

Windsor Endowment for the Arts

By-law ~~Number 2~~

As ~~a~~Amended: November 12, 2009

As ~~a~~Amended: November 30, 2010

As amended: _____

The Windsor Endowment for the Arts

By-law ~~Number 2~~

The By-law relating generally to the transaction of the affairs of The Windsor Endowment for the Arts (WEA) hereinafter called ~~t~~he Corporation.

WEA connects, celebrates and invigorates a vibrant arts community in Windsor-Essex to enrich the lives of all.

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Be it enacted as a By-law of the Corporation as follows:

1.0 INTERPRETATION

1.01 In this By-law and all other By-laws and resolutions of the Corporation, unless the context otherwise requires:

- a) “Act” means Part III of the Corporation’s Act, R.S.O. 1990, c.C 38, as amended, together with the regulations made pursuant thereto. Any statute or regulations that may be substituted therefore, as amended from time to time;
- b) “Articles” means the articles of incorporation of the Corporation as amended and restated from time to time;
- c) “Artist” means an individual currently active in his/her discipline;
- d) “Board” means the Board of directors of the Corporation;
- e) “By-laws” means this By-law, and all other By-laws of the Corporation as amended from time to time in force and effect;
- f) “Contracts, documents or instruments” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, movable or immovable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- g) “Corporation” means the Corporation;
- h) “Discipline” means a specific art form, such as dance, music or painting.
- i) “Officers” shall be the positions as defined by Article 6.0 and are elected by the Board.
- j) “Staff position” means an employee of the Corporation.
- k) “Members” means members of the Corporation.

2.0 HEAD OFFICE

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The head office of the Corporation shall be in the city of Windsor, and the province of Ontario, and at such places therein as the directors from time to time determine.

3.0 DIRECTORS

3.01 Powers

The directors shall have the powers provided in the Corporations Act, the Letters Patent, and this By-law. The affairs of the Corporation shall be managed or the management shall be supervised by its Board ~~of directors~~. Without limiting the generality of the foregoing, the Board ~~of directors of the Corporation~~ will determine the operating budget for the Corporation and will advise the Executive Director, as defined in ~~a~~Article 8.02, of the total funds available for distribution ~~for~~ per discipline. In accordance with the recommendations of juries convened from time to time, the directors shall disperse funds available for grants.

~~Board of directors will consider the recommendations of the Executive Director, jurors and advisors as defined in article 8.04, into turning the categories available for grants to the arts community.~~

~~At the end of each fiscal year the Board of directors shall conduct a review of the grant recipients for the purpose of determining the allocation of grants amongst various disciplines for the next year. The review committee, as defined in article 7.02, shall submit its evaluations and recommendations to the Corporation's Board of Directors to assist in the above review.~~

The Board ~~of directors~~ shall have the power to disperse and or reinvest undistributed funds. ~~Not recommended for distribution by jurors or advisers~~ in accordance with the Corporation's investment policy.

3.02 Composition

The Board shall be comprised of five (5) to fifteen (15) directors. ~~have variable number 1 to 15 directors. No less than~~Up to No less than one-third (1/3) of said directors shall be artists; ~~provided that not more than two directors from any particular discipline.~~ In the event that a third (1/3) of the directors are not artists, then the number of directors shall be reduced to reflect this deficiency provided there shall not be less than two artists at any time.

Every attempt will be made to represent the diversity of the Windsor-Essex community.

3.03-1 Qualifications

A director must be a minimum of ~~18~~21 years of age;
A director must be a Canadian citizen or permanent resident;
A director must, unless otherwise indicated by ~~these~~ By-laws, the residents of the city of Windsor or the County of Essex;

A director must, unless otherwise indicated by the By-laws, be a voting mMember; ~~elected members of government cannot be voting m~~Members, ~~as defined in a~~Article 10.02.

3.04 Term

The term of a ~~regular~~ director is ~~two (2) or~~ three (3) years.

The director shall hold office for a maximum of ~~three~~ two (2) consecutive terms up to a maximum of ~~nine~~ five (5) consecutive years, unless for good and sufficient reasons, the Board decides otherwise.

The composition of the Board shall be based on the principle of staggered terms, such that a number of positions falling vacant each fiscal year is minimized.

