

July 18, 2019

City of Moose Jaw  
City Clerk/Solicitor's Department  
228 Main Street N.  
Moose Jaw, SK S6H 3J8



**Re: Request for Your Department to Appoint a Council Representative to the Downtown Moose Jaw Association Incorporated Board of Directors at the July 22<sup>nd</sup> Regular Meeting of Council**

This communication is confirmation that a Full Board of Directors and Executive has been struck to form the *Downtown Moose Jaw Association Incorporated* on July 9<sup>th</sup>, 2019. As written in the Board Bylaws, the organization is requesting an Ex-Officio position to be filled by a City of Moose Jaw Councillor or an appointed person. This initial Term will be from the current date to March 31, 2020 at the First Annual General Meeting of the Organization.

**ARTICLE V. BOARD OF DIRECTORS**

**Section 15. Composition of the Board**

The Non-profit Incorporation shall consist of the following persons:

1. Eight (8) voting members that are business owners, or owners of buildings in the designated "Downtown Development Area" and have their Municipal Business Licence in good standing.
2. One (1) ex officio member from the City of Moose Jaw. The person that is appointed to represent the City of Moose Jaw shall be a City of Moose Jaw Councillor, or an employee of the Municipal Corporation of the City of Moose Jaw.
3. One (1) ex officio member of the Moose Jaw and District Chamber of Commerce. The person that is appointed to represent the Moose Jaw and District Chamber of Commerce shall be either an employee, or a Board of Director that has their membership in good standing with said organization.
4. One (1) ex officio member of Tourism Moose Jaw. The person that is appointed to represent Tourism Moose Jaw shall be either an employee, or a Board of Director that has their membership in good standing with said organization.
5. The board members that have been appointed in Section 15 (2-4) shall be voting members of the board.

Our intention is to be conducting regular meetings and acting in full capacity immediately upon this approval. Your attention to this matter at the next meeting of council would be greatly appreciated.

Direct contact can be made at email: [downtownmoosejawassociation@gmail.com](mailto:downtownmoosejawassociation@gmail.com) or at my number 306-313-7817.

Crystal Milburn  
Secretary / Treasurer Downtown Moose Jaw Association Inc.

# **DOWNTOWN MOOSE JAW ASSOCIATION INC. BYLAWS**

## **ARTICLE I. NAME OF ORGANIZATION**

The name of the incorporation is DOWNTOWN MOOSE JAW ASSOCIATION INCORPORATED

## **ARTICLE II. CORPORATE PURPOSE**

### **Section 1. Non-profit Purpose**

This Non-profit incorporation is organized exclusively for the purpose of aiding, stimulating, developing and beautifying the area designated as the "Downtown Development Area" (schedule 1) Thereby, increasing the economic growth to the area specifically, and creating spin off to the City of Moose Jaw a whole.

### **Section 2. Specific Purpose**

The Downtown Moose Jaw Association is in place to serve the downtown area of Moose Jaw, and follow the map known as the "Downtown Development Area" and within any such area shall be the Board of Management which may include but not be limited to the following.

The specific objectives and purpose of this organization shall be:

- a. to improve, beautify and maintain only municipally owned lands, buildings and structures in the "Downtown Development Area", in addition to any improvement, beautification or maintenance that is provided at the expense of the municipality at large;
- b. to acquire, by purchase, gift or lease, any real property necessary for its purposes to improve, beautify and maintain the property;
- c. to promote the area a business or shopping area;
- d. to undertake interim improvement and maintenance of any property mentioned in clause (b) for use as parking and may subsequently dispose of that property, by sale or lease, for public or private development for commercial purposes at a price not less than its fair market value;
- e. to conduct any studies or prepare any designs that may be necessary for the purposes of this section;

- f. to work with and aid in the writing of grants for organizations, businesses, and developers that host, plan to host, or develop an event or commercial endeavour that is within the "Designated Downtown Area", and will be a positive benefit to all that are part of the Downtown Moose Jaw Association.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Eligibility for Membership**

Application for voting membership shall be open to any current resident, property owner, business operator, or employee of the "Downtown Designated Area" that supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

### **Section 2. Annual Dues**

The amount required for annual dues shall be \$XXX each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues. \*\*To Be determined by the New Board of Directors and amended at March 2020 Annual General Meeting.

