



# **Mentoring Artists for Women's Art Inc. By-Laws**

## **October 2011**

# Table of Contents

<b>1. Interpretation</b> .....	<b>3</b>
<b>2. Conditions of Membership</b> .....	<b>3</b>
<b>A. Categories</b> .....	<b>3</b>
<b>B. Fees</b> .....	<b>4</b>
<b>C. Cessation of Membership</b> .....	<b>4</b>
<b>D. Member Voting</b> .....	<b>4</b>
<b>3. Main Office</b> .....	<b>4</b>
<b>4. Conditions of Management</b> .....	<b>5</b>
<b>A. Board Size and Quorum</b> .....	<b>5</b>
<b>B. Qualifications of Directors</b> .....	<b>5</b>
<b>C. Election of Directors</b> .....	<b>5</b>
<b>D. Tenure of Directors</b> .....	<b>5</b>
<b>E. Cessation of Board Membership</b> .....	<b>5</b>
<b>F. Responsibilities of Directors</b> .....	<b>6</b>
(a) Policies .....	<b>6</b>
(b) Financial Responsibility .....	<b>6</b>
(c) Books and Records .....	<b>6</b>
(d) Staffing and Remuneration .....	<b>7</b>
(e) Execution of Documents .....	<b>7</b>
(f) Indemnities to Directors and Others .....	<b>7</b>
<b>G. Board Structure</b> .....	<b>8</b>
(a) Officers .....	<b>8</b>
(b) Committees .....	<b>9</b>
<b>H. Meetings</b> .....	<b>9</b>
(a) Annual General Meetings: .....	<b>9</b>
(b) Special General Meetings: .....	<b>9</b>
(c) Regular Board Meetings: .....	<b>9</b>
<b>I. Voting and Quorum</b> .....	<b>10</b>
<b>J. Notification of Annual General &amp; Special General Meetings:</b> .....	<b>10</b>
<b>K. Minutes</b> .....	<b>11</b>
<b>5. Financial Year</b> .....	<b>11</b>
<b>6. Amendment of By-Laws</b> .....	<b>11</b>
<b>7. Borrowing</b> .....	<b>11</b>
<b>8. Conflict of Interest</b> .....	<b>11</b>
<b>9. Winding Up</b> .....	<b>12</b>

# **Mentoring Artists for Women's Art: BY-LAWS**

(MAWA is herein referred to as the "Group")<sup>1</sup>

## **1. Interpretation**

In these By-Laws unless the context otherwise requires, words meaning the singular number of the feminine gender shall include the plural number and/or the masculine gender, as the case may be, and vice versa, and reference to persons shall include firms, corporations and societies.

## **2. Conditions of Membership**

Membership in the Group shall be limited to persons interested in furthering the objectives of the Group as referred to in the Working Mandate.<sup>2</sup>

### **A. Categories**

The three categories of members in the Group are:

**(a) Honourary Members** - Individuals who have rendered conspicuous services to the Group in the advancement of its objectives, or of its general welfare, or by material contributions to its funds, or outstanding service to Manitoba, may at any general meeting of the Group and with the consensus of the members then present and entitled to vote be elected to Honourary Membership.

Notice of intention to elect Honourary Members shall be mailed to all members in good standing at least fourteen (14) days before the holding of the respective general meeting.

Honourary Members shall not be required to pay any membership fees, dues, or subscriptions. Honourary Members retain voting privileges.

Honourary Membership shall not confer the right to be elected as a director, or to participate in any distribution of the property of the Group upon dissolution of the Group.

**(b) Producing Members**- Individuals, who have paid membership fees as prescribed by the directors, shall be deemed Producer Members if the member defines herself as

- an artist,
- a curator
- a critic

or a cultural worker

---

<sup>1</sup> Amended October 2011

<sup>2</sup> Amended October 2011

with a practice within the field of visual arts, committed to professionalism within the contemporary visual arts community.<sup>3</sup>

**(c) Associate Members** - Individuals, who have paid membership fees as prescribed by the directors, shall be deemed Associate Members if they are not Producer Members or Honourary Members.<sup>4</sup>

## **B. Fees**

The membership fees or dues shall be in such amounts as may be decided by the Board of Directors from time to time.

## **C. Cessation of Membership**

Membership in the Group shall cease under the following circumstances:

**(a) Written Resignation** - Any member may resign her membership by notice in writing addressed and mailed or delivered to the Secretary of the Group, and upon receipt of such notice by the Secretary, she shall cease to be a member.

