

**BY-LAW NO. 3**

**A By-Law relating generally to the transaction of the affairs of  
ARTS COUNCIL - WINDSOR & REGION**

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## **ARTICLE I**

### **Purpose**

The purpose of these Governing Documents is to further the Arts Council - Windsor & Region's mandate as a non-profit organization that enriches the quality of life for all by strengthening the arts and the community through leadership, education and promotion.

## **ARTICLE II**

### **Definitions**

#### **Part 1: Interpretation**

- 1.1 Terms not defined in the By-laws themselves shall first be interpreted with reference to the **Ontario Corporations Act, R.S.O.** 1990, c. C-38.
- 1.2 These definitions and the definitions set out elsewhere in these By-laws shall apply to uses of the terms in these By-laws and other materials of the ACWR unless context otherwise requires or redefined by or for that specific material.
- 1.3 Terms not defined according to 1.1 shall be interpreted with reference to the most recent revision of the Oxford Dictionary.

#### **Part 2: Defined Terms**

"ACWR" shall refer to Arts Council of Windsor and Region.

"AGM" shall refer to the Annual General Meeting.

"Annual Financial Review" shall refer to a yearly review of the transactions of the Corporation by an independent party or parties.

"Board" shall refer to the Board of Directors of the ACWR.

"Corporation" shall mean the ACWR

"Director" shall mean an Elected Member of the Board.

"Elected Member" shall mean a Member elected by the Membership who serves as Director or Officer.

"Elections" shall mean the processes in which Elected Members are elected by the Members as set out in By-law 9.

"Employee" shall mean an individual hired by the Board or by the Executive Director,.

"Executives" shall refer to the members of the Executive Committee.

"Ex-officio" shall mean an automatic and permanent position with a given body, but shall not include voting rights unless explicitly stated in these By-laws.

"Executive Director" shall mean an Employee hired by the Board to manage the office and office staff of the ACWR.

"GM" shall refer to the General Meeting.

“Head Office” shall refer to the official location of the ACWR.

“Member” shall mean any individual who has paid the annual membership fee, as defined by Article IV

“Officers” shall refer to the executive members of the ACWR.

“Corporations Act” shall mean the Corporations Act, R.S.O. 1990, c. C-38 as amended from time-to-time and every statute enacted to replace that legislation.

“Quorum” shall mean the number of individuals who must be present for business to be transacted.

“Resolution” shall mean a decision passed by the required margin.

“Simple majority” shall mean a vote supported by fifty (50) percent plus one (1) of those voting.

“Two-thirds (2/3) majority” shall mean a vote supported by two-thirds (2/3) of those voting.

### **Part 3: Application**

The interpretations and definitions set out in this By-law shall apply to all By-laws, except where a specific term is re-interpreted or re-defined in a particular By-law for the sake of that particular By-law and any other specifically referred to By-laws.

## **ARTICLE III**

### **Governing Documents**

#### **Part 1: Oversight**

- 1.1 Except where otherwise specified, record and document management shall be the responsibility of the Secretary.
- 1.2 The Board shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute of law are regularly and properly kept.

#### **Part 2: Official Record**

- 2.1 The Secretary shall maintain the Official Record of the Arts Council of Windsor and Region (ACWR).
- 2.2 The Official Record shall include the:
  - a. Letters Patent;
  - b. By-laws;
  - c. Resolutions of Members, Board and the Executive Committee;
  - d. Meeting minutes of the Members, Board and the Executive Committees;
  - e. Reports of Governance Committees;
  - f. Archived contracts and agreements in force or of lasting importance;
  - g. Archived financial statements; and
  - h. Any other document submitted to the Official Record by Resolution of the Board.

- 2.3 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.
- 2.4 The Official Record shall be located at the Head Office.

**Part 3: Scope**

- 3.1 The Board Chairperson along with the Secretary for the Board shall work together during the year to ensure all appropriate minutes and resolutions are brought into the Official Record on an ongoing basis.
- 3.2 During the course of the year, each Officer shall maintain the records and documents used by her or his position.
- 3.3 During the course of the year, each standing committee Chairperson shall maintain the records and documents used by her or his position.
- 3.4 The Secretary shall co-ordinate with the Chairperson and Officers the archiving of all official documents of lasting importance.
- 3.5 Determination of lasting importance shall be based upon:
  - a. The applicable laws of Canada, Ontario and City of Windsor;
  - b. Best practices in the organization sector; and
  - c. Continuity of purpose, understanding and operations of the ACWR.