3.05 Vacation of oOffice

A person ceases to be a director of the Corporation, if (i) he/she is found by a court to be mentally incompetent or unsound mind; or, (ii) if by notice in writing to the Secretary he/she resigns his/her office; or, (iii) he/she ceases to be a voting mMember unless otherwise specified within ~~these~~ By-laws; or, (iv) if he/she is removed as a result of a breach of ~~these~~ By-laws in accordance with aArticle 3.06 hereof.

3.06 Removal of dDirectors

The Board ~~of directors~~ may remove an elected director who has missed three (3) consecutive Board meetings, unless the Board, for good and sufficient reasons, reinstates such director to the Board.

The Board may remove an elected director for the expiration of his/her term of office with a two-thirds (2/3) majority vote of the Board on the grounds that the director has not acted in a manner considered acceptable to the Board ~~of directors~~ by committing an act of misconduct, including but not limited to knowingly misappropriating funds and bribery of a member of the Board.

3.07 Vacancies

The vacancies on the Board ~~of directors~~, however caused, may, as long as a minimum of seven (7) directors remain in office, be filled by the directors from among the qualified ~~M~~members ~~of the Corporation~~, if they see fit to do so, provided that the composition of the remaining Board is not more than two-thirds (2/3rds) and not less than one-third (1/3) ~~producing~~ Artists. Otherwise, such vacancy shall be filled at the next ~~Annual General Membership Meeting~~ ~~Annual General Meeting of the Members~~. If there is not a minimum of seven (7) directors, the remaining directors shall forthwith call a meeting of the ~~m~~Members to fill the vacancies.

Vacancies on the Board ~~of directors~~, however caused, and as long as a quorum of directors remain in office, shall be filled within thirty (30) days, by the directors, from among the ~~Voting Members~~ ~~of the Corporation~~.

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 shall thereby be deemed to have occurred and said vacancy or vacancies may be filled in the manner above provided.

3.08 Nomination of ~~d~~Directors

The Board of directors will be elected by ~~the Voting Membership~~ at the Annual General ~~Membership~~ Meeting. A slate of directors will be recommended to the ~~Voting Membership~~ by the Nominating Committee, as defined in Article 7.03~~5~~.

An individual may be nominated for decision on the Board ~~of directors of the Corporation~~ by two (2) ~~Voting Members of the Corporation~~; or, a resident of Windsor or Essex County may apply provided that his/her application is subsequently endorsed by two ~~Voting Members of the Corporation~~.

All ~~n~~Nominees/~~a~~Applicants must complete the Corporation's application form for a Board of director's position and support this with a curriculum vitae.

3.09 Remuneration

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

4.0 MEETINGS OF DIRECTORS

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~~3.03~~ **4.01 Place of mMeetings**

Meetings of the Board ~~shall be meeting~~ held at any place within the City of Windsor and County of Essex, unless otherwise determined by majority of the directors, and provided that, in any financial year of the Corporation, a majority of the meetings of the Board are held at a place within the City of Windsor or County of Essex.

~~4.02~~ **Meetings by telecommunications**

Where all directors present at or participating in the meeting have consented thereto, any director may participate in and is deemed present at a meeting or a committee of the Board by means of conference telephone, electronic or other communication facilities allowing all persons participating in the meeting to communicate with each other simultaneously, and instantaneously. If a simple majority of the directors participating in such a meeting are then in the city of Windsor or County of Essex, ~~the city. Scratch that~~ the meeting shall be deemed to have been held in the city of Windsor and County of Essex.

~~4.03~~ **Calling of mMeetings**

Meetings of the Board shall be held from time to time at such place, at such time and on such day as the President or the Vice President, who are directors, or any two (2) directors may determine, and the Secretary shall call meetings when directed or authorized by the President or by the Vice President, or by any two (2) directors. Notice of every meeting so-called shall be given to each director in person by means of e-mail, or an absence of e-mail by notice on the minutes of the previous directors meeting, or by prepaid mail to ~~to~~ the aAddress of sSuch dDirector not less than forty-eight (48) ~~space~~ hours (excluding any part of Sunday and of a holiday) as defined by the Interpretation Act Ontario before the time when the meeting is to be held, except that no notice of meeting shall be necessary if all the directors are present or if those absent have ~~weighed~~ waived notice of or otherwise signified their consent to the holding of such ~~me~~eting. And notice of meeting of directors need not specify the purpose or the business to be transacted at the meeting except where the act requires such purpose or business to be specified.

~~4.04~~ **Regular mMeetings**

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. ~~A copy of any resolution of the Board confirming the place and time of regular meetings of the Board shall be required for any such regular meetings except where the Act requires the purpose thereof or the business to be transacted there at to be specified.~~

4.05 Quorum

Subject to the ~~a~~Articles or By-laws of the Corporation, a quorum is reached when a simple majority of the ~~members of the D~~irectors are present at any meeting of the ~~D~~irectors, but in no case shall a quorum be less than five (5) of the number of ~~D~~irectors.

4.06 Chairperson of the Board

The President of the Corporation shall be the ~~c~~Chairperson of all meetings of the Board ~~of directors~~. Should the President not be present then the Vice President shall be the ~~c~~Chairperson.

Should the President and the Vice President not be present, then the Board ~~of directors~~ shall appoint an Acting ~~c~~Chairperson from the ~~directormembers~~ of the Board.

~~4.07: Votes to g~~Govern

i) All duly elected or appointed directors shall be entitled to one (1) ~~v~~ote on each question to be decided by the Board.

ii) At all meetings of the Board, every question should be decided by majority of the votes cast on the question.

~~iii) At any Board meeting, a declaration of the President that a resolution has been carried or lost shall be conclusive.~~

4.08 Casting ~~v~~ote

In the case of any ~~e~~quality of votes on any question at a meeting of the Board, the ~~c~~Chairperson of the meeting shall be entitled to a casting vote.

4.09 Disclosure of ~~i~~nterest ~~i~~ng ~~c~~ontracts and ~~c~~onflicts

Every director of the Corporation, who is party to a material contract, grant, transaction, matter or proposed contract, transaction or matter with the Corporation, or is a director of or has a material interest directly, or indirectly, in any Association or Corporation, who is a party to a material contract, grant, transaction, matter or proposed contract, transaction or matter with the Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of the meeting of the directors the nature and extent of his/her interest at the time and in the manner required by the Act. Any such contract, grant, transaction or matter, or proposed grant, transaction or matter shall be referred to the Board ~~of directors~~ for approval. Even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board or the members, a

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director interested in a contract or matter. So referred to the Board shall not vote on any resolution to approve the same except as provided by the Act.

4.10 Resolution in ~~H~~ieu of ~~m~~Meeting

A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of the Board is as valid as if it had been passed at a meeting of directors or committee of the Board. A copy of every such resolution shall be kept with minutes of the proceedings of the directors or committee of the Board.

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4.11 Format of ~~m~~Meetings ~~In~~

Meetings of the directors and general meetings shall be governed in accordance with *Robert's Rules of Order* or other such Rules of Order as adopted by the Board, provided that where a conflict exists, the By-laws will govern.

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5.0 INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

5.01 Limitation of ~~L~~iability

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. Subject to the foregoing, no director shall be liable for the acts, receipts, neglects or defaults of any other director 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 or 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 monies of the Corporation shall be invested or for any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatsoever, which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same are occasioned by his/her own willful neglect or default; provided that nothing herein shall relieve any director from any duty to act in accordance with the Act or from any liability for any breach thereof.

5.02 Indemnity of ~~d~~irectors

Subject to the provisions of the Act, the Corporation shall indemnify a director of the Corporation, a former director of the Corporation, or a person who acts or acted at the Corporation's request as a director of the body corporate, of which the Corporation is or was a creditor, and his/her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle a

action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a director of such Corporation or body corporate if: a) he/she acted honestly and in good faith with a view to the best interests of the Corporation; and b) in a case of a criminal or administrative action or proceeding, That is enforced by a monetary penalty; he/she had reasonable grounds for believing that his/her conduct was lawful.

5.03 Insurance

Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors as the Board may from time to time determine.

6.0 EXECUTIVE OFFICERS

6.01 Appointment

Subject to provisions of the Act, the Letters of Patent or any unanimous Members Agreement, a President, one (1) or more Vice Presidents (to which title may be added words indicating seniority or function), a Secretary, a Treasurer and such other positions as the Board may determine, ~~including one (1) or more assistance to any of the Officers so pointed~~ shall be ~~appointed or~~ elected by the Board from amongst their number at the first meeting of the Board after their election. The Board may specify the duties of, and in accordance with this By-law and subject to the provisions of the Act, delegate to such executive powers to manage the business and affairs of the Corporation. Save for the President of the Board, any member of the Board ~~of directors of the Corporation~~ may hold more than one office.

