

BYLAWS OF KLINIC INC.

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ARTICLE A - PREAMBLE

A.1 The Corporation

The name of the Corporation is Klinik, Inc., which may also be known or referred to as Klinik or Klinik Community Health.

A.2 The Objects of Klinik

The objects of Klinik as contained in the Letters Patent are to carry out, promote, encourage and assist in programs relating to health care and services, including programs of a preventative, rehabilitative nature, and counselling programs to the surrounding community without charge.

A.3 The Bylaws

The following articles set forth the Bylaws of Klinik.

ARTICLE B – DEFINING AND INTERPRETING THE BYLAWS

B.1 Definitions

In these Bylaws, the following words have these meanings:

Annual General Meeting: The annual general meeting described in Article I.

Board: The Board of Directors of Klinik.

Bylaw: The Bylaws of Klinik as amended.

Director: *Any person elected to the Board; as director positions are volunteer roles, these individuals receive no cash remuneration for the work done as a director*

Member: A Director of Klinik.

Officer: Any officer listed in Article F.1.

Program Volunteer: *Any worker in a program of the organization who receives no cash remuneration.*

Staff: Any employee receiving cash remuneration in return for service. Day-to-day operations and procedures deem staff as paid employees and unpaid program volunteers.

B.2 Interpretations

Singular and Plural: *Words indicating the singular number also include the plural, and vice-versa.*

Headings: *Are for convenience only; they do not affect the interpretation of these Bylaws.*

Liberal Interpretation: *These Bylaws must be interpreted broadly and generously.*

ARTICLE C – THE CORPORATION

C.1 Head Office

The head office of Klinik shall be in the city of Winnipeg, in the province of Manitoba, and at such place as the Board of Directors of Klinik may from time to time decide.

C.2 Membership

The Directors, from their election and throughout their terms of office, shall be deemed Members of Klinik.

C.3 Fiscal Year

The fiscal year for Klinik is April 1 – March 31.

ARTICLE D – THE BOARD OF DIRECTORS

D.1 Governance of Klinik

The Board of Directors shall govern the affairs of Klinik. The Board shall employ an Executive Director to manage Klinik under the direction and supervision of the Board. Supervision is defined as monitoring and evaluating the performance of the Executive Director.

D.2 Powers and Duties of the Board

In accordance with the Corporations Act, the Board is vested with the powers of Klinik. The powers and duties of the Board shall include:

- a. Determine and comply with policy within the limits prescribed by the stated objects of Klinik.
- b. Determine, support and comply with the Vision, Mission and Values of Klinik, including areas of service delivery, programs and all governing policies.
- c. Select, employ and evaluate the Executive Director in accordance with Article K.
- d. Review, approve and monitor the annual budget of the agency.
- e. Act honestly and in the best interest of Klinik.
- f. Evaluate itself every two years and act on recommendations.

D.3 Conflict of Interest

All Directors shall conduct themselves with integrity, impartiality and declare any known conflict of interest with respect to the business of Klinik.

D.4 Composition of the Board

The Board consists of up to 12 members.

D.5 Removal or Suspension of Directors

- D.5.1 Automatic Removal for Non Attendance at Board Meetings Without Notice – Where a Director is absent for three (3) consecutive regular meetings of the Board, the Chairperson, or designate, shall notify in writing said Director of their removal from the Board of Directors of Klinik. Attendance at Board meetings includes that supported by electronic means such as videoconference, teleconference or similar method.