## **ARTICLE IV**

### **Membership**

- 5.1 The following shall be eligible for membership in the Corporation:
  - a. incorporating directors;
  - b. any person who is interested in and supports the purpose of the Corporation;
  - c. any association, society, Corporation, partnership, club or group who is interested in and supports the purpose of the Corporation.
- 5.2 The membership in the Corporation shall consist of all persons who have made a contribution to the Corporation, the minimum amount to be determined by the Board of Directors.
- 5.3 Membership shall be valid for one (1) year from the date of the contribution.
- 5.4 Every member in good standing who has paid the applicable membership for that year is entitled to:
  - a. attend any Annual General Meeting (AGM) or General Meeting (GM);
  - b. vote at any AGM or GM, provided that said member has been a member of the Corporation for at least four (4) weeks prior to the date of said meeting;
  - c. hold any office of the Corporation; and
  - d. request access to any documents, not including classified documents.
- 5.5 Each member is entitled to one vote.
- 5.6 No member who is an employee of the Corporation shall have the right to vote at either the AGM or the GM on any matter relating to said employee.
- 5.7 A member may vote at a General Meeting by proxy delivered to the Secretary of the Corporation prior to the vote.
- 5.8 Memberships shall cease:
  - a. upon the death of a member;
  - b. if the member has not renewed her or his membership fee; or
  - c. if the member resigns by written notice given to the Secretary;
- 5.9 The Directors shall from time to time determine classes of membership and the membership fees payable with respect to each class.

## ARTICLE V

### **Elections**

#### **Part 1: Oversight**

- 1.1 The Nominating Committee shall oversee all elections in accordance with applicable by-laws and resolutions.
- 1.2 It shall be the duty of the Nominating Committee to report to the Board of Directors at the AGM the names of qualified and willing persons to fill all places on the Board falling vacant at the forthcoming AGM.
- 1.3 Nominations may be accepted prior to or at the AGM before the closing of the elections.

#### **Part 2: Board of Directors**

- 2.1 All Members are eligible for election to the Board.
- 2.2 Each of the Elected Members of the Board at the time of their election and throughout their term as Director must be a Member of the Corporation.
- 2.3 The Board shall from time-to-time determine the maximum number of Directors. The Corporation shall be managed by a Board of not less than twelve (12) voting Directors.
  - 2.3.1 Directors shall be elected to serve terms of not less than two (2) years from the date of election, or until the AGM.
  - 2.3.2 No Director shall serve more than six (6) consecutive years.
  - 2.3.3 Terms of Directors shall be staggered so that individual terms do not end all at once.
- 2.4 All members eligible to vote may cast a vote in all elections to the Board at a GM or the AGM.
- 2.5 Nominees receiving the most votes at an election for Directors at the AGM or at any other meeting shall be elected as Directors.
- 2.6 The election of Directors may be by a show of hands unless a ballot vote is demanded by a member.

#### **Part 3: Executive Officers**

- 3.1 At the first meeting of the Board after the election of Directors at the AGM or at any GM, the Board shall elect from among the Directors a Vice-President, Secretary and Treasurer.
- 3.2 In default of such election, the then incumbents, being members of the Board, shall hold office until their successors are elected.
- 3.2 The Vice-President shall be designated President-Elect, and shall become President when the office of the President is vacated, upon the approval of the Board.
  - 3.3.1 In the event that the Vice-President is unfit, unwilling or unable to serve Presidency, the Board of Directors may elect a President amongst themselves.
  - 3.3.2 The elected Director who assumes Presidency shall serve as such for no less than one (1) year, and not more than two (2) years.
- 3.3 The Secretary need not be a member of the Board.

## ARTICLE VI

### Roles

#### Part 1: Directors

##### 1.1 Advocacy and Personal Involvement

A Director of the Board shall:

- 1.1.1 Be a member of the ACWR;
- 1.1.2 Be familiar with ACWR Governing Documents and uphold the Board's legal responsibilities.
- 1.1.3 Be eligible to contest an Executive office;
- 1.1.4 Be eligible to hold more than one office except the offices of the President and the Vice-President.
- 1.1.5 Not miss three (3) or more consecutive Board meetings without good reason or in good faith.
- 1.1.6 Actively participate on one or more committees;
- 1.1.7 Abide by and support the decisions of the Board. In instances where a Director strongly opposes a decision of the Board, that Director may wish to formally register her or his opposition, but the obligation to support the decision outside Board Meetings remains the same.
- 1.1.8 Complete any tasks or assignments accepted at Board Meetings or from the President at the Board's request;
- 1.1.9 Provide assistance to staff, upon request by the President or Executive Director, in areas where Board Member has expertise;
- 1.1.10 Represent ACWR at Artspeak Gallery receptions and events;
- 1.1.11 Attend orientation and educational workshops to expand their knowledge and responsibilities to ACWR;
- 1.1.12 Receive no remuneration for acting as such, but shall be entitled to reimbursement for any expenses incurred on behalf of the Corporation provided said expenses are preauthorized.

