

## **Arts Council - Windsor & Region**

### BYLAW NO. 2

A bylaw relating generally to the transaction of the affairs of

### ARTS COUNCIL - WINDSOR & REGION

#### ARTICLE I

##### HEAD OFFICE

1.1 The Head Office of the Corporation shall be in the City of Windsor, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

##### SEAL

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

#### ARTICLE II

##### BOARD OF DIRECTORS

2.0 The Corporation shall be managed by a Board of not less than twelve (12) voting Directors, and each of the elected members of the board at the time of their election and throughout their term as director shall be a member of the Corporation. The Directors shall from time to time determine the number of directors.

2.01 The Directors shall be elected as follows: Vacancies on the Board of Directors shall be filled by the members receiving the most votes at an election for directors at the annual meeting of the members of the Corporation or at any special meeting called for the purpose of electing directors. At any of the said meetings, no notice of the meeting shall be required as long as a quorum of the voting membership is present.

2.02 The twelve (12) Directors shall be elected to serve terms of not less than two (2) years from the date of election, or until the annual meeting. Terms of directors should be staggered so that individual terms do not end all at once.

2.03 No Director shall serve more than five (5) consecutive years.

2.04 The election of Directors at an annual general meeting may be by a show of hands unless a ballot be demanded by a member.

2.05 At the regular meeting of the Board of Directors held in December a nominating committee shall be appointed by the Board of Directors. It shall be the duty of this committee to nominate candidates to the Board of Directors at the Annual General Meeting. The nominating committee shall report at the regular Board Meeting the month prior to the Annual General Meeting. At the annual meeting additional nominations from the floor shall be permitted.

2.06 The members of the Corporation may, by resolution passed by at least two-thirds 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 his/her term of office, and may, by a majority of the votes cast at that meeting elect any person in his/her stead for the remainder of his/her term.

The Board may remove an elected Director who has missed three (3) consecutive Board Meetings or committed some act of misconduct. Any vacancies so created may be temporarily filled by the election of a new Director from the membership by way of a majority vote of the Board. The new Director shall hold office until the next annual meeting of the membership.

#### 2.07 CONFLICT OF INTEREST

A member of the Board, or any Officer, who has a direct or indirect financial or other private interest in any proposal under consideration by the Board shall publicly disclose, in the official records the nature and extend of such interest and shall refrain from entering into any discussion or vote on the matter.

#### 2.08 VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board of Directors, 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, but if there is not a quorum of Directors, 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.

#### 2.09 QUORUM AND MEETINGS, BOARD OF DIRECTORS

A majority of the elected directors of the Corporation shall form a quorum for the transaction of business.

Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.

No formal notice of any such meeting shall be necessary if all the Directors are present.

Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of FOUR Directors.

Notice of such meetings shall be delivered, telephoned, emailed, facsimile transmission or OTHERWISE ADEQUATELY TRANSMITTED to each Director not less than one (1) day before the meeting is to take place or shall be mailed to each Director not fewer than three (3) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice.

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 meeting no notice be sent.

A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation.

The Directors may consider or transact any business either special or general at any meeting of the Board.

#### 2.10 ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any such meeting and may rectify and approve of any oral proceedings taken or had thereat.

#### 2.11 VOTING, BOARD OF DIRECTORS

(a) Questions arising at any meeting of Directors shall be decided by a majority of votes of those Directors present. The Chair shall vote only in the case of a tie. All votes at any such meeting shall be taken by ballot, if so demanded by any Director present, but if no demand be made, the vote shall be taken orally, in the usual way be assent or dissent.

The Directors may decide, at any time, to sell substantially all of the assets of the Corporation, declare bankruptcy, or hire a general manager for the Corporation and the decision shall be deemed not to have been adopted by the Directors of the Board unless it has been approved by the specified majority that is greater than two-thirds (2/3) of the votes cast at a meeting of the Directors.

## 2.12 REMUNERATION OF DIRECTORS

The Directors shall receive no remuneration for acting as such, but shall be entitled to reimbursement for any expenses incurred on behalf of and preauthorized by the Corporation.

## 2.13 POWERS - BOARD OF DIRECTORS

The Directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the letters patent or otherwise, unless the

Directors are restricted bylaw or by the members from exercising those powers. These powers include, but are not limited to, the power:

- i. to enter into contracts or agreements;
- ii. to make banking and financial arrangements;
- iii. to execute documents;
- iv. to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Corporation;
- v. to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose 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;
- vi. to borrow on the credit of the Corporation for the purposes of operating expenses, or on the security of the Corporation's real or personal property;
- vii. to purchase 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;
- viii. borrow money on the credit of the Corporation; or
- ix. sell or pledge securities of the Corporation; or
- x. charge, mortgage, hypothecate or pledge 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.

From time to time and at least annually the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for

any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

### ARTICLE III

#### OFFICERS OF THE CORPORATION

3.1 There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary; Treasurer, a Past-President and such other officers as the Board of Directors may determine by bylaw from time to time. The executive of the Corporation shall serve at the pleasure of the Board of Directors.

One person may hold more than one office except the offices of President and Vice-President.

