

Sacajawea Non Profit Housing Inc.

By laws #3

BY-LAW NO. 3

A by-law relating generally to the conduct of the affairs of SACAJAWEA NON-PROFIT HOUSING INC. (hereinafter called the "Corporation")

ARTICLE I

INTERPRETATION

1. In this by-law and all other by-laws of the corporation, unless the context otherwise specifies or requires:
 - (a) "Act" means the Corporations Act, R.S.O. 1980, c. 95 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
 - (b) "Regulations": means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
 - (c) "by-law" means any by-law of the Corporation from time to time in force and effect;
 - (d) all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations; and
 - (e) words importing the singular number only shall include the plural and vice versa and the words "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons; and
 - (f) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE II

HEAD OFFICE

1. The head office of the Corporation shall be in the City of Hamilton, in the Province of Ontario (subject to change by special resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix.

ARTICLE III

SEAL

1. The seal an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

ARTICLE IV

DIRECTORS

1. Duties and number. The affairs of the Corporation shall be managed by the board of directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner. The board of directors shall consist of the number of directors set out in the letters patent or such number of directors as may be determined from time to time by special resolution of the membership, requiring at least the support of two-thirds of the membership vote cast.
2. Qualifications. Board members are individuals of Native ancestry who support the objects of the Corporation. Every director shall be eighteen (18) or more years of age and, subject to section 286 of the Act, shall be a member of the corporation or shall become a member of the Corporation within ten (10) days after the election or appointment as a director.
3. Term of office and vacancies. The directors' term of office (subject to the provisions, if any, of the letters patent and any supplementary letters patent of the Corporation and of the by-laws) shall be from the date of the meeting at which they are elected or appointed. A minimum of four (4) directors shall be elected or appointed for a two year term and the remaining for a three year term at the annual meeting next following or until their successor are elected or appointed. So long as there is a quorum of directors in office, any vacancy occurring in the. board of directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors

for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided. An individual may serve up to three (3) consecutive terms.

4. Vacation of office: Vacancies, on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office is filled by the Directors, if they shall see fit to do so. Otherwise, such vacancy shall be filled at the next annual meeting at which the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided. The office of a Director of the Corporation shall be vacated; (a) if by notice in writing to the Corporation that a Director has resigned¹ or (b) misses three consecutive meetings without just cause, unless the Board decides otherwise. Directorship of the Corporation is not transferable and shall lapse and cease to exist upon the death of a director. Directorship of the Corporation is not transferable and shall lapse and cease to exist upon the death of a director.

Vacancies on the Board, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected. The number of directors shall not be increased between annual meetings of the members. The office of a director of the Corporation shall be vacated:

- a.) misses three consecutive meetings without just cause, unless the Board decides otherwise
- b.) if *s/he* becomes bankrupt or suspends payments or compounds with his/her creditors or makes an authorized assignment or is declared insolvent; or
- c.) if *s/he* is found to be or becomes of unsound mind;
- d.) if *s/he* is convicted of any criminal offence; or
- e.) if by notice in writing to the Corporation *s/he* resigns his/her office.

In the office or officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board of Directors may appoint a person to fill such a vacancy.

¹ In case of resignation, a Board Member shall remain liable for payment of any assessment or other sum levied or which became payable by said Director to the corporation prior to acceptance of the said Director's resignation.

5. Election and removal. Directors shall be elected yearly by the members in general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. The whole board of directors shall retire at the general meeting at which the yearly election of directors is to be made but, subject to the provisions of this by-law, shall be eligible for re-election; provided always that the members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of the term of office and may, by a majority of the votes cast at that meeting, elect any person in as a replacement for the remainder of the term.
6. Executive Committee. Subject to section 70 of the Act and in the event that the number of directors on the board of directors is greater than six (6), the directors may elect from among their number an executive committee consisting of not fewer than three (3) directors and, subject to the by-laws and resolutions of the board of directors, may delegate to such executive committee any of the powers of the board of directors. Subject to the by-laws and resolutions of the board of directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees it, provided, however, that if the executive committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members. This paragraph and the other provisions of this by-law referring to the executive committee shall not be effective unless and until this by-law has been confirmed by at least two-thirds (2/3) of the votes cast at an annual general meeting of the members duly called for that purpose.
7. Maximum and Minimum Directors: Unless the By-Laws otherwise provide, the Board of Directors shall consist of no more than 9 and not less than 3 directors unless and until this by-law has been confirmed by at least two-thirds (2/3) of the votes cast at a general meeting of the members duly called for that purpose.
8. Electronic Meetings: Unless the By-Laws otherwise provide, if all directors of the corporation agree, a meeting of the directors may be held by telephone, electronic or other communication facilities as permit all persons participating to communicate with each other simultaneously and instantaneously.