##### 1.2. Powers

- 1.2.1 The Directors may, upon approval by the Board, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Governing Documents, unless the Directors are restricted by law or by the Members from exercising those powers. These powers include:
  - a. entering into contracts or agreements;
  - b. making banking and financial arrangements;
  - c. executing documents;

- d. purchasing, leasing or otherwise acquiring, selling, exchanging or otherwise disposing of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Directors may consider advisable;
- e. borrowing on the credit of the Corporation for the purposes of operating expenses, or on the security of the Corporation's real or personal property;
- f. purchasing insurance to protect the property, rights and interests of the Corporation and to indemnify the Corporation, its members, directors and officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation; and
- g. charging, mortgaging, hypothecating or pledging all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

## **Part 2: Board**

### **2.2 Responsibilities and Duties**

- 2.2.1 The Board shall be responsible for the oversight of the services as set out in the Purpose, including any operation engaged in by the ACWR.
- 2.2.2 The proposed annual budget of estimated income and expense shall be presented to the Board prior to the AGM. All revisions of the proposed budget shall be approved by the Board upon presentation at the AGM. No expenses shall be incurred in excess of the budgeted appropriation without prior approval of the Board.
- 2.2.3 The Board shall see that all necessary books and records of the Corporation required by the by-laws or by any applicable statute of law are properly kept.
- 2.2.4 The Board shall be responsible for all corporate administration as per [Article X](#).
- 2.2.5 The Board shall have the power to call the AGM, GM and Board Meetings as specified in [Article IX](#).
- 2.2.6 The Board, along with the President, shall hold the Executive Director responsible for her or his duties.

## **Part 3: Executive Officers**

### **3.1. President**

#### **3.1.1 The President shall:**

- a. be an Elected Member;
- b. serve no less than one (1) year and not more than two (2) years; however the Board may terminate the President's tenure by two-thirds (2/3) majority, as per [Article XII](#);
- c. not hold more than one office within the Corporation;
- d. upon completion of the term and upon approval by the Board, be eligible to serve

- as Past President and member of the Executive Committee;
- e. act on the approval of the Board on matters of their respective jurisdictions and on the approval of the Executive Committee where urgent action cannot await a meeting of the appropriate body;
- f. be held accountable by the Board on behalf of the Members;
- g. be familiar with the Governing Documents and ensure all Directors are operating in accordance with the Governing Documents;
- h. along with the Board, hold the Executive Director responsible for her or his duties; and
- i. be vested with all other duties and privileges of a Member, Director and Officer, to the extent that they do not conflict with the foregoing provisions.

### **3.1.2 Duties of the President**

In addition to the conditions in Article [3.1.1](#), the President shall be the Chief Executive Officer and accordingly be responsible for the overall functioning of the ACWR. In fulfillment of the foregoing and without limiting the generality thereof, the President shall:

- a. display and foster professionalism, integrity and accountability;
- b. be responsible for the supervision of the affairs and operations of the Corporation;
- c. sign all By-laws and revisions along with the Secretary;
- d. in conjunction with the Vice-President, appoint chairs of the Standing Committees from any of the Board members;
- e. create and appoint ad hoc committees to carry out specific tasks as relating to the ACWR;
- f. be a voting Chairperson of the Executive Committee;
- f. be a non-voting Chairperson of the Board;
- g. sign any deeds, transfers, licenses and engagements on behalf of the Corporation upon approval of the Board; and
- h. enter into contracts in the ordinary course of the Corporation's operations on behalf of the Corporation upon approval from the Board.

## **3.2. Vice-President**

### **3.2.1 The Vice-President shall:**

- a. be an Elected Member;
- b. not hold more than one office;
- c. be designated President Elect, and may become President when the office of the President is vacated;
- d. assume the duties and powers of the President where the President is unfit, unwilling or unable;

- e. be held accountable by the Board on behalf of the Members;
- f. be familiar with the Governing Documents and ensure all Directors are operating in accordance with the Governing Documents; and
- g. be vested with all other duties and privileges of a Member, Director and Officer, to the extent that they do not conflict with the foregoing provisions.