- D.5.2 Removal or Suspension of Directors: Any Director may be removed or suspended from the Board upon a resolution at a Board meeting calling for the Director's removal or suspension attaining approval of two-thirds (2/3) of the Directors present and eligible to vote.
- D.5.3 Temporary Suspension of Directors: In situations, as deemed by the Board Chairperson, that put Clinic or the public at risk, the Board Chairperson may temporarily suspend a Director from the Board until the Board resolution is determined at the next Board meeting.
- D.5.4 Written Notice: For any reason other than automatic removal for non attendance at Board meetings, a Director shall be notified within thirty (30) days by registered mail or by electronic means such as email with a response acknowledging receipt of an intention to remove or suspend him or her, and the Director in question will be given an opportunity to make presentation to the Board in defense of allegations.
- D.5.5 Vote by Secret Ballot – Any vote on a resolution under this section shall be done by secret ballot.
- D.5.6 Lifting of Suspension: Suspension under this section can be lifted following application to the Chairperson of the Board and a resolution at a Board meeting calling for the lifting of Director's removal or suspension attaining approval of two-thirds (2/3) of the Directors present and eligible to vote.

ARTICLE E – ELECTION OF DIRECTORS

E.1 Board Term

Directors shall be elected for a two-year term.

E.2 The Nomination & Governance Committee

The Nomination & Governance Committee shall consist of a minimum of three (3) Directors appointed by the Board including the immediate Past Chair, where possible.

E.3 Purpose of the Nomination & Governance Committee

The Nomination & Governance Committee shall advise the Board in matters related to Board Governance, and in particular to those matters governed by the organization's policies on Recruitment and Succession Planning. In addition, the Committee will lead the Board in the ongoing review and development of policies and bylaws.

E.4 Responsibilities of the Nomination & Governance Committee

The Nomination & Governance Committee shall be responsible for:

Nominations

- a. Establishing and implementing a nominations process for new Directors.
- b. Annually at or before the May Board meeting, presenting a slate of Director nominees for approval by the Board and presentation to the Annual General Meeting.
- c. Overseeing process for re-election and succession planning of officers.
- d. Identifying potential community members for Board committees when required.

Governance

- e. Regularly reviewing and developing relevant Klinik governance documents: policies and bylaws.
- f. Identifying priorities and developing an annual plan for Board development, training and education.
- g. Establishing and implementing a plan for the evaluation of the Board in accordance with Article D.2.f.

Other

- h. Addressing urgent matters.
- i. Advising and assisting the Executive Director as necessary or desirable.
- j. Carrying out duties assigned by the Board.

E.5 Nominations

Any Manitoba resident who subscribes to the Vision, Mission and Values of Klinik may be nominated to the Board.

E.6 Authorization for Name to Stand

A written authorization by any person nominated under Article E.4 allowing their name to stand as well as a statement of background and qualifications must be received by the Nomination & Governance Committee no fewer than four (4) days prior to the annual meeting.

E.7 Public Advertisement

No less than sixty (60) days prior to the annual meeting, the Board of Directors may advertise publicly in the appropriate media requesting nominations to the Board to be sent to the Nomination & Governance Committee in accordance with Articles E.4 and E.5.

Nominees to the Board who have expressed in writing to the Chairperson their willingness to accept nomination may be elected in absentia.

E.8 Election of Directors

No later than the day of the Annual General Meeting, the Board shall elect up to twelve (12) Directors. If there are more nominees than positions to be filled, the Directors shall vote by secret ballot. Each Director shall be entitled to vote for as many nominees as there are positions to be filled.

E.9 Filling of Vacancies on the Board

Should a Director resign, die or be removed from the Board, the vacancy shall be filled in accordance with D.5 and E.4.

E.10 Term Limits

Directors shall be limited to eight (8) continuous years on the Board, with a minimum of a one (1) year break after the eight (8) years before they return. This term limit may be waived by a majority vote of the Board.

ARTICLE F – BOARD GOVERNANCE

F.1 Officers

The Officers of Klinic are the Chairperson, Vice-Chairperson, and Secretary-Treasurer, and may include the immediate Past-Chairperson.

F.2 Election of Board Officers

At its first meeting after the Annual General Meeting the Board shall elect any vacant offices from among the Directors.

F.3 Staff and Program Volunteer Directors May not be Elected to Board Office

No member of staff or program volunteer who is a Director may be elected as an Officer of Klinic.

F.4 The Chairperson:

Provides leadership for the Board.

