

BYLAWS

NAME

The legal name of the society is the Women's Art Museum Society of Canada (hereinafter referred to as the "Society"), which carries on business as: Women's Art Museum of Canada / Musée d'art de la femme du Canada.

1. MEMBERSHIP

1.1 Voting Membership Categories

- 1.1.1 *Member*: Any individual residing in Canada, and being of the full age of 18 years, may become a member upon payment of an annual fee set by the membership at an Annual General Meeting.
- 1.1.2 *Student Member*: Any Canadian student may become a member upon payment of half of the said annual member fee.
- 1.1.3 *Honorary Member*: Conferred upon an individual at an Annual General Meeting upon approval of the membership by a seventy-five (75) percent majority vote. The Board of Directors shall recommend individuals who will have made a notable contribution to the Society or to Canadian women's visual arts for approval by the membership at the Annual General Meeting. Honorary Members shall not pay an annual membership fee.

1.2 Non-voting Membership Categories

- 1.2.1 *Subscribing Member*: Any individual, and being of the full age of 18 years, may become a subscribing member upon payment of an annual fee set by the voting membership at an Annual General Meeting.
- 1.2.2 *Affiliate Member*: Entities such societies, corporations, community groups, schools and other organizations, which are recognized by the Society may become an affiliate member upon payment of an annual fee set by the voting membership at an Annual General Meeting.

1.3 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated. Any member in good standing, upon a majority vote of all members in good standing of the Society, may be expelled from the membership for any cause that the Society may deem reasonable.

1.4 Membership fees in the Society shall be determined, from time to time, by the members at a general meeting.

1.5 Rights and Responsibilities of Members

- 1.5.1 Voting members shall be entitled to receive notification of the Society's Annual General Meetings, General Meetings and Special Meetings, may attend all meetings of the Society, may vote on Society business, and may hold office. Members shall be entitled to vote on Special Resolutions that rescind, alter or add to the Society's Bylaws.
- 1.5.2 Non-voting members shall be entitled to receive notification of the Society's Annual General Meetings, General Meetings and Special Meetings, may attend all meetings of the Society but cannot vote on Society business and cannot hold office.
- 1.5.3 It is the responsibility of all members to comply with the Society's Bylaws and to adhere to the Society's Objectives.

2. BOARD OF DIRECTORS

- 2.1 The Board of Directors (hereinafter referred to as the "Board") shall consist of the President, Vice-President, Secretary, Treasurer and additional Directors at Large as determined by the membership. The board shall have full control and management of the affairs of the Society, subject to the bylaws and directions given by the membership.
- 2.2 The Board of Directors shall hold a minimum of four (4) regular meetings each year, at dates, times and places determined by the Board. Additional meetings may be called as necessary. Notice of meetings shall be given in accordance with these Bylaws.
- 2.3 Board meeting quorum shall be four (4) voting Board members.

2.4 Executive Committee

- 2.4.1 The Executive Committee shall be composed of the President, Vice-President, Secretary and Treasurer.
- 2.4.2 The Executive Committee shall have the authority to act on behalf of the Board between Board Meetings on matters requiring urgent attention, subject to ratification by the full Board at the next meeting.
- 2.4.3 The Executive Committee shall report all decisions and actions taken to the Board at the next regular Board meeting.
- 2.4.4 The Executive Committee may establish sub-committees and delegate responsibilities as necessary to fulfil their duties.

2.4.5 President

The President shall be an ex-officio member of all Committees. He or she shall, when present, preside at all meetings of the Society and of the Board. In his or her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

2.4.6 Vice-President

The Vice President shall perform the duties of the President during the President's

absence, incapacity, or refusal to act. The Vice President shall also perform such other duties as may be assigned by the President or the Board of Directors. In the event of a vacancy in the office of the President, the Vice President shall assume the office of President for the remainder of the term. The Vice President may chair committees or undertake special projects as directed by the Board.

2.4.7 Secretary

- 2.4.7.1 It shall be the duty of the Secretary to attend all meetings of the Society and of the Board and to keep accurate minutes of the same. They shall have charge of the Seal of the Society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability to act, by the Vice-President. In case of the absence of the Secretary, their duties shall be discharged by such officer as may be appointed by the Board.
- 2.4.7.2 The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.
- 2.4.7.3 The Secretary shall also oversee the records of all the members of the Society and their addresses, send all notices of the various meetings as required as well as collect and receive the annual dues or assessments levied by the Society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

2.4.8 Treasurer

- 2.4.8.1 The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.
- 2.4.8.2 They shall properly account for the funds of the Society and keep such books as may be directed.
- 2.4.8.3 They shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.
- 2.4.9.4 The Office of the Secretary and Treasurer may be filled by one person, if any annual meeting for the election of officers, shall so decide.

2.5 Directors At Large

- 2.5.1 Directors at Large shall be elected by the membership at the Annual General Meeting and shall serve for a term of two (2) years, subject to the staggered election provisions outlined in these bylaws.
- 2.5.2 Directors at Large shall:

- 2.5.2.1 Participate fully in all Board meetings and have the same voting rights as other Directors.
- 2.5.2.2 Serve on committees or undertake special projects as assigned by the Board or the President.
- 2.5.2.3 Provide guidance, expertise and support to advance the objectives and governance of the Society.
- 2.5.2.4 Assist in fundraising, outreach and other activities as requested by the Board.
- 2.5.2.5 Uphold the fiduciary duties and responsibilities of the Board and act in the best interests of the Society.