### **3.2.2 Duties of the Vice-President**

In fulfillment of the foregoing and without limiting the generality thereof, the Vice-President shall:

- a. display and foster professionalism, integrity and accountability;
- b. assist the Executive Director and President in matters relating to the operations of the Corporation;
- c. chair the Strategic Planning Committee;
- d. in conjunction with the President, appoint chairs of the Standing Committees from any of the Board;
- e. sign any deeds, transfers, licenses and engagements on behalf of the Corporation upon approval of the Board; and
- f. enter into contracts in the ordinary course of the Corporation's operations on behalf of the Corporation upon approval from the Board.

## **3.3 Treasurer**

### **3.3.1 The Treasurer shall:**

- a. be an Elected Member;
- b. be responsible for the keeping of full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- c. enter into contracts in the ordinary course of the Corporation's operations on behalf of the Corporation upon approval from the Board;
- d. ensure the following:
  - cash receipt controls over all sources of revenue;
  - timely follow-up and collection of all sources of revenue;
  - physical control of inventory;
  - physical control over fixed assets;
  - control over all expenditure commitments and cash disbursements, including payrolls; and
  - accurate and timely record keeping.
- e. prepare a monthly report of the financial status of the Corporation by preparing a summary of funds which states the budget and actual, as well as any other relevant comparisons;
- f. present to the Board a proposed annual budget of estimated income and expense prior to the AGM;

- g. present to the Board all revisions of the proposed annual budget upon presentation at the AGM. Expenditures in excess of the budget shall be promptly brought to the attention of the Board for approval;
- h. serve on the Finance Committee, and the Executive Committee;
- i. prepare the books of account for an [Annual Financial Review](#) as specified in [Article VIII](#);
- j. be responsible for all financial dealings; and
- k. be responsible for the completeness of the financial reporting for all ACWR endeavours.

### **3.4 Secretary**

#### **3.4.1 The Secretary shall:**

- a. attend all meetings of the Board, inclusive of Executive Committee Meetings;
- b. ensure that minutes are kept in a commonly accessible electronic format available to ACWR members in a timely manner;
- c. ensure the Official Records and the seal of the Organization are kept appropriately;
- d. under the direction of the President or Vice-President, or the written direction of four (4) Directors, serve all meeting notices to members of this Organization as required by the By-laws;
- e. document resolutions and fulfill other administrative duties at said meetings, including regularly updating members on proceedings, meeting dates, times, agendas, and relevant documentation;
- f. be solely responsible for delivering the books, papers, records, correspondence, contracts and other original documents belonging to the Corporation only when authorized by a Resolution of the Board to do so and to such persons as may be named in the Resolution;
- g. shall affix the seal of the Corporation to any deeds, transfers, licenses, contracts and engagements on behalf of the Corporation that have been signed by the President, and/or the Vice-President.

### **3.5 Past President**

#### **3.5.1 The Past President shall:**

- a. be a Member;
- b. may hold more than one office;
- c. be held accountable by the Board on behalf of the Members;
- d. be familiar with the Governing Documents and ensure all Directors are operating in accordance with the Governing Documents; and

- e. be vested with all other duties and privileges of a Member, Director and Officer, to the extent that they do not conflict with the foregoing provisions.

### **3.5.2 Duties of the Past President**

In fulfillment of the foregoing and without limiting the generality thereof, the Past President shall:

- a. display and foster professionalism, integrity and accountability;
- b. assist the President and the Board in matters relating to the operations of the Corporation, especially in regards to her or his prior experience as President; and
- c. facilitate the transitions of the Executive Committee and thereby provide a level of continuity over time.

## **Part 4: Executive Director**

### **4.1 Contract**

- 4.1.1 The Executive Director shall be an Employee of the Corporation.
- 4.1.2 The Executive Director shall be employed by a written contract.
- 4.1.3 The Executive Director's employment contract shall conform to the duties provided for in the Governing Documents.

### **4.2 Duties of the Executive Director**

- 4.2.1 The Executive Director will be accountable to the Board and the President for her or his duties.
- 4.2.2 Where the direction given to the Executive Director by the Board and the President conflict, the Executive Director shall follow the direction of the Board and personally report the conflict as soon as possible to the Board and the President.
- 4.2.3 The Executive Director shall fulfill the following duties pertaining to the **Board and Officers**:
  - a. assist the Board and the Executive Committee in coordinating the activities of the ACWR;
  - b. attend meetings of committees of the Board at the request of the appropriate Chairperson or the President;
  - c. assist and advise the Board in strategic planning and in implementing the directives of the Board;
  - d. facilitate the transitions of the Executive Committee and thereby provide a level of continuity over time; and
  - e. present a report at each Board Meeting outlining the fulfillment of her or his duties.

