

Chapter Bylaws

Manitoba Chapter

Final - Approved

25 January 2021



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Article I. – Name and Place of Organization

1.1 This organization shall be called the Internet Society Manitoba Chapter Inc. (hereafter also referred to as the "Chapter"). The principal office of the Chapter shall in the Province of Manitoba as determined by the Board of Directors of the Chapter.

1.2 The books and records of the Chapter required by the bylaws or by any applicable statute or law shall be regularly and properly kept. These books and records shall be available at all reasonable hours to any member of the Chapter free of any charge.

1.3 The financial year-end of the Chapter shall be December 31 in each year.

1.4 The banking business of the Chapter shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Manitoba or elsewhere as the Officers may designate, appoint or authorize from time to time by resolution. The banking business shall be transacted by an Officer or Officers of the Chapter and/or other persons as the Executive Committee may from time to time designate, direct or authorize.

Article II. – Scope and Purpose

Section 1. Scope

1.1 The Internet Society charters this Chapter. This Chapter will serve persons who live or work in Manitoba and the surrounding area as required. These bylaws neither supersede nor abrogate any of the Bylaws of the Internet Society that regulate Chapter affairs.

Section 2. General Purpose

2.2 The Chapter is an incorporated not-for-profit organization, as defined in The Manitoba Corporations Act. The purpose of the Chapter shall be to support the Internet Society's vision, mission, and operating principles in the Province of Manitoba, Canada.

2.3 Chapters of the Internet Society help the Society's cause to achieve an open and free Internet for everyone. Chapters are central to the Society's work, bringing together its members in local and regional groups that run programs and activities dedicated, among other things, to informing policy and educating the public about Internet-related issues. Chapters provide the Internet Society with unique local and regional perspectives on emerging Internet issues. They share an interest and believe in the Society's mission and are committed to furthering its goals and objectives in their own geographical area.

Section 3. Specific Purpose

3.1 The specific objectives and purpose of this Chapter shall be to serve persons who live or work in Manitoba by:

- a. Supporting awareness by building initiatives and outreach efforts concerning connectivity;
- b. Facilitating discussion of issues that affect users in the community;
- c. Furthering the community's participation in areas important to the evolution and further development of the Internet; and
- d. Ensuring the community voice is included in Internet policy development.

Article III. – Membership

Section 1. Eligibility for Membership

1.1 An individual or organization proposed for membership in the Manitoba Chapter is admitted to membership in the Chapter only if the proposed Member so consents and their membership is approved at a Meeting of the Members. An individual or organization so admitted to membership in the Chapter is a Member with all the related rights and obligations immediately as of the receipt of such approval.

1.2 All members of the Chapter shall also be members of the Internet Society. Membership is not necessary, however, for participation in activities of the Internet Society or its Chapters.

1.3 All individuals and organizations falling within the defined scope of the Chapter shall be eligible for membership without discrimination.

1.4 Membership in the Chapter shall be open to all Internet Society members in the locality served by the Chapter or where there is a shared interest or benefit to the Chapter.

1.5 Student membership shall be open to all full-time students; student membership dues shall be determined by the Executive Committee but shall not exceed 50 percent of regular member dues.

1.6 Membership in the Chapter shall not be transferred.

Section 2. Annual Dues

2.1 The Chapter may request payment of local dues, the amount of which will be determined by the Board of Directors.

2.2 Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within two (2) calendar months of their due date, the members in default shall automatically cease to be members of the Chapter.

Section 3. Rights of Members

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

Section 4. Resignation and Termination

4.1 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.

Article IV. – Member Meetings

Section 1. Regular Meetings

1.1 In each calendar year the Chapter shall hold four (4) quarterly meetings of members. Such meetings may be held in person or electronically. One such meeting, usually in the second quarter, shall be the Annual General Meeting.

1.2 The Chapter shall hold meetings only in places that are open and accessible to all members of the Internet Society.

Section 2. Annual General Meeting

2.1 The Annual General Meeting shall include:

- a. The election of Officers and Directors;
- b. The Appointment of auditors;
- c. The annual report of the Chair;
- d. The annual financial statement; and
- e. The report of the Treasurer.

Section 3. Special Meetings

3.1 Special meetings may be called by the Chair, the Board of Directors, or a simple majority of the members of the Chapter.

Section 4. Notice of Meetings

4.1 Notices of the place and time of all meetings shall be distributed to all members at least two (2) weeks prior to any meeting, by oral or written notice duly served or mailed (physically or electronically).

Section 5. Quorum (Regular Meetings)

5.1 A quorum for a meeting of the Chapter members shall be defined as thirty (30) percent of the voting membership of the Chapter or at least sixteen (16) members, whichever is greater. No official business of the Chapter shall be conducted unless a quorum of the Chapter members is present, in person or virtually, or until one is reached.

5.2 To vote on the Bylaws a quorum of fifty (50) percent of the Chapter members is required, present in person or virtually, and the action will be passed by a simple majority.

Section 6. Voting

6.1 Voting can take place in person, by mail ballot, or electronically. All issues to be voted on shall be decided by a simple majority of those present, in person or virtually, and voting at the meeting in which the vote takes place.

Article V. – Board of Directors

Section 1. General Powers

1.1 The affairs of the Chapter shall be managed by the Board of Directors (referred to hereafter as the “Board”). The Board shall have control of and be responsible for the management of the Chapter, except as otherwise provided by law.

1.2 The Directors serve in the interest of the Chapter as a whole.

Section 2. Number and Tenure

2.1 The number of Directors shall be at least five (5) and no more than ten (10) directors, including the following officers: The Chair, the Vice-Chair, the Past Chair, the Secretary, and the Treasurer. Each member of the Board shall be a member of the Chapter whose membership dues are paid in full.

2.2 All Directors shall be elected to serve a two (2) year term, which may be extended until a successor has been elected. Director terms should be staggered so that approximately half the number of directors will end their terms in any given year.

2.3 The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected. No vote on new members of the Board, or Advisory Council, shall be held unless a quorum of the members is present.

Section 3. Board Meetings

3.1 Meetings of the Board shall be held at least annually and at times and places designated by the Board. The Board shall designate one meeting per year as the Annual Meeting, at which the Board will consider acceptance of the annual audit, and receive the reports from the committees, and any other business of the Board.

3.2 The Board 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 no less than two (2) weeks, prior to the meeting date.

3.3 Meetings of the Board shall be held in person and/or virtually. Participation via electronic communication shall constitute presence in person at the meeting.

Section 4. Quorum (Board Meetings)

4.1 At all meetings of the Board, a majority of the Directors then in office shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

4.2 Unless a greater affirmative vote is expressly required for an action under applicable law or these Bylaws, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be an act of the Board. Should the Directors be unable to make a decision based on the tied number of

votes, the Chair or Treasurer in the order of presence shall have the power to decide the vote.

4.3 Absentee voting and voting by proxy shall not be permitted at Board meetings. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

Section 5. Meeting Minutes

5.1 Minutes shall be produced for meetings of the Board. Minutes shall normally consist of a record of the decisions taken by the Board, a summary of discussions held, and any comments explicitly requested by Directors for inclusion. Draft minutes shall be distributed to the Board for comment as soon after a meeting of the Board as possible. The minutes shall be approved by resolution of the Board at its next meeting. The minutes, or a summary thereof, shall be posted on the Chapter's website as soon as possible after approval.

Section 6. Compensation of Board Members Services

6.1 Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

Section 7. Indemnification

7.1 (from C.C.S.M. c. C225 “The Corporations Act”

<https://web2.gov.mb.ca/laws/statutes/ccsm/c225e.php> retrieved on 4 January 2021). The Chapter has no additional provisions other than those set out by the Province. The Chapter does not hold insurance for this purpose.

Indemnification 119(1) - Except in respect of an action by or on behalf of the corporation or body corporate to procure a judgment in its favour, a corporation may indemnify a director or officer of the corporation, a former director or officer of the corporation or a person who acts or acted at the corporation's request as a director or officer of a body corporate of which the corporation is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the corporation or body corporate, if

(a) he acted honestly and in good faith with a view to the best interests of the corporation; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

Indemnification in derivative actions 119(2) - A corporation may with the approval of a court indemnify a person referred to in subsection (1) in respect of an action by or on behalf of the corporation or body corporate to procure a judgment in its favour, to which he is made a party by reason of being or having been a director or an officer of the corporation or body corporate, against all costs, charges and expenses reasonably incurred by him in connection with the action if he fulfils the conditions set out in clauses (1)(a) and (b).

Indemnity as of right 119(3) - Notwithstanding anything in this section, a person referred to in subsection (1) is entitled to indemnity from the corporation in respect of

all costs, charges and expenses reasonably incurred by him in connection with the defence of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the corporation or body corporate, if the person seeking indemnity

(a) was substantially successful on the merits in his defence of the action or proceeding; and

(b) fulfils the conditions set out in clauses (1)(a) and (b).

Section 8. Resignation, Removal and Vacancies

8.1 Any member of the Board may resign at any time by giving written notice to the Chair of the Board. Any such resignation shall take effect on the later of the date of delivery of the notice or a date specified in the notice.

8.2 Any member of the Board or members of the Advisory Council may be removed with or without cause, at any time, by vote of two-thirds (2/3) of the members of the Board if in their judgment the best interest of the Chapter would be served thereby. No officer of the Board shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing. Each member of the Board 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 shall automatically be removed from office.

8.3 Whenever any vacancy occurs in the Board due to the expiration of a Director's term of office, resignation, death, or removal of a Director, it shall be filled without undue delay by a majority vote of the remaining members of the Board at a regular meeting. The Board may appoint a new Director to fill a previously unfilled Board position according to specific methods approved by the Board, subject to the maximum number of Directors under these Bylaws. Such appointments shall be for the balance of the term of the Director being replaced.

Section 9. Advisory Council

9.1 An Advisory Council may be created whose members shall be elected by the members of the Board annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board.

9.2 Advisory Council members may attend said meetings at the invitation of a member of the Board. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Chapter by providing expertise and professional knowledge.

Article VI. – Officers

The officers of the Board shall be the Chair of the Board, a Vice-Chair, a Past Chair, a Treasurer, a Secretary, and such other officers as the Board deems necessary. The officers of the Chapter shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board. A person shall not normally hold more than one office at a time.

Section 1. Chair

1.1 The Chair is the principal officer and is responsible for leading the Chapter and managing its activities in accordance with local laws, the policies and procedures of the Internet Society and these Bylaws. The Chair of the Board shall be elected by the members of the Chapter at the Annual General Meeting.

1.2 The Chair shall:

- a. preside at all meetings of this Chapter and of its Executive Committee;
- b. oversee general and active management of the business of the Board;
- c. have general superintendence and direction of all other officers of this Chapter and see that their duties are properly performed;
- d. submit a report of the Chapter's activities for the fiscal year to the Board and members at their annual meetings, and
- e. from time to time, shall report to the Board all matters that may affect its activities.

Section 2. Past-Chair

2.1 The Past-Chair is responsible as an advocate for and advisor to the Chair. The Past-Chair is responsible for the special projects of the Chapter, reporting to the Current Chair.

Section 3. Vice-Chair

3.1 The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter.

Section 4. Secretary

4.1 The Secretary shall attend all meetings of the Board and of the Executive Committee, and all meetings of members. The Secretary shall keep or have kept the minutes of all meetings. The Secretary shall:

- a. record all votes and minutes of all proceedings of the Chapter and the Board;
- b. in concert with the Chair make the arrangements for all meetings of the Board, including the annual meeting of the Chapter;
- c. send notices of all meetings to the members of the Board and shall take registrations for the meetings;
- d. perform all official correspondence from the Board as may be prescribed by the Board or the Chair;
- e. prepare the Chapter's Activity Report and submit this report to the Internet Society.
- f. notify the Internet Society of any changes in the elected officers of the Chapter; and
- g. submit any proposed amendment of these Chapter Bylaws to the Internet Society for approval prior to adoption by the Chapter.

Section 5. Treasurer

5.1 The Treasurer shall oversee the collection of dues, payment of all bills, and maintenance of the Chapter's financial records. The Treasurer shall also:

- a. prepare and present a complete and accurate report of the Chapter's finances at the annual meeting of the members, or at any other time upon request to the Board;
- b. complete and submit this annual financial report to Internet Society;
- c. have the right of inspection of the Chapter's funds including budgets and subsequent audit reports;
- d. assist in direct audits of the funds of the Chapter according to funding source guidelines and generally accepted accounting principles; and
- e. perform such other duties as may be prescribed by the Board.

5.2 Disbursements from the Treasury for Chapter expenditures shall be made by the Treasurer with authorization of the Executive Committee and shall be included in the minutes of its meetings. The Treasurer and two other officers shall be registered as signing authorities.

Section 6. Election of Officers

6.1 The Nominating Committee shall submit at the meeting prior to the AGM the names of those persons for the respective offices of the Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the AGM.

Section 7. Vacancies of Officers

7.1 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 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 of the vacant directorship.

Section 8. Executive Director

8.1 The Board shall appoint an Executive Director to oversee the management of the Chapter. The Executive Director shall serve at the pleasure of the Board and shall be an ex-officio member of the Board with full voting rights unless prohibited elsewhere in these Bylaws.

- a) Duties of the Executive Director. The Executive Director shall act as the chief financial officer and the chief administrative officer of the Chapter and shall be empowered to hire staff, volunteers, and appoint assistants as necessary to ensure orderly operations. Such paid employees and uncompensated appointments shall be reviewed and approved by the Board;

- b) As chief financial officer, the Executive Director shall be responsible for overseeing all regular and special funds approved by the Board and specified in the Operational Guidelines. The Executive Director will work in concert with the Board Treasurer to ensure correct and appropriate management of fiscal control is maintained;
- c) As chief administrative officer, the Executive Director shall be the managing editor of all regular and special publications of the Association; and

8.2 The Executive Director may receive a salary for his or her service to the Chapter. Any financial arrangement will be detailed in a service contract approved by the Board; and

8.3 The Executive Director shall follow the Operational Guidelines approved by the Board.

ARTICLE VII. EXECUTIVE COMMITTEE

1.1 The members of the Executive Committee shall be the present Chapter officers, and the chairs of Committees from time to time required by the Chapter Chair. The term of the members of the Executive Committee shall coincide with the terms of the officers.

1.2 Except for the power to amend these Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.

ARTICLE VIII. COMMITTEES

Section 1. Committee Formation

1.1 The Board may form Committees to consider, investigate or take action on certain matters. The Board shall determine when Committees are needed and mandate their terms of reference. The Board shall have the power at any time to designate a

member of a Committee as its chair, fill vacancies, or change the membership of a Committee.

1.2 Each established Committee shall serve at the pleasure of the Board, operate according to terms of reference mandated by the Board and report as directed to the Board.

Section 2. Finance Committee

2.1 The Treasurer is the chair of the Finance Committee, which shall include two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget. 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.

2.2 The fiscal year shall be the calendar year.

2.3 Annual reports are required to be submitted to the board showing income, expenditures, and pending income.

2.4 The financial records of the Chapter are public information and shall be made available to the membership, board members, the Internet Society and the public.

Section 3. Nominating Committee

3.1 The Nominating Committee, is normally chaired by the Past Chair and shall consist of at least three members of this Chapter, two of whom should not be members of the Executive Committee. The Nominating Committee shall be appointed by the Chapter Chair at least 2 (two) months prior to the Elections.

Section 4. Audit Committee

4.1 The Audit Committee shall be appointed by the Chapter Chair at the close of the fiscal year to assure the accuracy of the accounting of the Chapter's funds for the

year. This Committee should also verify the accuracy of the Financial Report prepared by the Treasurer for submission to the Chapter members and the Internet Society.

ARTICLE IX. Amendment and Adoption of Bylaws

1.1 The Board may propose to amend these Bylaws by majority vote at any member meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each member within the time and the manner provided for the giving of notice of meetings.

1.2 All proposed changes to these Chapter Bylaws need to be approved by the Internet Society before being presented to the Chapter membership for a vote.

ARTICLE X. Dissolution of the Chapter


1.1 Dissolution of this Chapter by consent of the members shall consist of unanimous agreement of all its officers together with a majority vote at a meeting which has been publicized in advance to all members of the Chapter for the purpose of taking this vote.

1.2 Should this Chapter be dissolved; its assets shall be transferred to the Internet Society.

ADOPTED AND APPROVED by the Board of Directors on this 25th day of January, 2021.

Original Signed by the Board of Directors (Pro Tem)

Chair Kiley Bender 

Vice-Chair Bradley Hampson 

Secretary James Forestell 
Jim Forestell (Feb 16, 2021 14:13 CST)

Treasurer Kathy Knight **Kathy Knight**
Kathy Knight (Feb 16, 2021 16:46 CST)