A Director who becomes President shall serve as not less than one (1) year and not more than two (2) years except that a Director who assumes the Presidency at a time other than at the time of the annual meeting shall complete the partial year as President and serve the following full term as President.

The President, the Vice-President, Secretary and Treasurer shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The Vice-President shall be designated President Elect, and shall become President when the office of the President is vacated.

The Secretary need not be a member of the Board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

#### 3.2 DUTIES OF PRESIDENT AND VICE-PRESIDENTS

The President shall, when present, preside at all meetings of the members of the Corporation, and of the Board of Directors.

The President shall also be responsible for the supervision of the affairs and operations of the Corporation.

The President with the Secretary or other officer appointed by the Board for the purpose shall sign all bylaws.

During the absence or inability of the President, his/her duties and powers may be exercised by the Vice-President, and during the absence or inability of the President and Vice-President or such other Director as the Board may from time to time appoint for the purpose, exercising any such duty or power, the absence or inability of the President and Vice-President shall be

presumed with reference thereto.

The Vice-President shall assist the Executive Director and President in all matters relating to the daily operations of the Corporation.

The President and Vice-President shall appoint chairs of the Standing Committees from among the Directors and may at any time appoint ad hoc committees to carry out specific tasks.

### 3.3 DUTIES OF SECRETARY

The Secretary may be ex officio clerk of the Board of Directors.

He/she shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose.

He/she shall give all notices required to be given to members and to Directors.

He/she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other ORIGINAL documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the Board of Directors.

### 3.4 DUTIES OF TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall BE RESPONSIBLE FOR KEEPING OF full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and FOR THE DEPOSITING OF all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meeting thereof or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the Corporation.

The Treasurer shall also ensure the following:

- i. Cash receipt controls over all sources of revenue;
- ii. Physical control of inventory of unsold tickets;
- iii. Timely follow-up and collection of all revenue sources;
- iv. Physical control over fixed assets;
- v. Control over all expenditures commitments and cash disbursements (including payrolls);
- vi. Accurate and timely record keeping;

- vii. Preparation of timely monthly financial statements comparing budget and actual; and
- viii. The performance of the duties of any bookkeeper which may be employed by the Corporation from time to time.

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

### 3.5 DUTIES OF OTHER OFFICERS

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

### 3.6 EXECUTIVE COMMITTEE

An executive committee composed of the President, Vice-President, Secretary, Treasurer, Past-President and Executive Director shall be responsible for calling meetings of the Board of Directors; drawing up its agenda; circulating the minutes prior to meetings of the Board; ensuring that decisions of the Board are transmitted to those concerned, and implemented; and such other responsibilities as may be assigned to it from time to time by the Board of Directors.

### 3.7 STAFF MEMBERS

No paid staff member shall be a member of the Board of Directors, the Executive Committee or an officer of the Corporation, provided that a paid staff member may be invited by the Executive Committee to be ex-officio members of the Board of Directors or a Committee of the Board and the Executive Director shall in all instances be an ex-officio member of the Board and Executive Committee.

## ARTICLE IV

### EXECUTION OF DOCUMENTS

4.1 Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the Board.

The President, Vice-President, the Directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all bonds or other securities from time to time standing in the name of the Corporation in its

individual or any other capacity or as trustees or otherwise and may accept in the name and on behalf of the Corporation transfers of bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of bonds or other securities on the books of any Corporation.

Notwithstanding any provisions to the contrary contained in the bylaws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

#### 4.2 BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute of law are regularly and properly kept.

4.3 There shall be no dues or fees payable by members except as set out in section 5.2 hereof.

#### 4.4 ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year.

Except as provided elsewhere in the bylaws of the Corporation, the members may consider and transact any business either special or general without any notice thereof at any meetings of the members.

The Board of Directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or other adequate means of transmission, ten days before the time fixed for the holding of such meeting; provided that any meeting of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.



#### 4.5 ERROR OR OMISSION IN NOTICE

No error or omission in giving such notice of any annual or general meeting or any adjourned meeting, whether annual or general, 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.

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

#### 4.6 ADJOURNMENTS

Any meetings of the Corporation or of the Directors may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.

No notice shall be required of any such adjournment.

Such adjournment may be made notwithstanding that no quorum is present.

#### 4.7 QUORUM OF MEMBERS

A 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.

#### 4.8 FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of June, in each year.

#### 4.9 CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be 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 of Directors.

Any two (2) of the executive directors, officers and agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers from the credit of the Corporation or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by

using the Corporation's rubber stamp for the purpose. Provided that the Executive Director alone may endorse any note or cheque under the sum of Five Hundred (\$500.00) Dollars.

Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release of verification slips.

#### 4.10 DEPOSIT OF SECURITIES FOR SAFEKEEPING

The 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 of Directors and such authority may be general or confined to specific instances.

#### 4.11 NOTICE

Whenever under the provisions of the bylaws of the Corporation notice is required to be given, such notice may be given personally or by depositing same in a post office or a public letter box, facsimile transmission or by means of another adequate system of conveyance, in a prepaid, sealed wrapper addressed to the Directors, officer or member at his/her or their address as the same appears on the books of the Corporation.