- 4.2.4 The Executive Director shall fulfill the following duties pertaining to the **operations of the ACWR as a corporate entity**:
- a. operate in accordance with the Governing Documents;
  - b. display and foster professionalism, integrity and accountability;
  - c. be responsible for developing a budget in cooperation with the Treasurer, monitor the day-to-day financial operations of the ACWR and facilitate independent auditors in fulfilling their responsibilities;
  - d. ensure proper managerial, financial and other procedures are followed and proper records are kept in accordance with the laws of Canada and the Province of Ontario and the by-laws of the City of Windsor;
  - e. be responsible for the depositing of all monies or other valuable effects in the name of the Corporation in such bank accounts as designated by the Board;
  - f. assist in hiring, training, supervising, reviewing and discharging employees or assist in fulfilling such functions as directed by the Board;
  - g. participate in all negotiations as directed by the Board or the President;
  - h. assist the transition of the incoming Executive Director upon completion of her or his current term; and
  - i. carry out all other duties as required or specified in the employment contract.
- 4.2.5 The Executive Director shall in all instances, be an ex-officio non-voting member of the Board and of the Executive Committee.

#### **Part 5: Staff Members**

- 5.1 No paid staff member shall be a member of the Board.
- 5.2 A paid staff member may be invited by the Board to be an ex-officio non-voting member of the Board, or a Committee of the Board.
- 5.3 Upon request by the Executive Director, the Board may assist in hiring any staff members with the help and recommendations of the Human Resources Committee.

#### **Part 6: Board Chairperson**

- 6.1 The President shall be the Board Chairperson.
- 6.2 In the event the President is unable, unwilling or absent, for meetings over a short duration of time, the Vice-President may act as Chair, as needed and upon approval from the Board. However, if the leave of absence is foreseen to be of a longer length, the Nomination Committee may recommend a more permanent Chairperson to be approved by the Board. Said Chairperson need not be a member of the ACWR.

- 6.3 The Chairperson will not have a vote.
- 6.4 Duties of the Chairperson:
  - a. Chair Board meetings in accordance with the binding rules and procedures;
  - b. Chair Board meetings in a structured and efficient manner, whether through formal or informal use of Robert's Rules of Order;
  - b. Prioritize agenda items, setting time constraints on each item, approving the validity of the items, thus approving the Board agenda.
- 6.5 The Board may terminate the Chairperson by a two-thirds (2/3) majority vote.

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## **ARTICLE VII**

### **Conflict Of Interest**

- 7.1 Directors must maintain a position of objectivity in all ACWR endeavours.
- 7.2 An individual will be considered to have a conflict of interest in regard to an endeavour if she or he:
  - 7.2.1 receives direct or indirect financial benefit from a party related to the endeavour.
  - 7.2.2 has recently accepted substantial benefits such as, but not limited to, gifts or valuable property, from any party involved in the endeavour.
  - 7.2.3 serves or has recently served as an employee or governing board member of an organization being reviewed.
  - 7.2.4 served with or without payment as a consultant, assistant, or advisor to the endeavour.
  - 7.2.5 has a familial relationship with a party or a staff or board member of the organization related to the endeavour.
- 7.3 If a conflict of interest exists, the following steps shall be taken:
  - 7.3.1 The Director with a conflict shall declare it at a Board meeting and the declaration will be recorded in the minutes of the meeting.
  - 7.3.2 The Director with a conflict shall refrain from commenting during discussion of the endeavour, except as specifically requested by the Board. Board members may ask that the person declaring a conflict of interest to leave the room during the discussion of that project.
  - 7.3.3 The Director with a conflict must abstain from voting on any Resolutions pertaining to that endeavour and the abstention will be recorded in the meeting minutes.
- 7.4 In the event of doubt as to the existence of a potential conflict of interest, the Director shall fully disclose the potential conflict to the Board Chairperson. The Board Chairperson shall advise the Director as to the best course of action.

