

# **CONSTITUTION & BY-LAWS OF WINNIPEG RIVER ARTS COUNCIL INC.**

Winnipeg River Arts Council is a non-profit organization incorporated in July 2011.

## **1. NAME**

Organization's name is Winnipeg River Arts Council Inc. hereinafter called "Arts Council".

## **2. LOCATION**

Mailing address is P.O. Box 1199, Lac du Bonnet, Manitoba, R0E 1E0. Headquarters is pending.

## **3. ORGANIZATIONAL FUNCTIONS**

### **Mission Statement**

The Winnipeg River Arts Council Inc. enhances quality of life in north eastern Manitoba by advancing arts and culture.

Arts Council will achieve its mission by:

1. Raising awareness and interest of the importance and benefits of arts and culture
2. Raising awareness of cultural programs, events, services, resources and businesses in the region, as well as local artists
3. Providing arts education and talent development for existing and emerging artists
4. Providing workshops and networking/partnership building opportunities for existing and emerging arts and culture groups and artists
5. Acting as a central contact and support agency for communities, arts groups and artists within the region
6. Determining needs, gaps, and opportunities for arts and culture in the region, and providing regional programs, events and initiatives that meet identified needs
7. Facilitating partnerships that enhance further growth and development of arts and culture through social, economic, tourism, and relocation opportunities in the region.

## **4. SCOPE**

Arts Council serves residents, visitors, artists, arts groups and cultural groups in communities located along Winnipeg River and eastern shore of Lake Winnipeg, including towns and villages, First Nations communities, rural municipalities and provincial parks east of Highway 11 and north of Highway 317.

## **5. FISCAL YEAR**

Fiscal year is April 1 to March 31.

## **6. MEMBERSHIP**

Membership is open to artists, citizens, arts organizations and businesses that support the aims and objectives of Arts Council.

**6.1 Membership Fees.** Members pay annual fees. Board reviews fee structure annually.

**6.2 Membership Rights and Privileges.** Members in good standing, with fees paid up for current year and memberships recorded, have voting privileges at Annual General Meeting, hereinafter abbreviated to “AGM”, and at Special Membership Meetings. Privileges include subscription to Arts Council’s newsletter and reduced rates for Arts Council programs.

**6.3 Membership Categories.**

- Individual members includes year-round residents in the region.
- Family includes parents/guardians and dependents living at one address.
- Student / Senior includes students enrolled in full-time studies at secondary or post-secondary institutions, and seniors aged 60 plus.
- Associate member includes tourists, seasonal or other temporary residents, as well as non-resident users. They do not have voting rights and cannot be elected to the board or appointed to committees.
- Non-profit organization includes community arts organizations, schools, community centres, seniors organizations, etc. They can be appointed to committees.
- Business members includes for-profit organizations. They can be appointed to committees.

**7. BOARD OF DIRECTORS**

Governing body is Board of Directors, hereinafter called “Board” which provides strategic direction to advance Arts Council’s mission and improve organization’s effectiveness.

**7.1 Board Composition.** Board consists of no less than seven and no more than ten Directors and seeks to represent genders, arts groups and cultural groups in region.

**7.2 Nominations.** Nominating Committee recruits board members who represent diverse communities served by Arts Council. Only members of the Arts Council are eligible for nomination to Board. Nominees consent to nomination.

**7.3. Appointment and Election.** Members at AGM elect five Directors. Local governments (Town of Powerview/Pine Fall, RM of Alexander, Town of Lac du Bonnet, RM of Lac du Bonnet and LGD of Pinawa) appoint five Directors to provide regional representation.

**7.4. Board Powers.** Board manages Arts Council's financial, human and property resources. Directors, committees and employees work under Board's direction. Majority vote makes decisions. President votes only to break a tie vote.

**7.5. Terms of Office.** Directors (elected or appointed) serve for a three year term and serve no more than two consecutive terms. Newly elected or appointed Directors begin their term at the first Board meeting following AGM in the year of election or appointment.

**7.6. Board Meetings.** Board meetings occur at least eight times per year, preferably 10. President may call a meeting at any time, subject to seven days notice. Meeting must be called when three Directors give notice in writing, to Secretary, of their intent to call a meeting, subject to seven days notice.

**7.7. Quorum.** Quorum for Board meetings requires majority of Directors.

**7.8. Remuneration.** No Director or committee member may profit, directly or indirectly, from his/her position on Board. Directors and committee members may be reimbursed for reasonable expenses incurred in performance of Board duties.

**7.9. Vacating Positions.** Director provides written notice of resignation. Director who misses three consecutive meetings without notice can be removed from Board, by resolution. Director may be removed at regular Board meeting by vote of not less than two-thirds of Directors. When Director's position becomes vacant, Board may fill position for remainder of year until next AGM.

**7.10. Conflict of Interest.** Directors disclose annually to Board any situation or matter with possible conflict of interest. Goods and services contracts between Arts Council and Director, or business in which Director or Director's relative has business interest, are permitted only if:

- Director declares conflict of interest and declaration recorded in minutes
- Director absents himself or herself from decision and refrains from influencing decision
- Board obtains at least three independent competitive bids
- Board, by resolution, selects contractor based on best value.