6.02 President

The Board shall appoint a President. The President shall be the Chief Executive Officer of the Corporation. The President shall exercise general and active supervision over preparation and submission of such reports and statements as the Board may from time to time direct. Be prepared and submitted to the Board and to any meeting of the ~~Voting~~ Members. If no Executive Director is in place, and subject to the authority of the Board, the President shall have general supervision of the business affairs of the Corporation, and he/she shall have such other powers and duties as the Board may specify.

6.03 Vice President

The Board shall appoint one (1) or more Vice Presidents. A Vice President so appointed shall have

such powers and such duties as the Board or President may prescribe. The Vice President will assume all the duties of the President when the President is unable to perform his/her duties for any reason. When the office of the President becomes vacant, the Vice President will assume the duties but remain Vice President until an election can be held in accordance with article 6.01.

6.04 Secretary

The Board shall appoint a Secretary. The Secretary shall attend all meetings of the Board of Directors and shall enter or cause to be entered in books for that purpose, minutes of all proceedings at all Board meetings. The Secretary shall ensure minutes of proceedings, of all meetings of committees of the Board (which have been recorded by the committee secretary) are collected and kept in books for that purpose. He/she shall give, or cause to be given, when instructed, notices required to be given to ~~voting m~~Members, directors, auditors and members of committees; he/she should be the custodian of the stamp or mechanical device generally used for fixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and he/she shall perform such other duties as may from time to time be prescribed by the Board.

6.05 Treasurer

The Board shall appoint a Treasurer. The Treasurer shall keep, or cause to be kept, proper accounting records as required by the Act; he/she shall deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank account; he/she shall, under the direction of the Board, supervise the safekeeping of securities and the disbursement of funds of the Corporation; he/she shall render to be Board, whenever required, an account of all his/her transactions as Treasurer and of the financial position of the Corporation; and he/she shall perform such other duties as may from time to time be prescribed by the Board. The Treasurer is required to give such bond for faithful performance of his/her duties as the Board, in its uncontrolled discretion, may require.

6.06 Other Officers

The duties of all ~~Executive~~ Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an ~~executive~~ Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

6.07 Past President

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The immediate past President may remain on the Board in this role for a one-year period to assist the Board in furthering its goals.

6.087 Vacancies

If the office of the President, Vice President, Secretary, or Treasurer shall become vacant by reasons of death, resignation, disqualification- or otherwise, the directors may elect an Officer to fill such vacancy as provided in Article 3.07.

7.0 COMMITTEES

7.01 Standing Committees

The President and or Vice President shall appoint the chairpersons of the following Standing Committees: Finance, Nominating and such other Standing Committees as may be appointed from time to time by the President and or Vice President or the Board ~~of Directors~~, from the members of the Board of ~~dDirectors, of the Corporation~~. The Board ~~of Directors~~ must approve the appointment of all Standing Committee members who are not members of the Board ~~of Directors~~. The Board shall have the discretion to limit membership on Standing Committees to ~~voting m~~Members.

The President shall be an ex-officio member of all Standing and Ad Hoc Committees.

All committees shall appoint a secretary for the purpose of recording minutes, and who shall deliver the minutes or cause to deliver the minutes to the ~~c~~Chairperson of the committee, who shall deliver or cause to deliver the minutes to be ~~c~~Chairperson of the Board.

7.02 Finance Committee

There shall be a Finance Committee comprised of at least two (2) individuals. The Finance Committee shall be responsible for all the financial operations of the Corporation, including preparation of budgets, financial statements, fundraising, accounting issues, and supervision of the Corporation's investments and financial affairs.

7.03 Nominating Committee

There shall be a Nomination Committee comprised of at least three (3) individuals. ~~The Nominating Committee shall be comprised of the President, Vice President, Executive Director, two (2) or more non-executive director of the Board.~~ The Nominating Committee shall search for and review nominations and/or applications for Board ~~of director~~ positions to fill openings on the Board in accordance with the composition designated in ~~this~~ these By-laws, as provided in Article 3.02.

7.04 Other Committees

Such other committees, Standing or Ad Hoc shall be appointed by the President of the Corporation for the Board ~~of directors~~ as deemed necessary to assist the directors in carrying on the affairs of the Corporation. These committees shall from time to time ~~carry out~~ the work of the Corporation ~~at~~ As such situations arise. ~~The President shall be an ex-officio member of all committees.~~

8.0 STAFF POSITIONS

8.01 Hiring and pPayment

~~The Board may from time to time determine that certain staff positions are required.~~ The Board ~~of directors~~ shall determine the salary of all staff positions.