### **Section 3. Rights of Members**

Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

### **Section 4. Resignation and Termination**

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

### **Section 5. Non-voting Membership**

The board shall have the authority to establish and define non-voting categories of membership.

### **Section 6. Ex-Officio Members**

The appointed ex-officio members have voting power, are appointed annually by their respective agency and are not able to hold an executive position on the Board of Directors.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Regular Meetings**

Regular meetings of the members shall be held at the call of the chair, or at a designated Annual General Meeting, at a time and place designated by the chair.

### **Section 2. Annual Meetings**

An annual meeting of the members shall take place in the month of March, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

### **Section 3. Special Meetings**

Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

### **Section 4 Notice of Meetings**

Printed notice of each meeting shall be given to each voting member, by mail, not less than two weeks prior to the meeting.

### **Section 5. Quorum**

A quorum for a meeting of the members shall consist of at least twenty percent (20)% of the active membership.

### **Section 6. Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. When a meeting is not possible, votes can be accepted by email for approval.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Non-profit incorporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Non-profit incorporation.

## **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than six (6) nor more than Eight (8) including the following officers: the President, the first Vice-President, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Non-profit incorporation whose membership dues are paid in full and shall hold office for up to a two-year term as submitted by the nominations committee.

Newly elected members of the Board of Directors shall serve two year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-half (1/2) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year.

Each member of the Board of Directors shall not fail to attend three (3) consecutive regular meetings of the Board without just cause, that member shall cease to be a member of the Board and the vacancy so created shall be recorded and the Board of Directors may appoint a person who is eligible to be appointed as a member of the Board to fill the vacancy and its remaining term.

## **Section 3. Regular and Annual Meetings**

An annual meeting of the Board of Directors shall be held at a time and day in the month of March of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

#### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

#### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

#### **Section 6. Quorum**

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

#### **Section 7. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

#### **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

## **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

## **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

## **Section 11. Confidentiality**

Directors shall not discuss or disclose information about the Non-profit incorporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Non-profit incorporations' purposes, or can reasonably be expected to benefit the Non-profit incorporation. Directors shall use discretion and good business judgment in discussing the affairs of the Non-profit incorporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Non-profit incorporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

## **Section 12. Advisory Council**

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Non-Profit incorporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

### **Section 13. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

### **Section 14. Removal.**

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Non-profit incorporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

### **Section 15. Composition of the Board**

The Non-profit Incorporation shall consist of the following persons:

1. Eight (8) voting members that are business owners, or owners of buildings in the designated "Downtown Development Area" and have their Municipal Business Licence in good standing.
2. One (1) ex officio member from the City of Moose Jaw. The person that is appointed to represent the City of Moose Jaw shall be a City of Moose Jaw Councillor, or an employee of the Municipal Corporation of the City of Moose Jaw.
3. One (1) ex officio member of the Moose Jaw and District Chamber of Commerce. The person that is appointed to represent the Moose Jaw and District Chamber of Commerce shall be either an employee, or a Board of Director that has their membership in good standing with said organization.
4. One (1) ex officio member of Tourism Moose Jaw. The person that is appointed to represent Tourism Moose Jaw shall be either an employee, or a Board of Director that has their membership in good standing with said organization.
5. The board members that have been appointed in Section 15 (2-4) shall be a voting members of the board.



## **ARTICLE VI. OFFICERS**

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board. Ex-officio members cannot hold an officer position.