A notice or other documents so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if transmitted by another adequate means, shall be held to be sent when the same was actually transferred to the system of conveyance. For the purpose of sending any notice the address of any member, director or officer shall be his/her last address as recorded in the books of the Corporation.

#### 4.12 INTERPRETATION

These bylaws and all other bylaws of the Corporation hereafter passed shall be read with all changes of number required by the context.

References to persons shall include firms and corporations.

#### 4.13 PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

## ARTICLE V

### MEMBERSHIP

5.1 The following shall be eligible for membership in the Corporation:

- i. incorporating directors;
- ii. any person who is interested in and supports the objects of the Corporation;
- iii. any association, society, Corporation, partnership, club or group who is interested in and support the objects 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. Membership shall be valid for one (1) year from the date of the Contribution.

5.3 Every member in good standing and who has paid the applicable membership for that year is entitled:

- i. to attend at any general membership meeting of the Corporation;
- ii. to vote at any general membership meeting of the Corporation provided that said member has been a member of the Corporation for at least six (6) weeks prior to the date of the general membership meeting of the Corporation; and
- iii. to hold any office of the Corporation.

Provided that no member who is an employee of the Corporation shall have the right to vote at any meeting of the general membership on any matter relating to the employee.

5.4 A member may vote at a general meeting by proxy delivered to the Secretary of the Corporation prior to the vote.

5.5 Each member is entitled to one vote. The Chair of the meeting is entitled to a casting vote in the event of a tie or any matter before that meeting that has been voted upon by its members.

5.6 Memberships shall cease:

- i. upon the death of a member;
- ii. if the member has not renewed his/her membership fee prior to or at the annual general meeting;
- iii. if the member resigns by written notice given to the Secretary; or
- iv. one year from the date determined by the directors in accordance with

Article 5.2 hereof.

5.7 The Directors shall from time to time determine classes of membership and the membership fees payable with respect to each class.

## ARTICLE VI

### DISTRIBUTION OF PROPERTY

6.1 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.

## ARTICLE VII

### STANDING COMMITTEES

7.1 The President and or Vice-President shall appoint the Chair of the following Standing Committees and the Corporation will have the right to appoint a representative to each of the Standing Committees:

7.2 FINANCE COMMITTEE shall be responsible for all the financial operations of the Corporation including preparation of budgets, financial statements and supervision of the Corporation's financial affairs. The Treasurer shall be a member of this committee.

7.3 FUNDRAISING COMMITTEE shall be responsible for setting fundraising budgets and shall consider all long term goals as proposed by the Strategic Planning Committee and Capital requirements arising as a consequence of said goals, and shall make recommendations with respect to the funding of said requirements.

7.4 HUMAN RESOURCES COMMITTEE shall be responsible for maintaining communications with and between all sectors of the Corporation. The Committee Chair shall participate in the development of all contractual obligations of the Corporation regarding personnel and shall advise the Board of Directors on all matters affecting personnel.

7.5 NOMINATING COMMITTEE shall consist of at least three (3) members of the Board of Directors. It shall conduct an ongoing search for Board members and shall provide orientation for new members. The Nominating Committee shall be chaired by the Past President.

7.6 OUTREACH COMMITTEE shall be responsible 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.

7.7 STRATEGIC PLANNING COMMITTEE shall consider the future direction of the Corporation

and shall make proposals with respect to long-term goals. The Strategic Planning Committee shall be chaired by the Vice-President.

7.8 VOLUNTEER COMMITTEE shall be responsible for the development of a volunteer core to support the aims and objectives of the Corporation.

7.9 OTHER COMMITTEES. Such other committees, standing or special, shall be appointed by the President of the Corporation or the Board of Directors as deemed necessary to carry on the work of the Corporation.

## ARTICLE VIII

### AMENDMENT OF BYLAWS

8.1 The bylaws of the Corporation may be repealed or amended by bylaw enacted by a majority of the Directors at a meeting of the Board of Directors and the enactment, repeal or amendment of such bylaw or bylaws shall be acted upon immediately and ratified by an affirmative vote of at least two-thirds (2/3) of the members present at a general meeting, provided that the proposed amendment or amendments be circulated 30 days prior to the meeting.

## ARTICLE IX

### DIRECTORS LIABILITY

#### 9.01 LIMITATION OF LIABILITY

Every director and officer of the Corporation in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency deficiency of title to any property acquired 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 the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by the error of judgment or oversight on his/her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his/her office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations there under or from liability for any breach thereof.

9.02 INDEMNITY

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or body corporate, of (a) he acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a criminal or administrative action or proceeding enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful. The Corporation shall also indemnify that person in such other circumstances as the Act or law permits or requires. Nothing in this bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this bylaw.

9.03 INSURANCE

Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any person referred to in section 9.03 hereof as the Board may from time to time determine.

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

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_____	_____
_____	_____

ARTICLE X

REPEAL

By-Law Number 1 is hereby repealed and this By-Law Number 2 is enacted to replace said By-Law Number 1.

Approved by a majority of the members entitled to vote at the annual general meeting of the members held on the 7<sup>th</sup> day of October, 2003.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary