



**RESTORATIVE
JUSTICE**

ASSOCIATION OF MANITOBA INC.

Bylaws

As amended at the annual general meeting on
November 20th 2017

**RESTORATIVE JUSTICE ASSOCIATION of
MANITOBA**

TABLE OF CONTENTS

1.0	NAME.....	1
2.0	PURPOSE.....	1
3.0	AFFAIRS OF THE CORPORATION.....	2
4.0	MEMBERSHIP	2
5.0	VOTING BY MEMBERS	3
6.0	ANNUAL GENERAL MEETINGS.....	3
7.0	GENERAL MEMBERSHIP MEETINGS.....	4
8.0	COMPOSITION OF THE BOARD OF DIRECTORS	5
9.0	NOMINATING COMMITTEE.....	6
10.0	BOARD OF DIRECTORS	6
11.0	OFFICERS, EXECUTIVE COMMITTEE & STANDING COMMITTEES	8
12.0	CODE OF CONDUCT	9
13.0	EXECUTIVE DIRECTOR.....	9
14.0	FINANCES AND RECORDS.....	10
15.0	BORROWING.....	10
16.0	AMENDMENT OF BY-LAWS	11
17.0	DISSOLUTION	11

Here set forth, in numbered clauses, are the By-laws providing for the transaction of the business and affairs of Restorative Justice Manitoba Incorporated (hereinafter referred to as the "Corporation").

1.0 NAME

1.1 The name of the Corporation shall be Restorative Justice Association of Manitoba, Inc. (RJAM Inc.)

1.2 The Corporation shall be incorporated under the laws of the Province of Manitoba.

2.0 PURPOSE

2.1 Vision:

Manitoba is a just society in which all lives have equal value. It is a place where restorative justice is the primary means to achieve an equitable and effective resolution to conflict in our communities, courts, and corrections.

2.2 Mission:

To advocate for equal opportunity and increased access for all Manitobans to restorative approaches to justice and restorative services by engaging in public education, outreach, and capacity building through collaborative action.

2.3 Values:

1. Approach restorative justice as inclusive, collaborative and community centered experiences.
2. Love, Respect, Courage, Honesty, Wisdom, Humility and Truth are core pillars of our work.

2.4 Principles

1. We understand that harm is real and requires resolution by applying the three basic tenets of restorative justice – repair the harm, restore the relationship and rebuild the community.
2. We serve all communities with an emphasis on those disproportionately impacted by racism and poverty.
3. We are committed to involve and learn from those most impacted by lived experience.
4. We undertake regular review, evaluation of evidence and continuous improvement of our organization's efforts in light of best practices.

2.5 The Corporation is a membership organization

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- 2.6 The objectives of the Corporation are:
- (a) to identify and define restorative justice needs and resources in the community;
 - (b) to develop and promote restorative justice policy and program options to policy makers;
 - (c) to raise community awareness of restorative justice issues and needs, policy options and service delivery alternatives.

3.0 AFFAIRS OF THE CORPORATION

- 3.1 The operations of the Corporation may be carried on throughout the Province of Manitoba.
- 3.2 The fiscal year of the Corporation shall terminate on the 30th day of September.
- 3.3 These By-laws and in all other By-laws of the Corporation hereafter shall be gender neutral

4.0 MEMBERSHIP

- 4.1 Individual: Student, Senior or Low-income: \$3
General: \$10

Organization: \$50

- (a) **Organization:** Any social service agency, organization or group, business, public or private, who upon submission of an appropriate application form and payment of current annual membership fee shall become an Organization member of the Corporation and is entitled to membership benefits and shall have one [1] vote, to be cast by a representative duly authorized by the Agency/Organization member.
 - (b) **Individual:** Any person, not belonging to a member organization, who upon submission of an appropriate application form and payment of current annual membership fee shall become an Individual member of the Corporation and is entitled to membership benefits and shall have one [1] vote.
- 4.2 Conditions of membership:
- (a) Application and payment of fee and support for the purposes of the Corporation.
 - (b) The fee will cover the Corporation's fiscal year from October 1st until September 30th. It will not be pro-rated for memberships begun in the interim.
 - (c) Demonstrable inability to pay a fee cannot be a barrier to membership. The Board, upon request, can decide to waive the fee.
- 4.3 Annual membership fees shall be paid by the individual and/or organization and shall not be transferrable.

