

VIII. BYLAWS

BYLAWS OF SOUTH CENTRAL COMMUNITY FUTURES DEVELOPMENT CORPORATION

1. Name

The corporation is called *South Central Community Futures Development Corporation* (herein called "SCCFDC").

2. Mandate

The Mandate of SCCFDC is to generate a community response to the existing economic environment of the community and to develop a plan to expand the economic. South Central Community Futures Development Corporation exists for conditions favourable to entrepreneurship as a career choice and to successful business initiation, transition, and growth.

- a. The Corporation will create conditions for success directly or through partnerships by managing an effective and targeted investment fund.
- b. The Corporation will deliver effective and appropriate business advisory services, business planning assistance, business information services and entrepreneurship training to SME's.
- c. The Corporation shall engage in community economic develop and strategic community planning priorities. The priority in opportunity matching will be to assist entrepreneurs and/or interest groups with successful succession, retention, development of new or innovative opportunities and expansion of technology in emerging or growing regional industries.

3. Boundaries

- 3.1 The boundaries of SCCFDC are as shown in schedule "A" hereto (herein called the "community")
- 3.2 The boundaries may be amended upon recommendation of the Board and approval by the Minister of Western Economic Diversification or successors (hereinafter called the "minister").

4. Membership

- 4.1 Membership of the Board of Directors of SCCFDC (Herein called the "Board") is by appointment by the board. All positions, whether created by death, resignation or expansion of the number of members of the Board shall be filled by appointment by the board.

4.2 A member of the Board of Directors may withdraw from office by a resignation in writing.

4.3 The Board will manage itself and its members including the removal of members:

.1 The Board believes that regular attendance by members of the board at meetings of the board are important for thoughtful and effective decision making.

.1 The Chair of the Board shall not, when a member has failed to attend three consecutive regular meetings of the board, fail to

.1 Advise the board at the next regular meeting of the board of the status of that member, if the member is not present at that meeting.

.2 Contact non-attending member, after advising the Board of the status of the non-attending member, to ascertain the reasons for the non-attendance and the non-attending members interest in continuing to serve as a member of the Board.

.3 Advise the Board of the results of the discussion with the non-attending member at the next regular meeting of the Board

.2 At the regular meeting where advised by the Chair of the Board of the results of the discussion with the non-attending member, the Board shall not fail to either:

.1 Remove the non-attending member from the Board, or

.2 Accept the non-attending member's reason for not attending and fix a period after which such member's position should be reviewed using the process set out in subparagraph .1.1.2 above or

.3 Grant the non-attending member a leave of absence from the Board for a fixed period of time.

.3 A member granted a leave of absence under subparagraph .1.2.3 shall not

.1 During such period cease to be a member of the Board, and

.2 Be permitted to vote on any decisions of the Board

.3 Be removed from the distribution list for Board meetings packages and minutes.

.4 Fail to become a full regular member of the board after the expiration of the period.

.4 Uupon return of a member granted a leave of absence under subparagraph.1.2.3 to full membership. All provisions hereof shall apply to such member.

- .2 Do not perform their duties and responsibilities or act in a constructive and positive manner in relation to attitudes, behaviours, and full commitment to the SCCFDC and its Board or Directors, and who are asked to resign by 2/3 of the full membership of the Board
- .3 Do not comply with the Board's Code of Ethics.

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- 4.4 In the event of vacancies or expansion of Board membership, the Board may appoint new members to the board. In considering potential nominees for appointment to the Board, the Board shall consider, *inter alia*, representation on the Board of the economic, social geographic and organizational sectors of the community. The Board shall cause notice of changes in its membership to be given to the Department of Western Economic Diversification.
- 4.5 Invited representatives of Federal and Provincial agencies and departments may attend and participate in meetings of the Board in a consultative role.
- 4.6 The Board may create sub-committees of the Board, which may either be standing committees or ad hoc committees for a limited time and/or purpose. No committee can, unless specifically authorized by the Board, make decisions, which are binding on the Board.
- 4.7 The Board may create advisory or other committees of persons not members of the Board in order to achieve the purposes of the corporation. Such committees shall have the power to provide advice, information and recommendations to the Board.
5. **Executive**
- 5.1 The Board shall annually elect from its members a Chairperson, a First Vice Chairperson, a Second Vice Chairperson and a Secretary-Treasurer and the holders of those four offices shall constitute the executive. Elections shall be held at the South Central CFDC annual meeting.
- 5.2 Vacancies on the executive shall be filled at the next meeting of the Board.
- 5.3 The executive may deal with items requiring urgent decision between meetings of the Board, provided that no action shall be taken contrary to established Board policy or bylaws. The executive shall report to the Board on its decisions at the next meeting of the Board.

6. **Meetings**

- 6.1 Six (6) members of the Board constitutes a quorum at meetings of the Board. No business shall be conducted in the absence of a quorum of members of the Board. If a majority of the Board represents less than six(6) members then that majority shall then represent a quorum of the Board.
- 6.2 All decisions of the Board shall be by simple majority of the members representing a quorum at the meeting except for matters dealing with amendment of the bylaws or other fundamental changes to the corporation, which shall require the support of 2/3 of the members of the Board.

