

	BYLAWS	Last Review Date: June 2020 Previous Revisions: 2013
	Assigned to: Governance Committee	Review Cycle: Five years
		Next Review Date: June 2025

Saskatoon Community Foundation

BYLAW NO. 1

A BYLAW relating generally to the conduct and the affairs of the Saskatoon Community Foundation

ARTICLE I – DEFINITIONS

- 1.01** “Act” means the Saskatoon Community Foundation Act, 1994 (amended 2005) as amended or substituted from time to time.
- 1.02** “Foundation” means The Saskatoon Community Foundation
- 1.03** “Board” means the Board of Directors of the Foundation.
- 1.04** “Chair” means the Chair of the Board.
- 1.05** “Director” means a member of the Board.
- 1.06** “Officer” means any Officer appointed pursuant to Article 5.01
- 1.07** “Committee” means a committee described in Article 6
- 1.08** In this Bylaw and in all other Bylaws of the Foundation passed hereafter, the words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and visa versa, unless the context otherwise requires, and references to persons shall include firms and corporations.

ARTICLE II- CORPORATE SEAL

- 2.01** The seal in the form impressed in the margin hereof shall be the seal of the Foundation.

- 2.02** The Executive Director of the Foundation shall have custody of the seal.
- 2.03** When the seal is used, it shall be authenticated by the signature of the Chair or Executive Director or by one member of the Board and the Executive Director or the Chair, or in such manner as may be specifically authorized by a resolution by the Board.

ARTICLE III – OFFICE

- 3.01** The office of the Foundation shall be in the City of Saskatoon, in the Province of Saskatchewan, at such place as the Board may from time to time determine.

ARTICLE IV – BOARD OF DIRECTORS

- 4.01** The property and business of the Foundation shall be managed by a Board which shall consist of no fewer than seven Directors and no more than fifteen Directors. All Officers and Committees shall be responsible to and subject to the direction and control of the Board.
- 4.02** Directors of the SCF may serve for up to four 2 -year terms. Following such length of service on the Board, a Director shall step down for a period of at least one year and thereafter shall be eligible to be re-appointed. If the Chair of the Board completes their term in their 8th year on the Board, they may be re-appointed for one additional year.
- 4.03** The Board shall meet as often as is necessary for the due dispatch of the business of the Foundation. Meetings shall be called by the direction of the Chair or two other Directors which direction shall specify the time and place of such meeting. All Directors shall normally be given seven days' notice of any meeting of the Board however an emergency meeting can be called with no less than 24-hour notice. Notice of meeting may be given by facsimile transmission, by electronic means or by telephone.
- 4.04** A meeting of the Board may be called by conference or video call. Directors who participate in such a call shall be considered to have been present at the meeting.
- 4.05** It may from time to time be necessary to vote on a resolution utilizing electronic communication. In this situation, a resolution may be presented by email to all Directors of the Corporation entitled to vote on the resolution. For such a resolution to be valid, a majority of the Board of Directors that is entitled to vote on the resolution must provide an emailed or electronic response on the matter. Responses must be made utilizing a method whereby comments can be seen by all Board members. In any such an event, the Executive Director will cause the resolution to appear on the next regularly scheduled meeting of the Board of Directors for ratification.

4.06 The quorum for any meeting of the Board shall be 50% of the Directors appointed at that time.

4.07 Every Director shall hold office until the earlier of:

- (a) The date upon which his or her successor is appointed pursuant to the Act;
- (b) A finding by a Court of competent jurisdiction that the Director is incompetent;
- (c) Resignation;
- (d) Death; or
- (e) Removal pursuant to these bylaws.

4.08 Any Director may be removed upon the motion of the members of the Board at a duly convened meeting of the Board by vote of two-thirds of the Directors appointed at that time provided notice of the motion has been given to all Directors seven days prior to the meeting.

4.09 The Directors and members of Committees of the Foundation shall serve without remuneration, and no Director or Committee member shall directly or indirectly receive any profit from their position on the Board as such. A Director or Committee member may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

4.10 A Director of the Foundation who:

- (a) Is a party to a material contract or proposed contract with the Foundation, or
- (b) Is a Director of or has a material interest in any business or firm which is a party to a material contract or proposed material contract with the Foundation

Shall disclose in writing to the SCF or request to have entered in the minutes of meetings of Directors the nature and extent of his interest.

4.11 Any Director or Committee member who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional fees, cost and charges for any business required to be done in connection with the administration of the affairs of the Foundation and is required to declare this business arrangement to the Board as per 4.10(b)

4.12 No Director shall vote on any resolution to approve a material contract in which they have an interest.

- 4.13** A Director shall make all reasonable efforts to ensure attendance at Board Committee and Regular Board Meetings. When possible, the Director shall provide notice to the Executive Director prior to the meeting that they are unable to attend. If the frequency of a Director(s) attendance is considered to be of concern, the Board Chairperson will review the concerns and ability to regularly attend future meetings with the Director. The Board of Directors, upon resolution, may choose to take further action subject to Article 4.08.