ARTICLE V

MEETINGS OF DIRECTORS

1. Place of meeting. Meetings of the board of directors and of the executive committee (if any) may be held either at the head office or at any place within or outside Ontario.
2. Notice. A meeting of the board of directors may be convened by the Chair of the Board (if any and if so authorized by special resolution of the Corporation), the President, a Vice-President who is a director or any two directors at any time and the Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. The notice of any meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 3 of Article XIII of this by-law not less than five (5) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice (if given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meetings.

If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

Omission of notice. The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

3. Adjournment. Any meeting of directors may be adjourned from time to time by the Chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original

meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought or dealt with at the original meeting in accordance with the notice calling the same.

4. Regular meetings. The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place and time of regular meetings of the board of directors shall be sent to each director forthwith after being passed, but no further notice shall be required for any such regular meetings.
5. Quorum. The number of directors which shall form a quorum for the transaction of business shall be that which is set out in the letter patent, supplementary letters patent or a special resolution of the Corporation and, in the event of no such provision, a majority of the directors shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum; of directors may exercise all the powers of directors.
6. Voting. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the Chair of the meeting in addition to the original vote shall have a second or casting vote.

ARTICLE VI

REMUNERATION OF DIRECTORS

1. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from the position as such; provided that a director may be reimbursed for reasonable expenses incurred by them in the performance of the duties.

ARTICLE VII

SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL

1. The board of directors in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of section 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the corporation's letters patent or supplementary letters patent or any other by-law) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

ARTICLE VIII

PROTECTION OF DIRECTORS AND OFFICERS

1. Conflict of interest. In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the Act, it is declared that no director shall be disqualified by the office from, or vacate the office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in whichs/heis in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of section 71 of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. A director who is in any way directly or indirectly interested in a proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve such contract.

2. Protection of directors and officers. Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the respective office or trust or in relation thereto unless the same shall happen by or through the own wilful neglect or default. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board of directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall have an interest in a person is employed by or performs services for the Corporation, the fact of the being a director or officer of the Corporation shall not disentitle such director or officer or such person, as the case may be, from receiving proper remuneration for such services.

ARTICLE IX

INDEMNITIES TO DIRECTORS AND OTHERS

1. Every director of the Corporation, heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the Corporation, given at any meeting of the members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against,
- (a) all costs, charges and expenses whatsoever that s/he sustains or incurs in or about any action, suit or proceeding is brought, commenced or prosecuted against them for or in respect of any act, deed matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of the office; and

(b) all sustains other costs, charges and expenses which s/he incurs in or about or in relation to the affairs thereof, except such costs occasioned by the now willful neglect or default.

The Corporation shall also indemnify any director in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by the Act or law.

ARTICLE X

OFFICERS

1. Appointment. The board of directors shall annually or oftener as may be required elect a President and, if authorized by special resolution of the Corporation, a Chair of the Board, from among themselves and shall appoint a Secretary and if deemed advisable may appoint annually or oftener as may be required one or more Vice-Presidents, a Treasurer and one or more Assistant Secretaries and/or one or more Assistant Treasurers. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of (i) the resignation, (ii) the appointment of the successor, (iii) the ceasing to be a director or member of the Corporation if such is a necessary qualification of the appointment, and (iv) the meeting at which the directors annually appoint the officers of the Corporation. A director may be appointed to any office of the corporation, but subject to section 291 of the Act, none of the said officers except the Chair of the Board and the President need be a director or member of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the office of Secretary and Treasurers/hemay but need not be known as the Secretary-Treasurer. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.
2. Remuneration and removal of officers. The remuneration of all officers elected or appointed by the board of directors shall be determined from time to time by resolution of the board of directors. The fact that any officer or employee is a director or member of the Corporation shall not disqualify them from receiving such remuneration as an officer or employee as may be determined. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time, with or without cause.
3. Powers and duties. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and

such other powers and duties respectively as may from time to time be assigned to them by the board of directors; subject however, to any special resolution of the corporation.

4. Duties of officers may be delegated. In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.
5. Chair of the Board. The Corporation may by special resolution provide for the election by the directors from among themselves of a Chair of the Board and define the duties, and may assign to the Chair of the Board any or all of the duties of the President or other officer of the Corporation, and in that case the special resolution shall fix and prescribe the duties of the President.
6. President. The President shall be the chief executive officer of the Corporation unless otherwise determined by special resolution of the Corporation or resolution of the board of directors.
7. Vice-President. The Vice-President or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President; provided, however, that a Vice-President who is not a director shall not preside as Chair at any meeting of the board of directors or the executive committee, if any, and that a Vice-President who is not a director and member shall not, subject to paragraph 7 of Article XIII of this by-law, preside at any meeting of members.
8. Secretary. The secretary shall give or cause to be given notices for all meetings of the board of directors or the executive committee, if any, and members when directed to do so and have charge of the minute books of the Corporation and of the documents and registers referred to in section 300 of the Act.
9. Treasurer. Subject to the provisions of any resolution of the board of directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct s/heshall keep or cause to be kept the books of account and accounting records referred to in section 302 of the Act. S/he may be required to give such bond for the faithful performance of the duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.
10. Assistant Secretary and Assistant Treasurer. The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant

Treasurer or, if more than one, the Assistant Treasurers in order of seniority, shall respectively perform all the duties of the Secretary and the Treasurer, respectively, in the absence or inability or refusal to act of the Secretary or the Treasurer, as the case may be.