- a. Chairs all meetings of the Board and the Board Nomination & Governance Committee.
- b. The Chair will speak on behalf of the Board and provide direction.
- c. Calls special meetings of the Board when deemed necessary or upon the written request of not less than three (3) Directors.
- d. Is an *ex officio* member of all committees, and is entitled to vote at any committee meeting they attend.
- e. Signs all documents and attends functions incidental to the office.
- f. Carries out other duties assigned by the Board.

F.5 The Vice-Chairperson:

- a. Chairs meetings in the Chairperson's absence.
- b. Replaces the Chairperson at various functions when asked to do so by the Chairperson or the Board. Assumes the role of Chairperson or Secretary-Treasurer in the event either is no longer capable of carrying out the position duties until the next regular meeting, at which time the Board shall elect the new Chairperson or Secretary-Treasurer.
- c. Carries out other duties assigned by the Board.

F.6 The Secretary-Treasurer:

- a. Ensures appropriate stewardship, either directly or through delegation, of the documents of Klinic as required by legislation or otherwise.
- b. Ensures, either directly or through delegation, that all necessary documents are filed with the appropriate authorities.
- c. Represents the Board for the purpose of reviewing financial information and transactions of Klinic as required.
- d. Ensures that a detailed account of revenues and expenditures is presented to the Board as necessary or requested.
- e. Ensures that an audited statement of the financial position of Klinic is prepared and presented at the Annual General Meeting.
- f. Carries out other duties assigned by the Board.

F.7 Past-Chairperson

The Past-Chairperson is the Director who in the preceding term was the Chairperson. The Past-Chairperson:

- a. Chairs meetings in the Chairperson's and Vice-Chairperson's absence.

- b. Replaces the Chairperson and Vice-Chairperson at various functions when asked to do so by the Chairperson, Vice-Chairperson or the Board.
- c. Carries out other duties assigned by the Board.

F.8 Term of Office

The term of the Board Officers shall be two (2) years. Officers may occupy the same office for a maximum of three (3) consecutive terms. This term limit may be waived by a majority vote of the Board.

ARTICLE G – BOARD COMMITTEES

G.1 Establishing Committees

The Board may appoint committees from time to time to make recommendations to the Board and approves committee terms of reference.

G.2 General Procedures for Committees

The general procedures for all committees are as follows:

- a. A Director, or designate, shall chair each committee.
- b. A Director provides reports to the Board.
- c. Staff may participate in committees as deemed appropriate.
- d. A simple majority of the committee members present at a committee meeting is a quorum.
- e. Each member of a committee, including the committee chair, has one (1) vote at a committee meeting.

ARTICLE H – BOARD VOTING PROCEDURES

H.1 Quorum

At least 50% plus one (1) Directors must be present, or allowed to vote in absentia, and eligible to vote to achieve quorum. The Chairperson of the Board is included in this count.

Where a Director cannot be physically present at a regular Board meeting or a committee meeting, they may arrange to attend by an alternate method such as by teleconference or videoconference and be considered present and included in the count for quorum during the time s/he is connected, provided three (3) working days' notice of a Director's intention to attend in this manner is provided to the Chairperson.

- a. A Director may request that the Board allow the Director to vote in absentia as per H.3.2 and be included in the count for only that vote if a Director is not able to attend by teleconference or videoconference.

H.2 Adopting Resolutions

Except where otherwise expressly provided by the Bylaws, a resolution presented to the Board shall be passed and adopted if the resolution receives the support of more than one-half (1/2) of quorum.

H.3 Voting

H.3.1 Every Director present, with the exception of the Chairperson (unless there is a tie vote; Article H.3.3 would then be invoked), shall have one (1) vote. Directors shall absent themselves and not vote on any issues that may be deemed a conflict of interest.

H.3.2 Voting in Absentia: From time to time, in certain circumstances, the Board may allow Directors to cast a vote in absentia. The Board shall set the procedure for each such circumstance as it arises.