## **8. OFFICERS**

Four Directors serve as Executive Officers and comprise Executive Committee:

- President
- Vice-President
- Secretary
- Treasurer

Any two offices may be held by same person except President and Vice-President. Board elects Executive Officers annually at first meeting following AGM. Executive Officers implement Board's decisions and make recommendations to Board regarding organization's financial and human resources, as well as matters related to insurance, governance, policy and administration.

### **8.1. Powers and Duties of Officers**

President is responsible to:

- serve as Chief Executive Officer
- preside at Board meetings
- have signing authority for Arts Council contracts, documents, legal papers and banking
- sit as ex-officio committee member, as needed
- liaise with staff
- prepare annual report for AGM and present it to members.

Vice-President is responsible to:

- assist President in performing his/her duties

- preside at meetings in absence of President, and if President resigns or neglects duties, perform these duties until election is held
- chair Nominating Committee.

Secretary is responsible to:

- record and distribute minutes of Board meetings, AGM and Special Membership Meetings
- make AGM minutes and Constitution/By-Laws available to members and Directors.
- keep official documents safe
- distribute notices of Board, AGM and Special Membership meetings.

Treasurer is responsible to:

- co-ordinate annual budget preparation
- prepare financial statements for report to Board and AGM
- oversee financial transactions, accounting practises and record-keeping
- co-ordinate audits.

## **9. COMMITTEES**

**9.1. Standing Committees.** These may include:

- Executive Committee
- Nominating Committee
- Program and Partnerships Committee
- Fundraising and Grants Committee
- Governance and Policy Committee
- Communications Committee

Board may create ad hoc committees to implement Arts Council's special projects.

**9.2. Duties of Committees.** Board determines terms of reference, including duties, powers and membership, of each committee. Committee Chairs report at each Board meeting using standard format and refer decisions and issues outside their committee's terms of reference to Board. By resolution, Board may remove committee member for non-compliance with committee's terms of reference.

## **10. EMPLOYEES**

Arts Council will hire employees as deemed necessary by the Board. Employees will report to the Board and will act as non-voting members of the organization during Board meetings. The Board will develop and adopt a job description for each position of employment. Employees will follow guidelines and complete duties as identified within the job description.

## **11. MEMBERSHIP MEETINGS**

**11.1. Annual General Meeting.** AGM occurs not later than 90 days following end of fiscal year.

**11.2. Notice of AGM.** Secretary provides at least 14 days notice of AGM or Special Membership Meeting to each member.

**11.3. Agenda.** AGM agenda includes:

- Minutes of previous AGM
- President's report
- Auditor's report
- Appointment of auditors
- Standing committees reports
- Election of new Directors
- Amendments to Constitution and By-Laws (if any)
- Other business.

**11.4. Special Membership Meeting.** President may call Special Membership Meeting to deal with specific issue.

**11.5. Quorum.** Quorum at AGM and Special Membership Meetings is majority of Directors.

## **12. EXECUTION OF DOCUMENTS**

Any two Executive Officers must sign official Arts Council documents, contracts or written instruments. Contracts, documents and instruments signed by two Officers are binding upon the Arts Council without any further authorization. Board may authorize Officer or Officers to sign specific contract or instruments in writing.

## **13. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Arts Council agrees to indemnify its Directors, including former Directors, if they are sued while acting in capacity as Directors, and will reimburse Directors for all liabilities they may incur as a result of being sued or prosecuted for something they did in their capacity as Directors of corporation. In order to qualify for indemnity, Directors must have:

- acted in good faith and in best interests of organization
- had reasonable grounds for believing that their conduct was lawful in the case of criminal or administrative action or proceeding that is enforced by monetary penalty.

## **14. GENERAL**

**14.1 Finance.** Board, by resolution, determines financial institution for depositing revenues. All disbursements made by cheque and signed by any two of President, Vice-President, Secretary, Treasurer and Arts Council Director.

**14.2 Property.** Board is custodian of Arts Council's property and determines its use.

**14.3 Auditor.** Board recommends appointment of auditor to investigate and provide written report on Arts Council's financial position at AGM.

**14.4 Amendments to Constitution/By-Laws.** Amendments need clear majority vote of members attending AGM (or Special Membership Meeting called for that purpose) with twenty-one days notice of meeting and amendments. Amendments cannot be passed without quorum at meeting.

**15. DISSOLUTION**

If Arts Council dissolves, all remaining assets, after payment of liabilities, will be distributed to one or more non-profit organizations in Winnipeg River region whose mission advances arts and culture.

These are the official By-Laws of the Arts Council, Inc.

Passed and Enacted this 24th day of September, 2012, by AGM Motion # \_\_\_\_\_.

President \_\_\_\_\_ Secretary \_\_\_\_\_

Amended this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by AGM Motion # \_\_\_\_\_.

President \_\_\_\_\_ Secretary \_\_\_\_\_