11. **Executive Director.** The board of directors may from time to time appoint an Executive Director and may delegate to them or them full power to manage and direct the business and affairs of the Corporation (except such businesses and affairs of the Corporation as must be transacted or performed by other officers, by the board of directors and/or by the members) and to employ and discharge agents and employees of the Corporation or may delegate to them or them any lesser authority. An Executive Director shall conform to all lawful orders given to them by the board of directors of such matters and duties as by law, including, without limitation, a special resolution of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by an Executive Director shall be subject to discharge by the board of directors.
12. **Vacancies.** If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors' shall, in the case of the President and the Chair of the Board, if any, elect a person to fill such vacancy and in the case of the Secretary appoint a person to fill such vacancy, and may, in the case of any other office, appoint a person to fill such vacancy.

ARTICLE XI

MEMBERS

1. **Entitlement.** The members of the Corporation shall be the applicants for the incorporation of the Corporation and those persons as may from time to time be admitted to membership by the Secretary in accordance with rules for membership in the Corporation which have been approved by resolution of the directors and those persons as may from time to time be admitted to membership in the Corporation by resolution of the board of directors or by resolution of the members. Each member shall be promptly informed by the Secretary of the admission as a member.
2. **Resignation.** Members may resign by resignation in writing which shall be effective from acceptance thereof by the board of directors. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by them to the Corporation prior to acceptance by the Corporation.

3. Termination of membership. The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon death or dissolution or when the period of membership expires (if any) or when/he ceases to be a member by resignation or otherwise in accordance with the by-laws; provided always that the members of the corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass which resolution has been given, terminate the membership of any member of the Corporation.

ARTICLE XII

DUES

1. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the board of directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

ARTICLE XIII

MEMBERS' MEETINGS

1. Annual Meeting. Subject to compliance with section 293 of the Act, the annual meeting of the members shall be held at any place within Ontario on such day in each year and at such time as the directors may by resolution determine or, in the absence of such determination, at the place where the head office of the Corporation is located. The annual meeting of the members will be held not later than 15 months after holding the preceding annual meeting.
2. General Meetings. Other meetings of the members may be convened by order of the Chair of the Board (if any and if so authorized by special resolution of the Corporation), the President or a Vice-President who is a director and member or by the board of directors at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.

3. **Notice.** A printed, written or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting and to the auditor of the Corporation in the manner specified in paragraph 1 of Article XV of this by-law not less than ten (10) days (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting; provided, however, that if the objects of the Corporation are exclusively for charitable purposes, it is sufficient notice of any meeting of members if notice is given at least once a week for two (2) consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of members reside as shown by their addresses on the books of the Corporation.
4. **Waiver of Notice.** A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
5. **Omission of Notice.** The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.
6. **Votes.** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chair of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which s/he may be otherwise entitled,

No member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless s/he has paid all dues or fees, if any, then payable by them.

At any meeting unless a poll is demanded declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in

such manner and either at once, later in the meeting or after adjournment as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

7. Chair of the meeting. In the event that the Chair of the Board, if any, is, by special resolution of the Corporation, entitled or required to act as Chair of the meeting and is absent, the President is absent and there is no Vice-President present who is a director and a member, the persons who are present and entitled to vote shall choose another director as Chair of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be the Chair.
8. Proxies: votes at meetings of the members may be given either personally or by proxy, or in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board of directors or governing body of the body corporate or association to represent it at meetings of members of the corporation. At every meeting at which s/he is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions if any, of the letters patent or supplementary letters patent of the Corporation, every member who is entitled to vote at the meeting and is present in person or represented by the individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and is represented by such proxy holder.

A proxy shall be executed by the member or the attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized.

A person appointed by proxy need not be a member.

Subject to the provisions of the act and the regulations, a proxy may be in the following form:

"The undersigned member of _____ hereby appoints _____ of _____

Of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the members of the said corporation to be held on the _____ day of _____, 19____, and at any adjournment or

adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournment thereof.