H.3.3 Voting by Chairperson: The Chairperson shall not vote on any issues except in the event of a tie vote where the Chairperson shall vote to break the tie.

H.4 Eligibility to Vote

Those Directors present at the time the Chairperson calls the vote shall be eligible to vote. As well, a vote in absentia will be accepted if allowed by the Board in accordance with Article H.3.2.

H.5 Voting by Show of Hands

Except where provided in the Bylaws, including Bylaws D.5, E.8, H.1 and H.3.2 or otherwise, voting on resolutions shall be by a show of hands.

H.6 Voting by Secret Ballot

Before any vote, any Director may request a secret ballot and such a request shall be granted by the Chairperson.

ARTICLE I – MEETINGS

I.1 Frequency of Meetings

The Chairperson shall call a minimum of five (5) regular Board meetings each year.

I.2 Annual General Meeting

The Chairperson shall call an Annual General Meeting. An annual report regarding the activities of Klinik shall be presented, and such other business may be transacted as the Board deems fit. The time, date and place of the meeting shall be determined by the Chairperson, but in any event shall be held no later than October 31 of each year.

I.3 Notice

No less than five (5) days prior to the date of the proposed meeting, each Director shall be notified of the date, place and time of the meeting.

I.4 Failure to Receive Notice

The accidental omission to give notice of any meeting of the Board or the non-receipt of notice by any Director shall not invalidate any resolution passed or any proceedings taken at such meeting.

I.5 Meetings Open to the Public

Subject to I.6, meetings of the Board shall be open to the public.

I.6 Meetings “In Camera”

There shall be no “in camera” minutes. All resolutions shall be made by the open Board.

I.7 Emergency Meeting

I.7.1 Chairperson May Call Emergency Meeting: The Chairperson of the Board may call an emergency meeting of the Board to discuss any issue which they are satisfied requires immediate attention of the Board.

I.7.2 Directors May Call Emergency Meeting: On application of not less than three (3) Directors to the Chairperson in writing, the Chairperson shall call an emergency meeting of the Board. The application shall contain the date of submission of the application, the reason for the request, and shall be signed by the applicants.

I.7.3. Notice for Emergency Meeting: For the purposes of I.7.1 and I.7.2, notice of the time, date, place and reason for the meeting shall be given no less than twenty-four (24) hours prior to the time of the proposed meeting.

I.7.4 Means of Notice: For the purpose of calling emergency meetings, notice may be given by means other than in writing.

I.8 Meeting Minutes: Minutes shall be kept for all meetings and shall be circulated to all Directors. After the minutes are approved by a majority vote at a subsequent Board meeting, a copy of the minutes will be kept at the head office of Klinik and be available to the public.

ARTICLE J – EXECUTIVE DIRECTOR

J.1 Selection Process

J.1.1 Selection Committee: The Board of Directors will, as required, appoint a Selection Committee to initiate, conduct and make a recommendation to the Board for the hiring of an Executive Director.

J.1.2 Constitution of the Selection Committee: The Selection Committee will consist of at least five (5) committee members including at least three (3) Directors and no more than two (2) staff or program volunteers.

J.1.3 Process: The Selection Committee will determine the process for publication, screening and interviewing applicants for the position of Executive Director.

J.1.4 Proposed Contract: A Director member of the Selection Committee who is not a staff or program volunteer shall negotiate the terms and conditions of employment for recommendation to the Board.

J.1.5 Recommendation to the Board: The Selection Committee will make a recommendation for the position of Executive Director to the Board.

J.1.6 Board Not Bound by Recommendation of Selection Committee: The Board may choose the Executive Director from the recommendation of the Selection Committee, but does not have to accept the recommendation of the Committee.

J.1.7 Further Selection Committee: If the Board moves to reject the recommendation by the Selection Committee (which is done by a simple majority vote), then the Board will strike a new Selection Committee.