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- 4.4 The Directors shall determine annually the membership fee schedule and the benefits of membership for all categories of membership.
- 4.5 All member are in good standing except a member who has failed to renew their membership and paid the membership fee by October 31st of that year.
- 4.6 An Organization or an Individual person shall cease to be a member of the Corporation:
- (a) by delivering a resignation in writing, by mail, by hand, by email to the address of the Corporation;
 - (b) on failure to renew membership
- 4.7 A membership register shall be kept by the Directors or their designate in which shall be recorded the names and addresses of all members. Such register shall be open to inspection by any member or government agency requiring the information with reasonable notice and a mutually agreed to time and date. Other information on members will be provided only with the consent of the membership.

5.0 VOTING BY MEMBERS

- 5.1 Voting at Annual General Meetings or General Meetings is by show of hands, unless the members otherwise decide.
- 5.2 Every question, unless otherwise specified in these By-laws, shall be decided by a majority of votes of members present (50% plus 1). Voting by proxy will not be permitted.
- 5.3 If a vote is a tie the motion or resolution shall be considered defeated.

6.0 ANNUAL GENERAL MEETINGS

- 6.1 There will be an Annual General Meeting.
- 6.2 Only members in good standing can vote
- 6.3 The Annual General Meeting will be held during National Restorative Justice Week and/or the third week of November.
- 6.4 Notice of the Annual General Meeting, the general nature of the business to be dealt with and any proposed by-law changes shall be given in writing (which includes e-mail) to all members in good standing of the Corporation at least six [6] weeks before the date of the meeting. This notice will also include a note to membership to ask for any necessary accommodations due to a disability and/or distance from the meeting location.
- 6.5 No one other than members in good standing are entitled to receive notice of the Annual General meeting

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- 6.6 Arrangements for the Annual General Meeting shall be the duty of the Executive Committee or their designate.
- 6.7 Members of the public may attend Annual General Meetings of the Corporation as observers, and with the approval of the Chair shall have the privilege of the floor but not voting rights.
- 6.8 A quorum for an Annual General Meeting shall be twenty (20) members physically in attendance for each vote.
- 6.9 The agenda of the Annual General Meeting, unless otherwise or additionally specified by the Executive Committee and the order of its presentation and consideration shall be as follows:
- (a) to receive and consider a report from the Chair on the activities of the Corporation;
 - (b) to receive and consider a report from the Treasurer of the financial position of the Corporation;
 - (c) unaudited financial report
 - (e) to consider motions for amendments of the By-laws proposed in accordance with section 16 hereinafter set forth;
 - (f) to consider any motion, of which notice in writing must have been given to the Directors or their designate at least eight [8] weeks prior to the Annual General Meeting.
 - (g) for a such a motion to be considered it must be supported by no less than one third of the members present and then it will subject to a vote with 50% plus one being the majority at the Annual General Meeting (except a motion to amend the By-laws);
 - (h) to receive the report from the Nominating Committee and elect the Directors; and
 - (i) to consider any other matters on the agenda for the meeting.
- 6.10 The board must ensure that the Annual General Meeting is held in an accessible location for members with disabilities and provide access through technology for those who live at a distance as available resources allow.
- 6.11 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

7.0 GENERAL MEMBERSHIP MEETINGS

- 7.1 The Corporation may hold such other General Meetings of members if necessary
- 7.2 A General Meeting may be called by the Chair and three [3] members of the Executive Committee or upon the written request of 5% of the members in good standing.

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- 7.3 A quorum for a General Meeting of members shall be twenty [20] Members.
- 7.4 Notice of a General Meeting and of the general nature of the business to be dealt with shall be given in writing to all members of the Corporation at least twenty-one [21] days before the date of the meeting.
- 7.5 No other person is entitled to receive a notice of General Meetings.
- 7.6 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 7.7 Notice of a General Meeting shall specify the place, the day and the hour of meeting, along with the general nature of business to be considered.
- 7.8 The board must ensure that the AGM is held in an accessible location for members with disabilities and provide access through technology for those who live at a distance as available resources allow.
- 7.9 The arrangements for a General Meeting shall be the duty of the Executive Committee or their designate.

8.0 COMPOSITION OF THE BOARD OF DIRECTORS

- 8.1 The Board will maintain a minimum of 9 members and the preferred maximum of 15 members.
- 8.2 Only an individual member or a representative of a member organization in good standing is eligible to stand for election to the Board of Directors. A member in good standing will have paid any necessary dues and have no objections raised by any current duly elected Board member, recognized by the Chair.
- 8.3 Directors shall be elected by the membership of the Corporation at the Annual General Meeting. The slate of nominees will be recommended by the Nominating Committee, in order to fill any vacated seat on the board due to completion of terms or resignation and so as to maintain the preferred board size of fifteen (15) directors. The slate of nominees will take into account the board composition requirements specified in By-law 8.6
- 8.4 A Director whose term of office is expiring shall retain office until the adjournment of the meeting at which the Director's replacement is elected.
- 8.5 Where a meeting is called for the purpose of removing a Director from office, the Director so removed shall vacate the office upon the passing of a resolution for such removal.
- 8.6 Composition of the Board of Directors shall include:
- (a) only individual members, or representatives from member organization in good standing
 - (b) must be able to demonstrate experience with, understanding of, and/or commitment to restorative justice with an emphasis on recruiting Directors with lived experience

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- (c) The nominating committee must seek out board candidates that represent a diversity of culture, location, gender and age.
 - (d) The Board must include a minimum of one Indigenous, Newcomer and non-urban representatives

9.0 NOMINATING COMMITTEE

- 9.1 A Nominating Committee shall be constituted by three (3) Directors who shall elect their own chair.
- 9.2 The Nominating Committee shall prepare and submit a slate for approval, to the Board of Directors, prior to the notice of the Annual General Meeting going out to the membership.
- 9.3 The report of the Nominating Committee shall be available for inspection by all members in good standing-
- 9.4 Any member in good standing may recommend a board candidate either to the nominating committee prior to the Annual General Meeting or directly to membership at the Annual General Meeting with the support of 5 other members in good standing.
- 9.5 If more nominations for Directors have been received than there are Directors to be elected, the election of Directors at such meeting shall be by written and secret ballot. Otherwise, the slate presented by the Nominating Committee shall be declared as elected.
- 9.6 The ballots shall be tallied by the Nominating Committee and the results announced at the Annual General Meeting by the Chair of the Nominating Committee. The Nominating Committee Chair shall ensure that all ballots are properly destroyed.

10.0 BOARD OF DIRECTORS

- 10.1 The Board shall have a minimum of 9 members but will work to maintain the preferred maximum of 15. Board members must be members of the Corporation. Terms will normally be two years with the option to renew twice for a maximum of 6 years. A minimum of one full term must pass before a former Director can stand for re-election.
- 10.2 **Board Authority:**
 - (a) The Board is authorized to act on behalf of the corporation in between Annual General Meetings.
 - (b) The Directors shall determine annually the membership fee schedule.
 - (c) The Directors may prescribe such rules and regulations that are consistent with the By-laws, relating to the management and operation of the Corporation as they deem effective.

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- (d) No rule, made by the Corporation at either a General Meeting or the Annual General Meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
 - (e) The Board is empowered to strike or dissolve board committees as necessary and expedient

10.3 **Board Duties:**

- (a) to maintain and grow the membership
- (b) to ensure the execution of the mission
- (c) to ensure that a board member chairs any constituted board committee

10.4 **Board Liability:**

- (a) Board of Director's insurance will be maintained at the expense of the Corporation

10.5 Board quorum will be 50% of the current board plus 1.

10.6 Decision making will be by consensus.

10.7 The Board will establish and maintain a Youth and Elder Council to advise the Board. A Terms of Reference for the Council will be determined by the Council and Board.

10.8 An extraordinary board meeting can be called by the Chair, Vice-chair or any 2 directors. A minimum of 7 days' notice must be given for the meeting to be considered valid so that the affairs of the corporation can be conducted.

10.9 Normally the Board will meet 5 times during the fiscal year.

10.10 The office of a Director or an Officer shall be automatically vacated:

- (a) if the member ceases to be a member of the Corporation;
- (b) if, by notice in writing to the Corporation, the member resigns from office;
- (c) if absent from three [3] consecutive meetings unless excused by the Board of Directors from attendance at such meetings.

10.11 The Directors may at any time appoint a member as a Director to fill any vacancy upon recommendation of the Nominating Committee.

10.12 The newly appointed Director holds office until the next Annual General Meeting, at which time they will be eligible for election for a full term.

10.13 Directors are expected to serve on committees of the Corporation, (either ad hoc or standing), as reflects their interest and skills.

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- 10.14 Directors shall be reimbursed for expenses incurred on the request of the Executive or the Board, but Directors shall not receive remuneration for any activities conducted by and for the Corporation.
- 10.15 Any director with signing authority for the Corporation may not have a history of bankruptcy or fraud.
- 10.16 All Directors are responsible to declare if they can reasonably be seen to be in conflict of interest.
- 10.17 The Board of Directors may meet together at such places as they think fit for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they see fit.
- 10.18 The Chair will normally chair all meetings of the Board and/or Executive unless unavailable or the Directors otherwise decide. Should there be need for another chair, any member of the Board may volunteer.
- 10.19 The Board of Directors may appoint advisors to the Board. Such persons shall be members in good standing of the Corporation and their appointments shall be reviewed annually.
- 10.20 The Board of Directors may delegate any, but not all, of its responsibilities to Committees, whose terms of reference shall be determined and periodically reviewed by the Board.
- 10.21 Any meeting of Directors (Board, Committee or other) may be declared "in-camera" (i.e., closed to members and non-members of the Corporation) by declaration of the Chair, upon the request of any Director present. Once such a meeting has been declared in-camera, all non-Board members must leave. All discussion that takes place in--camera will be held in strict confidence and only decisions will be recorded in the meeting minutes.

11.0 OFFICERS, EXECUTIVE COMMITTEE & STANDING COMMITTEES

- 11.1 The Executive shall be comprised of the Chair, Vice Chair, Secretary and Treasurer
- 11.2 The Executive is empowered to act on behalf of the full board in between meetings and will hold meetings as required. All decisions of the executive, made in good faith, will be ratified at the next full board meeting. Any action taken or directed by the Executive in the interim that the full board cannot, in good faith, continue to support will be re-examined by the full board until a resolution is found. However, no past interim action taken or directed by the Executive will be deemed invalid due to any re-examination of an issue.
- 11.3 The Executive Committee will normally meet 5 times a year, during the month in between the full board meetings
- 11.4 An extraordinary meeting of the Executive can be called by the chair or by the majority of the Executive

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- 11.5 A Board of Directors meeting will be convened by the current Chair, immediately following the Annual General Meeting of the Corporation, for the purpose of electing or appointing the Officers of the Corporation, so as to fill executive positions that have expired or become vacant for any reason, and to appoint, or re-appoint, the Chairs of Committees from among the Directors or members in good standing.
- 11.6 Should there be only the number of volunteers needed to fill the positions on the Executive and other committees, those volunteers will be considered appointed. Should there be more than the necessary candidates, an election by secret ballot will be held for each contested position with the majority of the Board vote being the deciding factor.
- 11.7 Subject to direction provided by the Board of Directors, Committees shall determine their own procedures, but in any event, shall keep the Board apprised fully and in a timely fashion of all activities.
- 11.8 Directors may apply to join any Committee by indicating their interest to either the Chair of the Board of Directors or to the Chair of the Committee. Decisions as to applications for membership on Committees shall be made by a majority vote of the present Committee members, subject to ratification or rejection by the Board of Directors.
- 11.9 Non--committee members may attend and speak at all regular Committee meetings. They may not enter motions, second motions, or vote on motions.

12.0 CODE OF CONDUCT

- 12.1 All Directors will show courtesy and civility in all dealings on behalf of the Corporation. Failure to do so may result in loss of Directorship and/or membership.
- 12.2 All Directors are responsible for maintaining confidentiality when dealing with issues as required. Violation of Confidentiality is extremely serious, and may result in loss of Directorship and/or membership.
- 12.3 All comments and records that deal with matters of personnel, finance, administration and organizational strategy will be considered confidential. Other items may be declared confidential by the Board or its Committees.
- 12.4 All Directors are responsible for maintaining and enhancing the Corporation's reputation in the community. Without prejudicing any member's freedom to express honestly held opinions and preferences, the common courtesy of avoiding behaviour that brings the name of the Corporation into disrepute is expected of all Directors.
- 12.5 Any internal conflict that interferes with the Board's ability to conduct the business of the Corporation will be resolved through a mediated process at the shared expense of those involved in the conflict.
- 12.6 All Officers and Directors shall be subject to removal by resolution of the Board of Directors at any time, with legal or ethical cause, provided that a majority of the Directors shall vote in favor thereof.

13.0 EXECUTIVE DIRECTOR (Will come into effect should funding become available)

13.1 The Board of Directors shall employ an Executive Director on such terms, and on such conditions, and for such term of office as the Board of Directors shall from time to time determine.

13.2 The Executive Director shall be the Chief Executive Officer of the Corporation.

13.3 The Executive Director shall:

- (a) be responsible to the Chair;
- (b) be responsible for the day-to-day management and direction of the business affairs of the Corporation in accordance with the policies laid down by the Board; and
- (c) select, engage, supervise and terminate Corporation employees.

13.4 The Executive Director shall be an ex-officio member of all meetings of the Board of Directors and all meetings of Committees of the Board of Directors except for "in camera" meetings.

14.0 FINANCES AND RECORDS

14.1 Fiscal year: October 1st to September 30th

14.2 Financial Reporting: A treasurer's report will be made at each Annual General Meeting of the unaudited financial statements and submitted for approval by the membership

14.3 All members in good standing will receive a free copy of the unaudited financial statement at the Annual General Meeting.

14.4 Accounts and financial records shall be maintained in accordance with generally accepted accounting practices

14.5 A financial statement shall be presented to the Board of Directors and Executive at their regular meetings

14.6 All records of the Corporation, including financial records, shall be maintained at a location mutually agreed to by the Board of Directors. However, this location must be an office or other publicly accessible location so as to be open and available for examination by members in good standing at any time by arrangement with the Executive.

14.4 The banking business of the Corporation shall be transacted with such Canadian chartered banks, Canadian trust companies and Credit Unions as may from time to time be designated by or under the authority of the Board of Directors pursuant to such agreements and instructions as the Directors may from time to time prescribe or authorize.

14.5 All cheques, drafts or orders for the payment of money shall be signed by any two [2] of the following: President, Treasurer, First Vice-President, and Executive Director once one is hired.

15.0 BORROWING

15.1 **Neither the Board or Executive or any individual member is empowered to borrow monetary funds on behalf of the Corporation.**

16.0 AMENDMENT OF BY-LAWS

16.1 The By-laws of the Corporation shall be amended by a two thirds, 2/3, affirmative vote of those members in good standing present and voting at the Annual General Meeting.

16.2 By-laws may only be amended at a duly constituted Annual General Meeting.

16.3 Proposals for amendment, supplement or repeal may be introduced BY MEMBERSHIP and must be distributed to the Board of Directors at least eight (8) weeks prior to the meeting of the members of the Corporation at which the amendment is to be considered.

16.4 No proposed amendment to these By-laws shall be submitted to any meeting of the members of the Corporation unless it has been duly reviewed by the Directors at a duly constituted meeting of the Board of Directors. The Board must give notice of any proposed by-law changes with the exact proposed wording, to the membership with the six (6) week notice of the Annual General Meeting provided proper notice, eight (8) weeks, was given to the Board.

17.0 DISSOLUTION

17.1 It is the unalterable provision of this By-law that members of this Corporation shall have no interest in the property and assets of the Corporation and that upon dissolution or winding up of the Corporation any funds and assets of the Corporation remaining after satisfaction of its debts and liabilities, shall be distributed to a registered charitable organization in the area whose objectives most closely accord with those of this Corporation as determined by its members at dissolution.

17.2 Notice of dissolution:

- (a) A minimum of 60 days' notice must be given to the membership in the event of dissolution of the Corporation.

DONE, PASSED AND ENACTED on November 25th, 2016



Kate Kehler, Board Chair
January 18th, 2017