8.02 Executive Director

The Executive Director shall be an employee of the Corporation and shall administer the approved activities of the Corporation, and make recommendations to the Board and its Committees, with respect to the goals, policies and activities of the Corporation, which shall include supervision of other employees. The Executive Director may be an ex officio member of all committees.

8.03 Specialty pPositions

Specialty positions shall be those for which persons shall be hired to perform such duties as may be ~~r~~ required by the Board ~~of Directors~~, and may be for special-purpose or a specific period of time.

9.0 APPOINTMENT OF AUDITOR

There shall be an annual audit or review of the financial accounts of the Corporation by an auditor or accountant appointed by the ~~voting m~~ Membership at each Annual General Membership Meeting. The appointment of an auditor, auditors or accountant shall be in effect until the next Annual General Membership Meeting ~~annual meeting~~, and if an appointment ~~is~~ has not been made, shall continue in office until a successor is appointed.

10.0 MEMBERSHIP

10.01 Eligibility and ~~y~~Voting ~~e~~Classes

The following shall be eligible for membership in the Corporation:

- i) Any person ~~who resides in the city of Windsor or the County of Essex, and~~ who is interested in and supports the objects of the Corporation (“Individual Class”);
- ii) Any association, society, corporation, partnership, club or group ~~based in the city of Windsor or County of Essex, which~~ is interested in and supports the objects of the Corporation (“Organizational Class”)

10.02 Voting

~~Members~~ ~~The voting membership in the Corporation~~ shall consist of all persons and entities who are eligible for membership and who have purchased the membership in the Corporation. ~~Voting~~ ~~m~~Membership shall be valid for the fiscal year in which the membership was purchased.

The membership fee for each class of membership shall be determined from time to time by the ~~Board of Directors~~ and shall be indicated to the membership.

10.03 Rights of ~~m~~Membership and ~~v~~Voting

A. Every ~~m~~Member in good standing is entitled to attend any ~~Annual General Membership Meeting~~ ~~General Meeting~~ of the Corporation.

B. Every ~~voting m~~Member in good standing is:

- Entitled to vote ~~in~~ any ~~Annual General Membership Meeting~~ ~~General Membership Meeting~~ of the Corporation, ~~provided that said voting member has been a member of the Corporation for at least twenty (20) days prior to the date of the Annual General Membership Meeting of the Corporation;~~ and,
- Entitled to hold any office of the Corporation.

A ~~voting m~~Member, who as an employee of the Corporation, shall have no rights to vote on any matter relating to said employee at an ~~Annual General Membership Meeting~~ ~~meeting of the general membership~~. ~~As long as said member is an employee of the Corporation shall have no rights to vote on any matter relating to said employee at any meeting of the general membership as long as said member is an employee of the Corporation.~~

There shall be no vote at a ~~Annual~~ General Membership Meeting of the Corporation by proxy, unless otherwise specified in these ~~se~~ By-laws.

Each ~~voting m~~Member is entitled to one (1) vote. The ~~c~~Chairperson of the meeting is entitled to casting a vote in the event of a tie of any matter before the meeting that has been voted upon by its ~~m~~Members.

10.04 Termination of ~~m~~Membership

Membership shall cease upon the occurrence of any of the following:

- ◆ ~~Cessation by the member of residency in the County of Essex;~~
- Upon the death of the member;
- Failure of the member to renew his/her/its membership ~~P~~prior to the Annual General Membership Meeting;
- Resignation of the member by written notice given to ~~an Executive Officer, the Secretary;~~
~~or~~

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Such termination of membership shall not prejudice the member's right write to re-apply for admission.

11.0 MEETINGS OF MEMBERS

11.01 Annual General Membership Meetings

The Annual General Membership Meeting ~~of Members of the Corporation~~ shall be held at such time and on such day in each year as the Board ~~of directors~~ may from time to time determine, for the purposes of receiving the reports and statements required by the Act to be laid before the Annual General Membership Meeting, electing directors, appointing ~~a~~Auditors or ~~a~~Accountants, and fixing or authorizing the Board ~~of Directors~~ to fix remuneration of such ~~a~~Auditors or Accountants, and for the transaction of such other business as may properly be brought before the meeting. Such meetings shall be held ~~not~~ later than fifteen (15) months after holding the last Annual Membership General Meeting.