J.2 Performance and Evaluation Process

The Executive Director will be evaluated in accordance with the terms of the contract of employment. The Board of Directors will appoint a committee to develop and implement a process for the evaluation of the Executive Director.

J.3 Contract Renewal Process

The Board of Directors will appoint a committee that does not include staff or program volunteers to negotiate any renewal of the contract with the Executive Director. The contract is subject to approval of the full Board.

J.4 Appointment of Acting Executive Director

The Board may appoint an Acting Executive Director where that position is vacant.

K. Executive Director

K.1 Duties

The Executive Director shall be the Chief Executive Officer of Klinik and shall be responsible solely to the Board. The Board shall delegate to the Executive Director full authority to manage the business and affairs of Klinik, save for those matters and duties as bylaw must be transacted or performed by the Board. The Executive Director shall:

- a. Present to the Board an annual operating budget showing the expected revenue and expenses as required by Klinik.
- b. Submit regularly to the Board or its authorized committees periodic reports showing Klinik's activities.
- c. At all reasonable times, provide to the Directors any and all information they may require regarding the affairs of Klinik.
- d. Conform to all lawful orders given by the Board of Directors.
- e. Ensure emergency planning in the event of the sudden loss of themselves or senior leadership positions.

K.2 Board and Committee Membership

The Executive Director shall be an ex officio, non-voting member of the Board of Directors, and of all Committees of the Board of Directors, except committees appointed under Article J.

ARTICLE L – BORROWING MONIES

L.1 Borrowing Monies

Whenever there is a delay or deficiency in the receipt of funds required by Klinik for the purpose of continuing day-to-day operations of established programs and affairs, then Klinik may borrow money in such manner and by such means as the Board deems fit.

However, in no case shall money be borrowed unless each of the following requirements is met:

- a. No fewer than fourteen (14) days prior to the proposed meeting to discuss the resolution, written notice is sent to each Director advising the time, date and place of the meeting and advising that a resolution to borrow money will be proposed.
- b. The resolution receives the approval of no less than two-thirds (2/3) of the Directors present and eligible to vote.

L.2 Limitations

The amount of money borrowed in any manner to cover deficiencies in operations shall not exceed three (3) times the average monthly expenditure of the six (6) months immediately preceding the month in which the resolution to borrow has been presented.

L.3 Borrowing Monies for Capital Expenditures and New Programs

The amount of monies eligible for borrowing in order to make capital expenditures and/or to establish new programs shall be determined from the budget. Any such proposed borrowing shall be limited to an amount such that the sum of all outstanding borrowing for capital expenditures and/or new programs at any time, together with interest calculated thereon, creates payments in amounts that can be serviced by the cash flow of Klinic.

ARTICLE M – BANKING PROCEDURES

M.1 Operational Signatories

The signatures of any two (2) of the Executive Director and program directors of Klinic, with the exception of the Director of Finance and Human Resources, shall be required for the purpose of withdrawing monies from any account Klinic may have to pay any monies for the purpose of day-to-day operations of Klinic up to an amount as may be stipulated from time to time by the Board of Directors.

M.2 Signing Officers

The Chairperson of the Board and the Secretary-Treasurer shall be designated as the signing officers of the Corporation. In the absence of either, the Board Chairperson shall appoint any other Director.

ARTICLE N – AMENDING AND REVIEWING BYLAWS

N.1 Reviewing Bylaws

It shall be the duty and responsibility of the Board of Directors to at all times be aware of and guided by the content of Klinic's Bylaws, and to review the Bylaws every four (4) years.

N.2 Amending Bylaws

Bylaws of Klinic may be amended from time to time by the Board of Directors, provided that:

- a. No fewer than forty (40) days prior to the proposed meeting, each Director is given notice in writing advising of the date, time and place of the meeting and the proposed amendment(s).
- b. The proposed amendment(s) receives the approval of no less than two thirds (2/3) of the current Directors.

N.3 Archiving Bylaws

Previous Bylaws of Klinic shall be archived for a period of at least six (6) years.

END