committee.

10.2.3 Members of the CWC Board and Working Groups are eligible to be part of the Finance Committee. In addition, individuals with relevant finance expertise from outside the organization may be invited to join the committee as ex-officio members, subject to Board approval.

10.2.4 Committee members as approved by the Board of Directors will hold a one-year term.

10.2.5 Roles and Responsibilities:



- To prepare and recommend the annual budget to the Board using the working group action plans to forecast financial requirements.
- Monitor financial performance, ensure that financial reports are accurate and timely, and are presented monthly to the Board.
- Advise on financial planning and investment strategies.
- Review financial policies and recommend changes for improvements.
- Ensure compliance with legal and regulatory financial requirements i.e. annual audited financial statements, monthly source deductions, annual charity return.
- Review monthly bank statements and cancelled cheques to ensure accuracy.
- Compare proposed budget to actual account balances on a quarterly basis. Update and submit for board approval if necessary.

10.2.6 The Finance Committee will meet quarterly or as needed upon request of the Board. All meetings will ensure equal participation from members.

10.2.7 Members of the Finance Committee are expected to keep discussions and recommendations confidential until approved by the Board.

10.2.8 The Finance Committee will be supported by the organization's designated financial staff or advisors.

10.2.9 Any expenses related to the committee's work will require pre-approval by the Board.

10.3 Role of the Human Resource Committee

10.3.1 The Human Resource Committee is to provide support and guidance to the Carman Wellness Connections Inc. (CWC) Board and staff in achieving effective and legally compliant human resource (HR) practices that align with CWC's values. The HR Committee will offer oversight on employment matters, ensuring fairness, clarity, and continuous improvement in HR management.

10.3.2 The HR Committee will consist of at least 2-3 members, including at least one member from the Board. The HR Committee will then select a Chair for the Committee.

10.3.3 Members of the CWC Board and Working Groups are eligible to serve on the HR Committee. In addition, individuals with relevant human resource expertise from outside the organization may be invited to join the committee, subject to Board approval.

10.3.4 Committee members will be approved by the Board of Directors for a one-year term, renewable as needed.

10.3.5 Roles and Responsibilities:

- HR Policy Review and Development:
Annual review and recommended updates to HR policies and the Employee Handbook to ensure clarity, fairness, and compliance with current laws and best practices.
- Performance Management Support:
Support Supervising Staff by helping set clear expectations and goals. Assist with performance reviews or provide input when requested.
- Compensation and Benefits:
Review and provide recommendations to the Board to ensure employee compensation and benefits are fair, competitive, and support staff retention.



- Legal Compliance and Risk Management:

Monitor and advise on compliance with employment legislation. Identify and help mitigate HR-related risks involving equity, safety, or employee rights.

- Recruitment, Retention, and Succession Planning:

Participate in staff recruitment processes as needed. Advise on strategies for attracting and retaining talent and support succession planning. Refer to Employee Handbook Package 6.1 - Search Committee.

- Confidentiality:

Maintain confidentiality of all employee-related information. Ensure secure handling and storage of sensitive HR documents and communications.

- Reporting:

The HR Committee will submit reports to the Board of Directors summarizing its activities, recommendations, and any significant HR-related issues or trends, while strictly maintaining the confidentiality of individual employee information. Reports will be provided three times a year and additionally as needed or upon request by the Board.

10.3.6 The HR Committee will meet at least three times per year to review policies and additionally as needed or upon request of the Board or Supervisor. Meetings will ensure that all members are able to participate equally.

10.3.7 The HR Committee keeps all employee information private, such as personal details, performance feedback, and any issues related to discipline. They make sure this information is secure.

10.3.8 Any expenses related to the committee's work will require pre-approval by the Board.

10.4 Role of the Nominations Committee

10.4.1 The Nominations Committee is to identify individuals for the Carman Wellness Connections Inc. (CWC) Board of Directors, generally to be approved at the AGM, but also to fill vacancies throughout the year.

10.4.2 The Nominations Committee will consist of at least 3 members volunteered or selected by the Board. The Nominations Committee will then select a Chair for the Committee.

10.4.3 Members of the CWC Board and Working Groups are eligible to be part of the Nominations Committee.

10.4.4 Committee members will be approved by the Board of Directors for a one-year term.

10.4.5 Roles and Responsibilities:

- A. To consider the number of vacancies on the Board.
- B. To identify and contact potential Board members and share the volunteer package.
- C. To contact current Board members to determine whether they are prepared to complete their term and/or consider an additional 2 year term.
- D. To ensure the public is aware of the opportunity to serve on the Board.

10.4.6 The Nominations Committee will meet as needed or upon request of the Board. Meetings will ensure all participants can participate equally.



10.4.7 The Nominations Committee will be supported by designated staff members.

10.4.8 Any expenses related to the committee's work will require pre-approval by the Board.

11. WORKING GROUPS

11.1 Active members of a CWC Working Group, as defined by their lead, are considered CWC Members and have voting privileges at both Board Meetings and Annual General Meeting.

11.2 The Board of Directors shall establish and support Working Groups as needed for the purpose of planning and implementation of community action plans to meet identified goals of CWC or as deemed necessary to carry out the objectives of CWC.

11.3 Working Groups will self-organize and appoint a lead. The Board will assign a Board member to act as a liaison to each Working Group if needed.

11.4 The Working Groups will report to the Board as directed by the Board.

11.5 May be an Ex-officio member of all working groups established by the Board. Individuals on Working Groups can attend Board meetings and/or receive Board meeting minutes upon request.

11.5 Working Groups will identify any additional stakeholders and work in collaboration and partnership to achieve their community action plans.

11.6 Working Groups will submit action plans to the Board, by the designated due date, or prior to implementing, for review and funding considerations.

11.7 Working Groups will collect any pertinent data or survey results to evaluate the effectiveness of their action plans and share as directed by the Board.

12. FISCAL YEAR

12.1 The financial year shall be from January 1 to December 31 in each year or on such other date as the Directors may, by resolution, determine.

13. SIGNING AUTHORITY

13.1 Contracts or any other documents or financial transactions requiring a signature shall be signed by the Treasurer, together with the Chair, Co-Chairs or Secretary as designated signing authorities or any other signing authority as appointed by the Board of Directors.

14. RESOLUTIONS AND AMENDMENTS

14.1 The by-laws of the Organization may be amended at any general meeting of CWC by an ordinary resolution adopted by two-thirds majority vote of the members of the Organization present and voting at the meeting.

14.2 Notice to amend any by-law or introduce a new one shall be given in writing at a meeting of CWC Board of Directors prior to being added to the agenda of the next Board meeting for discussion and approval.

15. INDEMNITIES TO DIRECTORS AND OTHERS

15.1 The Board shall ensure there is general liability insurance coverage for the Board Members and individuals on identified working groups in the work they do on behalf of CWC.

15.2 CWC has liability coverage as per the Town of Carman policy.



16. BOOKS AND RECORDS

16.1 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 CWC.

17. WINDING UP

17.1 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, and that upon dissolution or winding up 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 in the area whose objectives most closely accord with those of this Organization as determined by the members at dissolution.