

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

MEMBERSHIP

1. Voting Membership Categories

- 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.
- 1.2 Student Member: Any Canadian student may become a member upon payment of half of the said annual member fee.
- 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.

1.1 Non-voting Membership Categories

- 1.1.1 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.
- 1.1.2 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.

2. 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.

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

RIGHTS AND RESPONSIBILITIES OF MEMBERS

3. 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.

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.

It is the responsibility of all members to comply with the Society's Bylaws and to adhere to the Society's Objectives.

PRESIDENT

4. The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the Society and of the Board. In his/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.

BOARD OF DIRECTORS

5. Board of Directors, Executive Committee or Board shall mean the Board of Directors of the Society.
6. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting may be called on the instructions of any two members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by ten (10) days notice in writing mailed to each member or by five (5) days notice by email, fax or telephone. Any four (4) members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void. Meetings can be conducted through teleconferencing or other remote communications method if any member of the board cannot be present at the convened meeting location.
7. A person appointed or elected an officer or a director becomes an officer or a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become an officer or a director if they were not present at the meeting but consented in writing to act as an officer or a director before the appointment or election, or within ten days after the appointment or election, or if they acted as an officer or a director pursuant to the appointment or election.
8. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the Society may deem reasonable.

SECRETARY

9. 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. He/she 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 of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.

10. The Secretary shall also keep a record of all the members of the Society and their addresses, send all notices of the various meetings as required, and 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.

TREASURER

11. 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. He/she shall properly account for the funds of the Society and keep such books as may be directed. He/she 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. 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.

AUDIT

12. 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.
13. The books and records of the Society may be inspected by any member of the Society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

MEETINGS

14. 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 a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and three directors. The out-going President remains on the Board of Directors as Past-President for a term of one year. The officers and directors so elected and the Past-President, during their one-year term, 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.

15. 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.
16. Five (5) members in good standing shall constitute a quorum at any meeting.

VOTING

17. 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.

REMUNERATION

18. 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.
(Amended on October 25, 2017 by Special Resolution)

BORROWING POWERS

19. 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.

BYLAWS

20. The Bylaws may be rescinded, altered or added to by a "Special Resolution."

DISSOLUTION

21. 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).
(Amended on October 25, 2017 by Special Resolution)

HEAD OFFICE

22. The head office of the Society shall be in Edmonton.

INDEMNIFICATION

23. 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 wilful neglect or default, or if they acted beyond the scope of their authority as a director or officer.

OFFICIAL LANGUAGES

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

REGIONAL AND PROVINCIAL CONSIDERATIONS

25. 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.

BRANCHES

26. 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 bare the name of the Society followed by the municipal or provincial branch it represents.

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

26.2 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.

26.3 All members of a 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.

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

(Added on October 25, 2017 by Special Resolution)