2.6 Doyen/Doyenne of the Society

- 2.6.1 The Past-President shall hold the honorary title of Doyen (for male) or Doyenne (for female) of the Society.
- 2.6.2 The Doyen/Doyenne shall serve in an advisory capacity to the Board and the Executive Committee.
- 2.6.3 The Doyen/Doyenne shall not have voting rights on the Board or Executive Committee and shall not hold executive powers.
- 2.6.4 The term of the Doyen/Doyenne shall be for one year following their term as President, or as otherwise determined by the Board.

3. TERM OF OFFICE AND ELECTION

- 3.1 Board Members shall be elected for a term of two (2) years.
- 3.2 To ensure continuity, elections shall be staggered so that approximately half of the Board Members are elected each year.
- 3.3 At the first election following the adoption of these bylaws, half of the Directors shall be elected for a one-year term to initiate the staggered cycle. Thereafter, all terms shall be for two years.
- 3.4 Board Members shall hold office until their successors are elected and installed.

4. VACANCIES AND REMOVAL

- 4.1 Any vacancy occurring during the term shall be filled by appointment by the Board until the next Annual General Meeting, at which time the position shall be filled by election for the remainder of the term.
- 4.2 Any Director or Officer may be removed by a majority vote of the membership for cause deemed reasonable by the Society.

5. AUDIT

- 5.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Society.

The fiscal year of the Society in each year shall be July 1st to June 30th.

- 5.2 The books and records of the Society may be inspected by any member of the Society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall always have access to such books and records.

6. MEETINGS

- 6.1 This Society shall hold an Annual General Meeting on or before October 31st in each year, of which notice in writing to the last known address of each member shall be delivered in the mail or by email twenty-one (21) days prior to the date of the meeting. At this meeting there shall be elected the President, Vice-President, Secretary, Treasurer (or Secretary-Treasurer) and/or the Directors at Large subject to the staggered election provisions outlined in these bylaws.
- 6.2 The out-going President remains on the Board of Directors as Doyen/Doyenne for a term of one year.
- 6.3 The officers and directors so elected and the Doyen/Doyenne shall form a Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the Society.
- 6.4 General Meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered by mail or email eight days prior to the date of such meeting. A Special Meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered by mail or email eight days prior to the meeting.
- 6.5 Five (5) members in good standing shall constitute a quorum at the Annual General Meetings, General Meetings and Special Meetings.

7. VOTING

- 7.1 Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the Society. Such votes must be made in person and not by proxy or otherwise.

8. REMUNERATION

- 8.1 The directors, officers and members shall serve as such without remuneration and no director, officer or member shall directly or indirectly receive any profit from their positions as such, provided that directors, officers and members may be paid reasonable expenses incurred by them in the performance of their duties.

9. BORROWING POWERS

- 9.1 For the purpose of carrying out its objects, the Society may borrow or raise or secure the

payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

10. BYLAWS

10.1 The Bylaws may be rescinded, altered or added to by a “Special Resolution.”

11. DISSOLUTION

11.1 Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada).

12. HEAD OFFICE

12.1 The head office of the Society shall be in Edmonton, Alberta, Canada.

13. INDEMNIFICATION

13.1 The Society will indemnify a director or former director or officer against all costs relating to any action or legal proceeding that arises from the execution of their duties of office if they acted honestly and in good faith with the view to the best interests of the Society of which they were a director or officer. This does not apply to legal action that results from directors or officers own willful neglect or default, or if they acted beyond the scope of their authority as a director or officer.

14. OFFICIAL LANGUAGES

14.1. The Society shall operate, where possible, in both of Canada’s official languages in the delivery of its programs and services.

15. REGIONAL AND PROVINCIAL CONSIDERATIONS

15.1. When regional or provincial funds are secured by the Society, which require regional or provincial members to oversee and manage these funds, meetings that deal with the approval of the disbursement of these funds will require that only the members residing in the region or province in question shall be allowed to vote. The Board of Directors will oversee that all funds specific to a particular region or to a specific province are used within the region or province they originate from.

16. BRANCHES

16.1 Any five (5) members from any municipality or province may request in writing the consent of the Board of Directors to constitute themselves as a local branch. The so-formed branch shall bear the name of the Society followed by the municipal or provincial branch it represents.

16.2 Branches will be governed by the bylaws of the Society and must act in accordance with the objects of the Society.

16.3 Branches shall elect from the voting members of their municipality or province such officers

as they deem necessary to carry out the objectives of the Society in the area they represent.

16.4 All members of the Branch must be voting members of the Society and shall submit their membership application and membership fees directly to the Secretary of the Society.

Branches may not impose membership fees over and above the Society membership fee.

16.5 Separate bank accounts for branch activities shall be administered by the Society's head office in accordance with its bylaws.