DATED the _____ day of _____, 19_____

Signature of member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be cabled or telegraphed or sent by telex or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The Chair of any meeting of members may, subject to any regulations made as aforesaid, in the discretion accept telegraphic or cable or telex or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such telegraphic or cable or telex or written communication accepted by the Chair of the meeting shall be valid and shall be counted.

9. Adjournment. The Chair of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before are dealt with at the original meeting in accordance with the notice calling the same.
10. Quorum. A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act or by the Corporation's letters patent or by any supplementary letters patent or any other by-law) shall consist of not less than 30% of members present in person or represented by proxy as defined in paragraph 8 of this Article. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote

may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 3 of this Article with regard to notice shall apply to such adjournment.

ARTICLE XIV

VOTING SHARES AND SECURITIES

1. All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the board of directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board of directors.

ARTICLE XV

NOTICES

1. Service. Any notice or other document required by the Act, the Regulations, the letters patent, supplementary letters patent (if any) or the by-laws to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or telex to any such member or director at the latest address as shown in the records of the Corporation and to the auditor at the business address, or if no address be given therein then to the last address of such member or director known to the Secretary provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
2. Signature to notices. The signature of any director or officer of the corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
3. Computation of time. Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, letters patent or supplementary letters patent of the Corporation the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such manner of days or other period.
4. Proof of Service. with respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or

other document was properly addressed as provided in paragraph 1 of this Article and put into a Post Office or into a letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

ARTICLE XVI

CHEQUES, DRAFTS, NOTES, ETC.

1. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer of officers or person or persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate by resolution.

ARTICLE XVII

CUSTODY OF SECURITIES

1. All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the board of directors, with such other depositaries or in such other manner as may be determined from time to time by the board of directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

ARTICLE XVIII

EXECUTION OF INSTRUMENTS

1. Subject to any special resolution of the corporation, contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by

(a) anyone of the President or a Vice-President together with anyone of the Secretary or the Treasurer;

(b) any two directors; or

(c) anyone of the aforementioned officers together with anyone director;

and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.

The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

In particular without limiting the generality of the foregoing

(d) anyone of the president or a Vice-President together with anyone of the Secretary or the Treasurer;

(e) any two directors; or

(f) anyone of the aforementioned officers together with anyone directors; shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the seal of the corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

ARTICLE XIX
FINANCIAL YEAR

1. The financial year of the Corporation shall terminate on the _____ day of _____ in each year or on such other date as the directors may from time to time by resolution determine.

ENACTED this 31st day of December, 1987

WITNESS the seal of the corporation

President

Secretary

SACAJAWEA NON-PROFIT HOUSING INC. BY-LAW NO. 2

A by-law respecting the borrowing of money by SACAJAWEA NON-PROFIT HOUSING INC. (hereinafter called the "Corporation")

1. The directors may from time to time
 - (a) borrow money on the credit of the Corporation
 - (b) issue, sell or pledge securities of the corporation;
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the corporation, present and future, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

The word "securities" as used in this paragraph means bonds, debentures, or other like liabilities of the Corporation whether constituting a charge on the property of the Corporation or not.

2. The directors may from time to time authorize any director or directors, officer or officers, employee of the Corporation or other person or persons, whether connected to the corporation or not, to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions and to give such additional securities for any money borrowed or remaining due by the Corporation as the directors of the Corporation may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.
3. The directors may from time to time authorize any director or directors, officer or officers employee of the Corporation or not, to sign, execute and give on behalf of the Corporation all documents, agreements and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and the same and all renewals thereof or substitutions therefor so signed shall be binding on this Corporation.
4. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow.

By law No. 2, being a by-law respecting the borrowing of money by the Corporation be and the same is hereby enacted as a by-law of the Corporation and the President and Secretary be and they are hereby authorized to sign the by-law and to affix the corporate seal hereto.

The undersigned, being all the directors of the Corporation hereby sign the foregoing resolution pursuant to the provisions of Section 298 of the Corporations Act.

Dated the 31st day of December, 1987,

BE IT RESOLVED THAT:

By-law No.2, being a by-law respecting the borrowing of money by the Corporation be and the same is hereby confirmed without amendment as a by-law of the Corporation.

The undersigned, being all the directors of the Corporation hereby sign the foregoing resolution pursuant to the provisions of Section 298 of the Corporations Act.

BE IT RESOLVED THAT:

By-law No.3, being a by-law respecting the borrowing of money by the Corporation be and the same is hereby confirmed without amendment as a by-law of the Corporation.

The undersigned, being all the directors of the Corporation hereby sign the foregoing resolution pursuant to the provisions of Section 298 of the Corporations Act.

The undersigned, being all the directors of the Corporation hereby sign the foregoing resolution pursuant to the provisions of Section 298 of the Corporations Act.

Dated the _____

President, Board of Directors

Secretary, Board of Directors