11.02 Special ~~m~~Meetings

The Board ~~of directors~~ may anytime call a special meeting of ~~m~~Members for the transaction of any business, which may properly be brought before such meeting of members. All business transacted at an Annual Membership General Meeting, except for the consideration of financial statements, auditors report, election of directors and reappointment of the incumbent auditor, is deemed to be special business.

A special meeting may also be convened upon delivery of a petition requesting said meeting specifying time, date, place and reason for the meeting delivered to the President and signed by one-third (1/3) of the ~~M~~members, ~~eligible to vote~~. The Executive Director will provide to any ~~voting m~~Member, who so requests in writing a list of ~~voting m~~Members.

11.03 Place of ~~m~~Meetings

~~Annual General Membership Meetings of Members~~ shall be held ~~as determined by the Board from time to time~~ at the Registered Office of the Corporation, or at such other place within or outside of Ontario, ~~or by means of conference telephone, electronic or other communication facilities allowing all persons participating in the meeting to communicate with each other simultaneously, and instantaneously.~~ ~~as determined by the Board of directors from time to time.~~

11.04 Persons ~~e~~Entitled to ~~b~~Be ~~p~~Present

The only persons entitled to attend an ~~an Annual General Membership Meeting meeting of members~~ shall be ~~voting m~~Members, the ~~a~~Auditor or ~~a~~Accountant of the Corporation, others who although not entitled to vote are entitled or required under any provision of the Act or ~~the~~ By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the ~~c~~Chairperson of the meeting or with the consent of the meeting.

11.05 Meeting ~~c~~Chairperson

In the absence of the President, the ~~M~~members present at any ~~Annual General Membership Meeting meeting of members~~ shall choose another director to ~~c~~Chair the meeting or such other person as the ~~M~~members shall select.

11.06 Quorum

Subject to provisions of the Act, ~~voting m~~Members including one (1) ~~Executive Officer member of the Board~~, who shall be the recording secretary, present in person, constitute quorum for the transaction of business at an ~~an Annual General Membership Meeting meeting of members~~.

11.07 Scrutineers

At each ~~Annual General Membership Meeting meeting of members~~ one (1) or more ~~s~~Scrutineers may be appointed by a resolution of the meeting or by the ~~c~~Chairperson with the consent of the meeting to officially examine the validity and accuracy of the counting votes at the meeting. Such ~~s~~Scrutineers need not be ~~M~~members, ~~of the Corporation~~.

11.08 Votes to Govern

Subject to the provisions of the Act, the Letters Patent, and the By-laws of the Corporation, all questions proposed for the consideration of the Members at the meeting shall be decided by a simple majority of the votes cast there on. In case of an equality of votes either a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a casting vote.

11.09 Show of Hands

Subject to the provisions of the Act, at Annual General Membership Meetings meetings of the members every question shall be decided by a show of hands, unless a ballot valid thereon required by the Chairperson or be demanded by a simple majority of voting Members present. Every voting Member is entitled to a one (1) vote. After a show of hands has been taken upon any question, the Chairperson may require, or a simple majority of voting Members may demand, a ballot valid thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot valid thereon be required or demanded, a declaration by the Chairperson that the vote cast upon the question has been carried or carried by a simple majority or not carried, an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the question. The results of the vote so taken and declared shall be the decision of the Corporation on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

11.10 Ballots

If a ballot is required by the Chairperson of the meeting, or is demanded and the demand is not withdrawn, a ballot upon the question shall be taken in such manner determined by the Chairperson of the meeting of the directors or the Annual General Membership Meeting Meeting of the Membership. If a ballot is required, the Scrutineers, as defined in Article 11.07, shall provide a written record of the ballot than to fix his/her (their) signature(s) thereto and the Secretary shall append said record to the minutes of the meeting.

11.11 Adjournment

The Chairperson of the Annual General Membership Meeting meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, to adjourn the meeting meeting from time to time and from place to place.

12.0 FINANCIAL YEAR

12.01 Financial ~~y~~Year

The fiscal year of the Corporation shall end on the 30th day of June in each year, until changed by a resolution of the Board ~~of Directors~~.