**(b) Lapsed Members** - If any membership fee payable by a member is overdue it is terminated until renewed. The member will be notified and invited to renew.<sup>5</sup>

**(c) Board Consensus** - The Board of Directors may by consensus, at a meeting convened for the purpose, cancel the membership of any member for cause, providing that any such member shall be granted an opportunity to be heard at this meeting. Any person who for any reason whatsoever ceases to be a member, forfeits any right, claim or interest which arose by reason of her membership in the Group.

## **D. Member Voting**

See Meetings Section 4.H.d.

## **3. Main Office**

Unless changed in accordance with the act, the Main Office of the Group shall be in Winnipeg, Manitoba, Canada.<sup>6</sup>

---

<sup>3</sup> Amended October 30, 2003

<sup>4</sup> Amended October 2011

<sup>5</sup> Amended October 2011

<sup>6</sup> Addition of Canada October 2011

## **4. Conditions of Management**

### **A. Board Size and Quorum**

The property and business of the Group shall be managed by a board of no less than eight (8) and no more than (15) directors of whom a three-fourths (3/4) majority are producer members.

A majority of directors holding office shall constitute a quorum.

### **B. Qualifications of Directors**

Directors must be individuals, members of the Group, eighteen (18) years of age, with power under law to contract and have artistic or relevant experience. See Section 2.A.b. for definition of membership qualifications.

### **C. Election of Directors**

If any vacancy occurs for any reason on the board, the Board of Directors may by consensus appoint individuals to fill the vacancy with a member of the Group, keeping in mind the quota for producer members.

Nomination and/or election occur at an annual general meeting of the members and at any time during the year.

Volunteers shall obtain nominations for the board by indicating an interest in participating on the board to a current board or staff member.

### **D. Tenure of Directors**

Directors shall serve for a term of one (1) year to three (3) years. A fourth year may be added to a director's term with approval of the board.<sup>7</sup>

A retiring director shall remain in office until her retirement is accepted. It is the remaining directors' responsibility to ensure quorum by filling the retiring director's position.<sup>8</sup>

### **E. Cessation of Board Membership**

The position of a director shall be automatically vacated:

(a) if a director resigns from office by delivering a written resignation to the Secretary of the Group, two weeks prior to the next Board meeting

(b) if the director is found by a court to be of unsound mind

---

<sup>7</sup> Amended October 2011

<sup>8</sup> Amended October 2011

- (c) if the director becomes bankrupt (or suspends payment of compounds with the director's creditors)
- (d) if at a special general meeting of members a consensus decision is passed that the director be removed from office
- (e) on death
- (f) if the Board of Directors requests it due to absences and/or abrogation of responsibilities.

## **F. Responsibilities of Directors**

The directors of the Group may administer the affairs of the Group in all things and make or cause to be made for the Group, in its name, any kind of contract which the corporation may lawfully enter into and, except as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Group is by its mandate or otherwise authorized to exercise and do.

### ***(a) Policies***

The Board of Directors may prescribe such policies not inconsistent with these By-Laws, and the mandate, relating to the management and operation of the Group, as they deem fit.<sup>9</sup>

### ***(b) Financial Responsibility***

The Board of Directors may take such steps as they deem necessary to enable the Group to acquire, accept, solicit or receive legacies, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Group.

The Board of Directors shall have power to invest the funds of the Group only in securities in which trustees may invest trust funds under the laws of the Province of Manitoba.

### ***(c) Books and Records***

The directors shall see that all necessary books and records of the Group required by the By-Laws of the Group or by an applicable statute or law are regularly and properly maintained.

The books and records shall be kept at such place in Manitoba as the directors think fit, and shall at all times be open to inspection by the directors.

The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts, books and records of the Group, or any of them, shall be open to inspection by members not being directors and no member (not being a director) shall have any right of inspecting any account, or book, or document

---

<sup>9</sup> Amended October 2011

of the Group except as conferred by law or authorized by the directors or by resolution of the members, whether previous notice thereof has been given or not.

***(d) Staffing and Remuneration***

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment. The board shall fix a reasonable remuneration for the Executive Director and such agents.<sup>10</sup>

***(e) Execution of Documents***

Contracts, documents or any instruments in writing requiring the signature of the Group, shall be signed by any two officers and any contracts, documents so signed shall be binding upon the Group without any further authorization of formality.

The directors shall have power from time to time by consensus of the board appoint an officer or officers on behalf of the Group to sign specific contracts, documents, and instruments in writing.

The directors may give the Group's power of attorney to any registered dealer in securities for the purposes of transferring of and dealing with any stocks, bonds and other securities of the Group.<sup>11</sup>

(Item moved)<sup>12</sup>

***(f) Indemnities to Directors and Others***

Every director or officer of the Group or other person who has undertaken or is about to undertake any liability on behalf of the Group or any company controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Group from and against;

**i.** all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by her, in or about the execution of the duties of her office or in respect of any such liability;

**ii.** all other costs, charges and expenses which she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the director's own willful neglect or default.