### **Section 1. President**

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall have general and active management of the business of this Advisory Board.
- c. He/She shall see that all orders and resolutions of the Advisory Board are brought to the Advisory Board.
- d. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to the Advisory Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- f. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

### **Section 2. Vice-President**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Advisory Board.

### **Section 3. Secretary**

The Secretary shall attend all meetings of the Advisory Board and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Advisory Board, including the annual meeting of the organization.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Advisory Board and shall take reservations for the meetings.

- c. He/She shall perform all official correspondence from the Advisory Board as may be prescribed by the Advisory Board or the President.

#### **Section 4. Treasurer**

The Treasures duties shall be:

- a. He/She shall submit for the Finance and Fund Development Committee approval of all expenditures of funds raised by the Advisory Board, proposed capital expenditures (equipment and furniture) , by the staff of the agency.
- b. He/She shall present a complete and accurate report of the finances raised by this Advisory Board and also for any Special Development Projects within the "Downtown Development Area" at each meeting of the members, or at any other time upon request to the Advisory Board.
- c. He/She shall have the right of inspection of the funds resting with any Advisory Board Program including budgets and subsequent audit reports.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed by the Advisory Board or the President under whose supervision he/she shall be.

#### **Section 5. Election of Officers**

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Advisory Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Advisory Board. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two (2) terms only.

#### **Section 6. Removal of Officer**

The Advisory Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

## **Section 7. Vacancies**

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Advisory Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

# **ARTICLE VII. COMMITTEE**

## **Section 1. Committee Formation**

The board may create committees as needed, such as fundraising, development projects, public relations, data collection, etc. The board chair appoints all committee chairs.

## **Section 2. Executive Committee**

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

## **Section 3. Finance Committee**

The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

# **ARTICLE VIII. CORPORATE STAFF**

## **Section 1: Executive Director**

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Non-profit Incorporation, and shall direct the day-to-day business of the Non-profit

Incorporation, maintain the properties of the Non-profit Incorporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

## **ARTICLE IX. – Conflict of Interest and Compensation**

### **Section 1: Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable provincial and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2: Definitions**

#### **a. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **b. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### Section 3. Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
  1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 5. Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6. Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands the Organization is non-profit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Section 7. Periodic Reviews**

To ensure the Organization operates in a manner consistent with non-profit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further non-profit purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### **ARTICLE X. IDEMNIFICATION**

#### **Section 1. General**

To the full extent authorized under the laws of the province of Saskatchewan, the non-profit incorporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

#### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an

undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The non-profit incorporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE XI. BOOKS AND RECORDS**

### **Section 1. Meeting Minutes**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors. The minutes shall be made available to all members of the Board. The minutes and all records of the Board shall be open to inspection by any person assessed for business assessment in the "Downtown Development Area", or a business person in the in the area.

### **Section 2. Financial Records**

The Board shall adopt and maintain only banking arrangements and good accounting practices that are acceptable to the Treasurer, and submit monthly statements to the Board of Directors or upon request. An Audited Financial Statement, with the fiscal year ending December 31, will be completed annually and supplied to the general Membership at the Annual General Meeting. It will also be supplied to the Corporations branch at the time of renewal of the Non-profit Incorporation. Completed Audited financial statements will be provided to funding sources as required and requested.

## **ARTICLE XII. FUNDING**

### **Section 1. Memberships**

Any funds contributed to the Non-profit Incorporation from the municipality at large shall be used for administration and for the promotion of the area as a business or shopping area or for studies that aid in all future development.

### **Section 2. Municipal**

Any funds received by the Non-profit Incorporation from Council approvals shall be used for administration and for the promotion of the area as a business or shopping area or for studies that aid in all future development.



### **Section 3. Provincial**

Any funds from grants received by the Non-profit Incorporation from the Province shall be used for administration and for the promotion of the area as a business or shopping area or for studies that aid in all future development.

## **ARTICLE XIII. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### **Section 2. Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

## **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 16 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

---

John Iatridis, President – Downtown Moose Jaw Association Incorporated

---

ATTEST: Crystal Milburn, Secretary – Downtown Moose Jaw Association Incorporated