## **ARTICLE VIII**

### **Committees**

#### **Part 1: Board Committees**

##### **1.1 Standing Committees**

- 1.1.1 Standing committees may only be created, modified or eliminated through By-law amendments.
- 1.1.2 Each committee shall consist of at least two (2) Directors, unless otherwise decided by Resolution.
- 1.1.3 The entire membership of the standing committee shall fulfill the following duties for that committee:
  - 1.1.3.1 Select issues within the committee's mandate to be addressed by the committee.
  - 1.1.3.2 Produce research as content of committee reports or policy to be presented to the Board for approval.
- 1.1.4 The Board shall, at or before the regular meeting of the Board in December, appoint the Chairperson and representatives of the following Standing Committees:
  - 1.1.4.1 **Strategic Planning Committee** shall oversee and be accountable for the future direction of the Corporation and shall make proposals with respect to both short and long-term goals. Strategic Planning Committee shall be chaired by the Vice-President.
  - 1.1.4.2 **Finance Committee** shall oversee and be accountable for all financial operations of the Corporation including, but not limited to, the preparation of budgets, financial statements and supervision of all of the Corporation's financial affairs.
    - 1.1.4.2.1 Finance Committee shall initiate an annual financial review of the Corporation. This shall include a recommendation to the Board of a suitable reviewer. This person may be a member of the Board but not of the Executive, and shall not receive any remuneration.
    - 1.1.4.2.2 Finance Committee shall assess the review procedures and recommend any changes deemed necessary.
    - 1.1.4.2.3 Finance Committee shall ensure that any recommendations or action items are properly implemented.
  - 1.1.4.3 **Fundraising Committee** shall oversee and be accountable for managing financial support for proposed ACWR events and goals determined by the Strategic Planning Committee.
  - 1.1.4.4 **Human Resources Committee**, in consultation with the Executive Director, shall oversee and be accountable for recruiting, developing and maintaining administrative personnel functions regarding performance, remuneration, employee relations, resource planning and contractual obligations of the Corporation regarding personnel.
  - 1.1.4.5 **Nominations Committee** shall recruit community members for Board membership.
    - 1.1.4.5.1 An eligible nominee shall be a member of good standing in the community and be able to enrich the arts community.

- 1.1.4.5.2 Nominations Committee shall moderate the electoral process during the AGM in a fair and equitable manner.
- 1.1.4.5.3 Nominations Committee shall provide orientation for new members within a reasonable time or one (1) month of their initiation to the Board.
- 1.1.4.5.4 Nomination Committee may recommend a Chairperson to be approved by the Board in the event that the President is unable, unwilling or absent.
- 1.1.4.6 **Outreach Committee** shall oversee and be accountable for the development of the public image of the Corporation, the development and coordination of programs, the promotion of the goals and objectives of the Corporation and liaison with elementary, secondary and post-secondary educational institutions and municipal, provincial and federal governments.
- 1.1.4.7 **Volunteer Committee** shall oversee and be accountable for the development of a volunteer core.
- 1.1.4.8 **Youth Arts Council** shall oversee the enrichment of the arts in the community by youth aged 12 to 24.
  - 1.1.4.8.1 A Board member shall be appointed as a liaison to Youth Arts Council.
  - 1.1.4.8.2 Youth Arts Council shall appoint a non-voting representative to attend all ACWR Board meetings.

## 1.2 Ad-hoc Committees

- 1.2.1 Ad-hoc committees may be formed, modified or eliminated by a simple majority vote of the Board.
- 1.2.2 Ad-hoc committees shall become defunct upon the adjournment of the AGM, unless a special provision is made by the Board to extend their mandate beyond that date.

## Part 2: Executive Committee

### 2.1 Powers of the Executive Committee

- 2.1.1 When there is need for a decision under the purview of the Board and a Board meeting cannot be held in sufficient time to make that decision, the Executive Committee shall be empowered to make that decision, provided that the decision must be communicated to the Directors immediately, reported to the Board at the next Board meeting and ratified by Board at said Board meeting.
- 2.1.2 At no time shall the Executive Committee have the Board's powers pertaining to the amendment of these by-laws.

### 2.2 Executive Committee Structure

- 2.2.2 The Executive Committee members shall include:
  - a. President;
  - b. Vice-President;

- c. Secretary;
- d. Treasurer;
- e. Past President.

2.2.1 Any ACWR staff member shall serve as ex-officio, non-voting member if their portfolio relates specifically to the committee mandate.

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## ARTICLE IX

### Meetings

#### Part 1: Annual General Meeting

- 1.1 The AGM of the ACWR shall be held at the head office, or other location, as determined by the Board, on a day that the Board shall determine.
- 1.2 Public [notice](#) of the AGM must be made widely accessible to the Members.
- 1.3 The agenda for the AGM shall be prepared by the Secretary, upon direction of the Board and made widely accessible to the Members no less than ten (10) days in advance.
- 1.4 No unintentional error or omission in giving such notice of the AGM shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 1.5 The AGM shall be Board's official reporting to the Members on the fiscal and operational well-being of the ACWR.
- 1.6 The Executive, assisted by the Treasurer, shall present the:
  - a. annual financial statements;
  - b. budget for the upcoming fiscal year;
  - c. operational reports; and
  - d. any other matters regarding the corporate well-being of the ACWR as decided by Resolution at a Board meeting.
- 1.7 The results and recommendations of the [Annual Financial Review](#) shall be presented to the Members.
- 1.8 [Nominations Committee](#) shall moderate the electoral process.

#### Part 2: General Meeting

- 2.1 General Meetings of the ACWR shall be held at the head office of the Corporation or other location, as determined by the Board, on a day that the Board shall determine.
- 2.2 Public notice of the GM shall be made widely accessible to the Members.
- 2.3 The agenda for the General Meeting shall be prepared by the Secretary, upon direction of the Board and made widely accessible to the Members no less than ten (10) days in advance.
- 2.4 No unintentional error or omission in giving such notice of the General Meeting of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 2.5 Any Board vacancies may be filled at General Meetings, if desired.
- 2.6 Quorum for the transaction of business at any meeting of members shall consist of not fewer than three (3) members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two (2) members present in person.

### **Part 3: Board Meetings**

- 3.1 Board meetings shall be chaired by the Board Chairperson.
- 3.2 Where the By-laws that govern the conduct of a Board meeting are silent, Roberts' Rules of Order shall be consulted. The most recent revision shall be the official procedures for the conduct of these meetings.
- 3.3 Board Meetings shall formally be called by the President or Vice-President.
- 3.4 The Secretary may, also, from time-to-time call Board meetings on the behalf of the President or Vice-President or the written consent of four (4) Directors.
- 3.5 The Board may appoint a day or days in any month or months for regular meetings at an hour to be named, and of such regular meetings, no notice need be sent.
- 3.6 Notice of unscheduled Board meetings must be provided at least three (3) days in advance. Board may waive notice of a meeting by a two-thirds (2/3) majority vote at either a prior meeting or at the Board meeting itself.
- 3.7 An agenda shall be prepared by the Secretary, upon direction of the Board and made widely accessible to the Members no less than three (3) days in advance, along with any reports or other materials pertinent to the items on the agenda. Board may waive the the need for prior distribution of the agenda by a two-thirds (2/3) majority vote at either a prior meeting or at the Board meeting itself.
- 3.8 Each Director shall have one (1) vote.
- 3.9 Quorum shall be a simple majority of serving directors. For meetings lacking a quorum, business can be conducted; however, all actions must be approved at the next regular meeting having a quorum present.
- 3.10 Valid proxies shall count towards quorum.
- 3.11 A Board meeting may be held, without notice, immediately following the AGM.

### **Part 4: Executive Committee Meetings**

- 4.1 Executive Committee meetings shall be held regularly and as necessary.
- 4.2 Executive Committee meetings shall be called by the President.
- 4.3 Notice of Executive Committee meetings must be provided no less than three (3) days in advance.
  - 4.3.1 The Executive Committee may waive notice of a meeting by a simple majority of voting committee members at either a prior meeting or at the meeting itself.
- 4.4 An agenda must be made available at least three (3) days in advance along with any reports or other materials pertinent to the items on the agenda.
  - 4.4.1 The Executive Committee may waive the need for prior distribution of the agenda by a simple majority of voting committee members.
- 4.5 There shall be no proxies for Executive Committee meetings.

- 4.6 Quorum shall be a simple majority of voting committee members.
- 4.7 All Executive Committee meeting proceedings shall be available to the Board for review.
  - 4.7.1 The Executive Committee shall present reports to the Board based upon the research and resolutions reached by the committee.
  - 4.7.2 Executive Committee reports must clearly outline to the Board the process and outcome of the committee's proceedings.
  - 4.7.3 Executive Committee reports shall be accepted by the Board by a simple majority vote.
  - 4.7.4 All Executive Committee reports shall be added to the Official Record by the Secretary.

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## **ARTICLE X**

### **Corporate Administration**

#### **Part 1: Fiscal Operations**

- 1.1 The fiscal year for the ACWR shall begin on July 1<sup>st</sup>.
- 1.2 The Board shall establish Membership Fees.
- 1.3 Membership Fees shall apply to all individuals who are Members as set out in [Article IV](#).

#### **Part 2: Notices**

- 2.1 Subject to expressed exceptions, all notices, in their entirety, shall be considered in and adhere to the following conditions:
  - 2.1.1 Any notice, demand or other document to be given to or made on any Member, Director, Officer or Financial Reviewer shall be served either personally or by sending it through the post, by facsimile or email addressed to such individual at her or his address as it appears in the records of the ACWR, or if no address be given therein then to the last address of such individual known to the Board.
  - 2.1.2 Where a specified period of notice is required, the day of service of the notice or document shall be counted in such a specified period of time.