---

<sup>10</sup> Amended October 2011

<sup>11</sup> Removed reference to Seal as it is not longer required Amended October 2011

<sup>12</sup> 4F(e) Conflict of Interest moved to 8 and all numbers after 4F(e) moved up accordingly. October 2011  
MAWA By-Laws with amendments ratified in October 2011

## G. Board Structure

### (a) Officers

#### i. Categories

There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer, and such other officers which such duties as the Board of Directors may determine from time to time. All positions except the Chair may be held cooperatively.

#### ii. Appointment

The officers of the Group shall be appointed by consensus of the Board of Directors. See Section 4.A. for board size and quorum.<sup>13</sup>

#### iii. Duties

The **Chair** shall, when present, facilitate all meetings of the Group and of the Board of Directors. During the absence or inability of the Chair, her duties and powers, may be exercised by the Vice-Chair, or a board member designated by the Chair or by consensus of the board.<sup>14</sup>

The Chair shall, along with designated board members, be charged with the general management and supervision of the affairs and operations of the Group. The Chair shall, with the Secretary or other officer appointed by the board for that purpose, sign all resolutions or other official documents.

The Chair does not vote, except in case of an equality of votes, when she may have a deciding vote.

The **Vice-Chair** shall perform such duties as shall from time to time be requested of the Vice-Chair by consensus of the Board of Directors.

The **Secretary** may be empowered by the Board of Directors, upon consensus of the board, to carry on the affairs of the Group generally under the supervision of the officers thereof and shall attend all board meetings and act as clerk thereof and record all minutes or all proceedings in the books to be kept for that purpose.

The Secretary shall perform such other duties as may be prescribed by the Board of Directors by consensus decision.<sup>15</sup>

The **Treasurer** shall ensure the custody of the funds and securities of the Group and shall ensure the keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Group in the books belonging to the Group. The Treasurer shall ensure the disbursements of the funds of the Group as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Board of

---

<sup>13</sup> Amended October 2011

<sup>14</sup> Amended October 2011

<sup>15</sup> Reference to Secretary holding the seal removed. Amended October 2011

Directors at the regular meetings of the board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Group.

The Treasurer shall also perform such other duties as may from time to time be requested by consensus of the Board of Directors.

**(b) Committees**

The Board of Directors may appoint committees whose members shall hold their offices in consultation with the Board of Directors of the Group.

**H. Meetings**

The Board of Directors or the Chair or Vice-Chair shall have power to call, at any time, a general meeting of the members of the Group.

The members may consider and transact any business either special or general at any meeting of the members.

The annual general or any other general meeting of the members shall be held at the place designated by consensus of the Board of Directors of the Group.

At all meetings of members of the Group consensus shall determine every question.<sup>16</sup>

**(a) Annual General Meetings:**

The annual general meeting is composed of the report of the directors, amendments to by-laws, the financial statement, the report of the auditors and any other business. Auditors will also be appointed for the ensuing year.

The Annual General Meeting shall be held within seven (7) months of the financial year-end of the Group on a day named by the board.<sup>17</sup>

**(b) Special General Meetings:**

The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than five percent (5%) of the voting rights, as well as at such times as the Board of Directors sees fit.

**(c) Regular Board Meetings:**

Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that forty-eight (48) hours written notice of such meeting shall be given, by mail or other means, to each director. There shall be at least one (1) meeting per year of the Board of Directors.

---

<sup>16</sup> Amended October 2011

<sup>17</sup> Amended October 2011

## **I. Voting and Quorum**

A member shall be entitled to vote if she is either a producing member or an honorary member.<sup>18</sup>

Primary decision-making process is consensus with the exception of the election of board members, which shall be voted upon. At a meeting, each member of the Group, entitled to vote<sup>19</sup>, shall be entitled to one (1) vote per issue voted upon. No member shall be entitled to vote at meetings unless she has paid all dues or fees, if any, then payable by her.

At all meetings of the Group every question shall be decided by majority of the votes of the members entitled to vote present, using the consensus method.<sup>20</sup> Unless a poll is requested, a declaration by the Chair that a decision has consensus or does not have consensus and an entry to that effect in the Minutes of the Group shall be sufficient evidence of the fact.

A member may, by means of a written proxy, appoint a proxy-holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy-holder must be a producing member of the Group.

Quorum for an annual general or special general meeting shall be met when one-half (1/2) plus one of the current board members and sixteen (16) non-board voting MAWA members in good standing are present.<sup>21</sup>

## **J. Notification of Annual General & Special General Meetings:<sup>22</sup>**

Fourteen (14) days written notice shall be given to each voting member, of any annual general or special general meeting of members.

Notice of any annual general or special general meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

An error or omission in receiving notice of any meeting of the members or Board of Directors of the Group shall not invalidate such meeting or make void any proceedings taken at the meeting.<sup>23</sup>

For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director, or officer shall be the last address recorded on the books of the Group.

---

<sup>18</sup> Amended October 30, 2003

<sup>19</sup> Amended October 30, 2003

<sup>20</sup> Consensus change. Amended October 2011

<sup>21</sup> Amended Special General Meeting October 26, 2005

<sup>22</sup> Title change Amended October 2011

<sup>23</sup> Amended October 2011

## **K. Minutes**

The minutes of the Board of Directors or any committee of the Board of Directors shall be available to the members for inspection at the Main Office of the Group, upon reasonable notice. Each member of the Board of Directors shall receive a copy of such minutes. Historical minutes are housed at the Archives of Manitoba.<sup>24</sup>

## **5. Financial Year**

The fiscal year of the Group shall be set by resolution of the Board of Directors, by consensus.

## **6. Amendment of By-Laws**

The directors may not make, amend, or repeal any By-Laws of the Group. The By-Laws of the Group shall be amended and passed at an annual general or special general meeting by an affirming vote of one-half (1/2) plus one of the current board members and sixteen (16) non-board voting MAWA members in good standing at a meeting duly called for the purpose of considering the said By-Law.<sup>25</sup> The accepted amendments shall take effect immediately.

## **7. Borrowing**

The Group authorizes as follows:

(a) That the directors may from time to time borrow money on behalf of the group<sup>26</sup> and upon the credit of the Group.

(b) That the directors may authorize and generally manage, transact and settle the borrowing of money by the Group. More specifically, the directors may from time to time authorize any director(s), member(s) or employee(s) to enter into arrangements with respect to money borrowed as permitted in paragraph (a) above, including the terms and conditions of such loans and the security to be given. The directors also have the power to vary or modify such arrangements, terms and conditions and to give such additional security for borrowed monies or outstanding sums remaining due on the Group's credit.<sup>27</sup>

## **8. Conflict of Interest**

Directors and members shall disclose any significant direct or indirect pecuniary or other conflict of interest relevant to a matter, which arises at any meeting of the board. If the director or member concerned does not declare a voluntary withdrawal

---

<sup>24</sup> Amended October 2011

<sup>25</sup> Amended October 2011

<sup>26</sup> Addition by Amendment at AGM October 2011

<sup>27</sup> Amended October 2011

from voting on the matter, the other board or members present shall then determine by resolution if the interest disclosed is significant enough to disqualify the member from voting on the matter.

No director or member who is also an employee of the Group shall vote on any matter concerning her own term or conditions of employment.

Where a significant direct or indirect pecuniary or other conflict of interest is discovered that was not disclosed by a board or member when the matter was voted upon, the board may by resolution reverse the original vote.

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from her position as such; provided however that a director may be paid reasonable expenses incurred in the performance of her duties. Nothing herein contained shall be construed to preclude any director from serving the Group as an officer or in any other capacity and receiving compensation within policy guidelines.<sup>28</sup>

## 9. Winding Up

An unalterable provision of this By-Law is that members of the Group shall have no interest in the property and assets of the Group, and that upon dissolution or winding up of the Group, any funds and assets of the Group remaining after satisfaction of its debts and liabilities shall be distributed to non-profit organization whose objectives most closely accord with the Mandate of the Group as determined by the voting members at the time of dissolution.<sup>29</sup> This is the responsibility of the Board of Directors.<sup>30</sup>

By-Laws adopted at a meeting of the Board of Directors on May 7, 1991  
By-Laws ratified at a general meeting of the members on May 23, 1991

Chair	H.S. Peterson	Secretary	Janet Riddell
Vice-Chair	Linda Fairfield	Treasurer	P. Lange

2003 By-Law Amendments (see footnotes for changes)

2005 By-Law Amendments (see footnotes for changes)

2011 Board of Directors

<i>Chair</i>	<i>Gwen Armstrong</i>	<i>Secretary</i>	<i>(Karen Schlichting) stepped down</i>
<i>Vice-Chair</i>	<i>Cheryl Orr-Hood</i>	<i>Treasurer</i>	<i>Arwen Helene</i>

By-Laws amended and ratified 2011

---

<sup>28</sup> Amended October 2011

<sup>29</sup> Amended October 2011

<sup>30</sup> Addition by Amendment at AGM October 2011

MAWA By-Laws with amendments ratified in October 2011