ARTICLE V – OFFICERS

- 5.01** The Officers of the Board shall be the Chair, Past-Chair, Vice-Chair, Treasurer and Secretary. All meetings of the Board shall be presided over by the Chair and, in their absence; the meeting shall be presided over by the Vice-Chair. In the absence of both the Chair and Vice-Chair, the meeting shall be presided over by such other person as may be appointed by the Board for the conduct of that particular meeting. The Officers of the Board shall have such duties as are assigned to them through Board Policy
- 5.02** All officers of the Board upon appointment shall hold office for a term of one year and may be appointed for an additional year by the Board but no longer than two consecutive years. Upon completion by the Chair of their term or upon earlier vacancy of the office of the Chair, unless otherwise determined by the Board, the Vice-Chair shall be appointed as Chair.

ARTICLE VI – COMMITTEES

- 6.01** There shall be an Executive Committee of the Board, which shall be comprised of the Chair, Vice-Chair, Treasurer and Secretary. The Chair of the Board shall be the Chair of the Executive Committee and in their absence the meeting will be presided over by the Vice Chair
- (a) The Executive Committee shall act in an advisory capacity to the Executive Director.
 - (b) The Executive Committee may from time to time make decisions on behalf of the Board if authorized to do so by Board motion All activities of the Executive Committee shall be reported to the Board at the next meeting of the Board.
 - (c) The Executive Committee shall meet at the call of the Chair or the Executive Director upon reasonable notice
 - (d) The Executive Committee shall serve as a Nominating Committee recommending nominees to the Board for approval prior to referral to the Appointers whose role is described in the Act.
- 6.02** The Standing Committees of the Board shall be the Executive Committee, the Governance Committee, the Investment Committee, the Grants Committee, the Audit and Finance Committee, and the Advisor Engagement Committee. The Chair of the Audit and Finance Committee will be the Treasurer of the Foundation. The said

Committees shall be accountable to the Board and shall carry out such duties as are assigned to them through Board Policy.

- 6.03** The Chair of each committee shall be appointed annually by the Chair of the Board. Unless otherwise approved by the Board, the Chair of every Standing Committee shall be a Director. If the Chair of the Standing Committee is not a director, the Chair of the Board will appoint a director as Vice Chair of the Committee.
- 6.04** All other members, upon recommendation of the Chair of the respective committee, shall be approved annually by the Board. Committee members may serve on a particular committee for a maximum of six years, unless an extension is approved by the Board.
- 6.05** For each Standing Committee, at least two members must be Directors. Persons from the community may be appointed as members of these Standing Committees.
- 6.06** The Chair of the Board shall be ex-officio, non-voting member of all Committees. The Chair shall not be included in the membership of the Committee for the purposes of calculating a quorum.
- 6.07** The Board may establish such other ad hoc Committees from time to time with such terms of reference, powers, duties, and memberships as the Board may determine.
- 6.08** All Committees shall meet at the call of the Chair of the Committee upon reasonable notice to members of the Committee.
- 6.09** The quorum for any Committee meetings shall be 50% of the members of the Committee appointed at that time.

ARTICLE VII – IDEMNIFICATION

- 7.01** Every Director of the Board of the Foundation is indemnified and saved harmless from and against all cost, charges and expenses, including any judgment or order for the payment of money, that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing made, done or permitted by the Director, in or about the execution of the duties of the office or directorship of the SCF, and all other costs, charges and expenses that are sustained or incurred in or about or in relation to the Foundation. This indemnification does not extend to such costs, charges or expenses, including any judgments or order for the payment of money, as are occasioned by willful neglect, default or dishonesty. This right of indemnification of Directors and officers shall ensure to the benefit of and be binding upon the heirs, executors, administrators, successors and assigns of the said Directors and officers, and the SCF.

ARTICLE VIII– EXECUTIVE DIRECTOR

- 8.01** The Board of Directors shall hire an Executive Director, who shall be responsible to the Board of Directors for the overall management and leadership of the Foundation, in accordance with policies and strategic direction determined by the Board of Directors.

ARTICLE IX – FINANCIAL YEAR

- 9.01** The financial year of the Foundation shall be the calendar year or such other date as the Directors may determine by Board motion.

ARTICLE X – AMENDMENTS TO BYLAWS

- 10.01** The Bylaws of the Foundation may be enacted, repealed or amended by motion passed by two thirds of the Directors appointed at that time for which at least seven days’ notice of the motion to enact, repeal or amend the particular bylaw has been given to all of the Directors.

ARTICLE XI– RULES, REGULATIONS AND POLICIES

- 11.01** The Board may prescribe such rules, regulations and policies not inconsistent with these Bylaws relating to the management and operation of the Foundation, as it deems expedient.

APPROVED JUNE 2020