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- 6.3 Meetings of the Board shall be held on a regular basis as fixed by the Board.
- 6.4 The Chair may call additional meetings of the Board upon notice to all members of the Board. Such meetings may be held in person in which case at least 5 days notice of the meeting shall be given or may be held by telephone conference call in which case 24 hours notice of the meeting shall be given. Notice of special meeting may be given by telephone.
- 6.5 Any three members of the Board may call a special meeting of the Board on 15 days written notice, signed by the members requesting the meeting. Such notice shall include the date, time, place of the meeting and the issues(s) to be discussed at the meeting. Such notice to be given by registered mail to all members of the Board. Notice shall be deemed to have been received 2 working days after being mailed.

7. **Staff**

- 7.1 Support and Consultants may be hired to conduct specific aspects of the operations of the corporation.

8. **Responsibilities**

- 8.1 Chairperson

The chairperson's direct responsibilities include:

- plan, call and chair meetings of SCCFDC
- serve as Chair of the Executive
- represent SCCFDC as required

- be a signing officer of SCCFDC
- act as a liaison with prospective businesses and individuals interested in the community.
- act as a liaison with all related community interest groups in promotion of the corporation and economic development.
- ensure preparation of an annual report on the activities of SCCFDC
- establish and maintain contacts with Federal and Provincial governments, departments, financial institutions and other agencies involved in community economic development.

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8.2 First Vice Chairperson

The First Vice Chairperson's direct responsibilities include:

- serve as Chairperson in the absence of the Chairperson
- be a member of the executive
- be a signing officer of SCCFDC

8.3 Second Vice Chairperson

The Second Vice Chairperson's direct responsibilities include:

- serve as Chairperson in the absence of the Chairperson and First Vice Chairperson
- be a member of the executive
- be a signing officer of SCCFDC

8.4 Secretary Treasurer

The Secretary Treasurer's direct responsibilities include:

- ensure that proper records of SCCFDC proceedings are kept.
- ensure that proper banking procedures are adhered to
- be a member of the executive
- be a signing officer of SCCFDC
- ensure the presentation of monthly and annual financial reports
- ensure the preparation of an annual budget and annual report

9. Conflict of Interest

9.1 As a condition of membership of the Board and/or employment with SCCFDC, all members of the Board of Directors and officers and employees of SCCFDC shall adhere to and shall provide a written undertaking and agreement to observe the rules set out herein governing conflict of interest.

9.2 The rules governing conflicts of interest, which apply to all members of the Board and all officers and employees of the Board, are:

9.2.1 No director, officer or employee of the Corporation shall enter into any transaction, including granting of a loan, guarantee or financial assistance, with a related party, either directly or indirectly, except as specifically provided for.

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9.2.2 Notwithstanding 9.2.1 there is no conflict if the transaction with a related person is:

- of nominal value (approximately \$250)
- fully guaranteed by realized collateral security
- a service contract offered in the normal course of business

Each director, officer or employee must act in the best interest of the Corporation and disclose the material facts regarding his or her interest in a proposed transaction should it potentially give rise to a conflict of interest.

9.3 Where the corporation is considering an application for a loan or loan guarantee by a spouse or child of a director, officer or employee of the corporation with decision-making responsibilities in relation to investment fund applications, the corporation shall adhere to the following:

9.3.1 The application shall be referred to the full Board of Directors for consideration.

9.3.2 The conflict of interest on the part of the director, officer or employee, as the case may be, shall be recorded in the minutes of the meeting.

9.3.3 The director, officer or employee, as the case may be, shall withdraw from the meeting and shall not participate in any discussions and deliberations in respect of the application and refrain from attempting to influence, lobby or persuade the Board of Directors in regard to the application.

9.3.4 The director, officer or employee is responsible for declaring a conflict of interest and disclosing the nature of the conflict when one presents itself.

10. **Business Development Centre**

10.1 The Business Development Centre (88 Saskatchewan St East, Moose Jaw, Sask.) is one tool for the implementation of the SCCFDC strategy for development of the community and shall, therefore, be guided in all its operations by that strategy as developed from time to time by the Board.

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- 10.3 The Board shall:
- 10.4.1 exercise oversight of the development and management of the BDC loan portfolio.
 - 10.4.2 implement, regularly review and implement from time to time any amendments that may be required in policies of SCCFDC governing the granting of loans and management of the BDC loan portfolio.
 - 10.4.3 oversee the provision of technical and consulting advice to new or existing businesses in the community.
 - 10.4.4 review at each regular meeting of the Board the activities of the BDC including, without limiting the generality of the forgoing,
 - 10.4.4.1 applications for loans
 - 10.4.4.2 loan collections
 - 10.4.4.3 loan default
 - 10.4.4.4 requests for technical assistance
 - 10.4.4.5 requests for consulting advice
 - 10.4.4.6 staffing concerns, if any.
 - 10.4.5 integrate budget and planning operations of the BDC with SCCFDC and all operations, including staffing and facilities, shall be integrated with SCCFDC in order to minimize the cost delivery of services.
 - 10.4.6 provide leadership, support and direction for the staff, if any, hired by SCCFDC expressly to fulfil tasks related to the BDC.

11. **Distribution of assets on dissolution of the Corporation**

On dissolution, all assets of the SCCFDC, after payment of the debts and liabilities of SCCFDC, shall be transferred, subject to approval of the Minister, to another Community Futures Development Corporation or some other organization with similar objectives.

IX. OPERATIONAL PLAN – Fiscal 2013 - 2014

Appendices

- A. Travel / Expense Claim Form.
- B. Confidentiality Agreement
- C. Code of Conduct
- D. Conflict of Interest Guidelines