13.0 NOTICES

13.01 Method of ~~g~~Giving ~~n~~Notice

Any notice, communication or other document required by the Act, regulations, Letters Patent or By-laws to be given by the Corporation to ~~voting m~~Member, director, or auditor, or member of a committee of the Board ~~of the Corporation~~ under any provision of the Act, the Letters Patent or By-laws or otherwise shall be sufficiently given is delivered personally to the person to whom it is to be given or is delivered to his/her recorded address or if mailed to him/her at his/her recorded address, by pre-paid ordinary mail, or if transmitted to him or her at his/her recorded address by any means of ~~electronic~~electrie communication. Communications delivered by prepaid mail shall be deemed to have been received, three (3) days after mailing. Notice delivered by electronic transmission shall be deemed to have been received, the day after transmission, or in the event of a holiday, the day after the holiday. The Secretary shall keep a record of the log of any such electronic transmissions. The Secretary shall maintain a record of the address of all ~~voting m~~Members, directors, auditor or accountant of the Corporation in accordance with any information believed by him/her to be reliable, and shall cause said record to be changed as changes in such information are communicated to him or her. The recorded address of a director shall be his/her latest address as shown in the records of the Corporation or in the most recent notice filed under the Corporation's Information Act (Ontario), whichever is more current.

Public notice of the time and place of each ~~Annual General Membership Meeting~~meeting-of members shall occur no less than ten (10) days and not more than thirty (30) days before the date of the meeting. ~~of the members, of the Corporation~~. Notice of a special meeting of ~~M~~members shall state:

- i) The nature of the business to be transacted at the meeting in sufficient detail to permit the ~~M~~members to form a reasoned judgment thereon; and
- ii) The text of any special resolution or By-law to be submitted to the meeting.

Where a given number of days notice, extending over a period is required to be given the day of service or posting of the notice shall be counted in such number of days or other period.

13.03 Omissions and ~~e~~Errors

The accidental omission to get any notice to any ~~voting m~~Member, accountant or auditor, or non-receipt of any notice by any ~~voting m~~Member, director, accountant or auditor, or any error in any notice, not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

14.0 EXECUTION OF DOCUMENTS

14.01 Signing Officers

Contracts, documents or instruments and writing requiring signature of the Corporation must be signed by ~~two Officers to be designated by the Board~~~~the President or a Vice President or a director with the Secretary or Treasurer or, an assistant Secretary or an assistant Treasurer or another director~~. Notwithstanding this, the Board may ~~de~~ without notice from time to time direct the manner in which, and the person or persons by whom, any particular contracts, documents or instruments in writing may be signed.

14.02 Seal

Any person authorized to sign any document affix the corporate Seal thereto. Nothing in this paragraph requires that the Corporation have a corporate seal.

15.0 EFFECTIVE DATE

This By-law shall come into force, when enacted by the directors, subject to the provisions of the Act.

16.0 REPEAL – Enactment, ~~r~~Repeal and ~~a~~Amendment of By-laws

~~a)~~ The By-laws of the Corporation may be enacted, and the By-laws of the Corporation repealed or amended, by By-law enacted by two-thirds (2/3) majority of the Board and sanctioned by an affirmative vote of two-thirds (2/3) majority of the ~~voting m~~Members at an Annual General Membership Meeting~~Meeting of Members only called for the purpose of considering such By-law~~.

~~b)~~

A copy of any By-law to be sanctioned at an Annual or General Membership Meeting of Members (including a By-law, which amends or repeals ~~an~~ existing By-law) shall be accessible to every ~~voting m~~Member of the Corporation with notice of such meeting.

~~i)~~
~~ii)~~ c) This Operating By-law Number ~~Three~~ (32) repeals and replaces operating By-law Number ~~Two~~ (21) a By-law relating generally to the transaction of the affairs of the Windsor Endowment for the Arts passed on the ~~10th~~ day of ~~September~~ January, 2009.

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Passed by a two-thirds (2/3) majority of the directors present at a meeting of directors held on the ~~10th day of September, 2009.~~

~~Patricia Dolan Lewis~~
Anne Bennett Winograd
Secretary

Approved by a two-thirds (2/3) majority of ~~the voting m~~Members of the Windsor Endowment for the Arts at the Annual General Membership Meeting of Members held on the ~~12th day of November, 2009.~~

~~Carolyne Rourke~~
Stephanie Barnhard
~~Patricia Dolan Lewis~~
President

Anne Bennett Winograd
Secretary