#### **Part 3: Deposit of Securities for Safekeeping**

- 3.1 Securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances.

#### **Part 4: Execution of Instruments**

- 4.1 All written contracts, documents and instruments signed by the appropriate Directors, Employees or agents shall be binding upon the ACWR without any further authorization or formality. Subject to the provisions of the division of responsibilities set forth in [Article VI](#), the Board shall by Resolution appoint any Director, Employee or agent on behalf of the ACWR to sign contracts, documents or instruments in writing.
- 4.2 All negotiable instruments, such as cheques, shall be signed by any of the following two (2): Executive Director, Directors or any other agent appointed by Resolution by the Board.

## **Part 5: Remuneration**

- 5.1 The Board shall be responsible for monitoring the remuneration of all Employees of the ACWR.
- 5.2 Remuneration of an individual Employee or groups of Employees shall be dealt with in-camera.

## **Part 6: Protection of Members, Directors and Officers**

- 6.1 Except as otherwise provided in the Ontario *Corporations Act*, no Member, Director or Officer, shall be liable for:
  - a. The acts, receipts, neglects, or defaults of any other Member, Director, Officer, or Employee;
  - b. Any loss, damage or expense happening to the corporation through insufficiency or deficiency of title to any property acquired by the corporation or on behalf of the ACWR;
  - c. The insufficiency or deficiency of any security in or upon which any of the monies belonging to the ACWR shall be placed or invested;
  - d. Any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
  - e. Any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets of the ACWR; and
  - f. Any other loss, damage or misfortune, whatever which, may happen in the execution of the duties of her or his respective office or trust or in relation thereto.
- 6.2 Members, Directors and Officers shall not be under any duty or responsibility in respect of any contract, act or transaction, done or entered into in the name of or on behalf of the ACWR, except as authorized or approved by the Board.
- 6.3 The protections outlined in this section shall be valid unless any event mentioned in this section happens as a result of a Member's, Director's or Officer's failure to exercise the powers and discharge the duties of her or his office honestly, in good faith and in the best interests of the ACWR while exercising the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **ARTICLE XI**

### **By-law Amendments**

- 1.1 The By-laws herein may be repealed or amended by a resolution enacted by the majority of the Directors at a meeting of the Board.
- 1.2 The enactment, repeal or amendment of such By-law or By-laws shall be in force immediately upon ratification by an affirmative vote of the two-thirds (2/3) of the Members present at a GM, provided that the proposed amendment or amendments be circulated to the Members of the Corporation 30 days prior to said meeting.

## **ARTICLE XII**

### **Removal**

- 1.1 Any Director or Officer may be removed before the expiration of her or his term of office.
- 1.2 At their discretion, the Board may remove a Director or Officer who has missed three (3) consecutive Board meetings without good reason, acted in bad faith, or committed some act of misconduct.
- 1.3 Notice shall be provided to the Board specifying the intention to pass a resolution to issue a Notice of Removal.
- 1.4 After a resolution has been passed by at least two-thirds (2/3) majority, Notice of Removal shall be given to the Director or Officer in question.
- 1.5 After Notice of Removal has been received by the Director or Officer in question, a discussion shall be allotted for the next Board meeting.
  - 1.5.1 The related discussion at the next Board meeting shall include equal time for each case being presented.
  - 1.5.2 The Director or Officer in question may choose to remain present at the Board meeting.
  - 1.5.3 The Director or Officer in question shall be removed by a two-thirds (2/3) majority resolution at said Board meeting.

**ARTICLE XIII**

**Vacancies**

- 1.1 Vacancies may occur due to voluntary departure, removal, or however otherwise caused.
- 1.2 In an event where the Board incurs vacancies yet still maintains quorum, the vacancy may be filled by the Board from among the qualified Members.
- 1.3 In the absence of quorum, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy in the timeliest manner possible.

**ARTICLE XIV**

**Distribution of Property**

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, any assets remaining shall be transferred to an organization or organizations having cognate or similar objects.

Passed by the Board of Directors and sealed with the corporate seal this day of \_\_\_\_\_

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**ARTICLE XV**

**Repeal**

By-law Number 2 is hereby repealed and this by-law Number 3 is enacted to replace said By-law Number 2.

Approved by a two-thirds (2/3) majority of the members entitled to vote at the General Meeting of the Members held on the \_\_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

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