



Board of Directors  
Bylaws 2018

As amended March 28, 2018

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## **ARTICLE I - DESIGNATION**

The name of the “Corporation” will be “THE ART GALLERY OF WINDSOR” and its objects will be those set forth in the charter. The Corporation’s head office will be in the City of Windsor and at such place therein as the Board of Directors may from time to time determine. The seal, an impression whereof is stamped on the margin hereof, will be the corporate seal of the Corporation.

## **ARTICLE II – MEMBERSHIP**

### **Section 1:**

The Board of Directors may establish any membership categories, and may determine the benefits associated with each category. The Board may determine composition and terms of reference for any membership category.

All members have the right to vote on matters presented at the Annual General Meeting (AGM), to elect members of the Board of Directors at the AGM, and to vote on matters presented at special or general meetings of the Corporation. Voting membership is confined to persons over 18 years of age who are admitted as gallery members by the Board and who pay the required fees annually.

## **ARTICLE III - FEES**

Annual membership fees and donor/member benefits are detailed in the Membership Policy and in the Donations and Gift Planning Policy, both of which are subject to regular review by the Board.

## **ARTICLE IV - OFFICERS AND BOARD OF DIRECTORS**

### **Section 1: Officers**

AGW Officers will be the Past Chair, Chair, Vice-Chair, Secretary, and Treasurer. Officers are indemnified from liability claims from any party who holds the AGW responsible for a wrongful act.

### **Section 2: Duties**

The duties of the Officers will be those commonly pertaining to their respective positions as described in the Governance Policies.

A qualified person will be employed by the Board as the Executive Director and will be subject to the authority of the Board and the supervision of the Board Chair.

The Executive Director will be responsible for the general management of AGW employees, will act as the chief curator and advisor to the Board Committees, and will report to the Board on AGW activities. The Executive Director will not be a member of the Board of Directors, but will serve as Secretary to the Board.

**Section 3: Board and Administrative Management**

1. The Board of Directors is comprised of nine individual members who are elected at the AGM by the gallery membership. Members of the Board are responsible for establishing policies that govern the day-to-day operations of the AGW, for overseeing that those policies are followed, and for delegating operational responsibilities to the Executive Director. The elected members that constitute the Board of Directors are the governing body of the AGW and exercise all lawful powers necessary to conduct business and to carry out their duties and responsibilities.
2. All members of the Board of Directors and Committees must be members of the AGW, and agree to acquaint themselves with AGW's policies, procedures, and practices.
3. Members of the Board of Directors are elected for a one, two, or three-year term, provided that at least three Board members retire from office in each year. No Board member is entitled to remain on the Board for more than six (6) consecutive years. The Chair, Vice-Chair, and immediate Past Chair are exempt from this limitation during their term of office.
4. The Board will meet no less than four (4) times a year at such times and places as may be determined, or at the direction of the Chair or, in his/her absence, the Vice-Chair. If all of the Directors of the AGW consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.
5. Each Director of the Board will have one vote at any meeting of the Board. A majority of Directors elected to the Board will constitute a quorum at any meeting. If a Board member's term of office expires before the AGM, he/she will continue to hold office until the AGM or until a successor has been duly elected or appointed.
6. Board candidates must be nominated at least five (5) days prior to the AGM, either by the Board Membership Development Committee or by any two (2) members of the AGW. The proposed Board Directors slate will be forwarded in writing to the Secretary. Candidates must provide written consent for their names to stand.
7. Any additions to the proposed slate of candidates must be introduced at least five (5) days prior to the AGM. If nominations are not received by then they will not be accepted, and the election of Directors will be by show of membership hands.
8. No Director, Officer or committee member of the Gallery is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Gallery or for joining in any receipt or for any loss, damage or expense happening to the Gallery through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Gallery or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Gallery shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious

act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have complied with all applicable legislation and the Gallery's Charter and By-laws and they have exercised their powers and discharged their duties in accordance with all applicable legislation.

9. No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Gallery as it is a charitable corporation unless the provisions of the legislation and the law applicable to charitable corporations are complied with.

#### **Section 4: Terms of Office**

1. The immediate Past Chair, Chair, and Vice-Chair will hold their respective positions for terms of two (2) years and will serve as members of the Board of Directors. Upon the completion of the term of the immediate Past Chair, the Chair becomes the immediate Past Chair, and the Vice-Chair becomes the Chair. Prior to the AGM, the Board will elect or appoint the next Vice-Chair from among its numbers.

In the event that the immediate Past Chair ceases to serve in such a capacity through death, resignation, or other termination before the established term has expired, the remaining Board may, by simple majority, appoint a successor for the balance of the term. In the event that the Chair ceases to serve in such capacity through death, resignation, or other termination, the Vice-Chair will succeed the Chair, and the Board will elect or appoint someone from among its number to replace the Vice-Chair.

2. The remaining Officers and Committee Chairs will be elected or appointed by the Board from among its number at the first meeting after the AGM and will hold office for one (1) year or until their successors are elected or appointed and will not, with the exception of the Treasurer, be eligible for re-election to that office for more than three (3) consecutive years.
3. A Board member or Officer may be required to resign by a vote of three-quarters (3/4) of the AGW membership at a special meeting called for that purpose. Any Board member required to resign at a special meeting called for that purpose will be given notice of the purpose of the meeting. The Board member is entitled to be heard at the meeting.
4. Any Board member who has a direct or indirect interest in any matter before a meeting of the Board of Directors, shall declare their conflict of interest at the meeting in which the matter is being considered.

Should any Board member fail to declare his/her interest and their interest is known to the Chair or any other Board member, he/she will be requested to declare the conflict of interest and, at the request of the Chair, asked to leave the room so that the Board can proceed with its discussion. Once a conclusion has been reached, said person may return to the meeting.

These provisions shall apply *mutatis mutandis* to meetings of Committees of the Board.

## **ARTICLE V - MEETINGS OF THE MEMBERS**

**Section 1:** The AGM must take place within one hundred twenty (120) days after the end of the fiscal year at such time and place as the Board determines. AGW Members will be notified by the Secretary at least ten (10) days in advance of the AGM and receive a report from the Nominating Committee.

**Section 2:** A special general meeting of the membership can be requested in writing by any fifty (50) members. Notice of the meeting will be given at least ten (10) days prior, and will contain a statement of the purpose for the meeting. No business other than that mentioned will be transacted at the meeting.

**Section 3:** Each member in good standing will have one vote at AGM and special meetings.

**Section 4:** If a member is unable to attend the AGM or special meeting, that member may request a proxy form to authorize another individual, who need not be a member, to attend a meeting and to vote by proxy on the member's behalf.

Proxy forms are available from the Secretary and all completed proxy forms will be held for use at the AGM. A simple majority is sufficient for making decisions.

## **ARTICLE VI – BOARD COMMITTEES**

Standing Committees for the following year will be determined at the first or second regular meeting following the AGM. The Chair and Executive Director are non-voting *ex-officio* members of all Standing and Ad Hoc Committees. A quorum should not be less than one-half of the Committee membership. Each Committee will have no less than three members.

The recommendations of the Standing Committees must in all cases be referred to the Board of Directors for ratification.

The Board will appoint a Committee Chair to each of the Standing Committees and approve the Committee's terms of reference in accordance with the *Institutional Policies Manual*.

From time to time, the Board may create a Special Committee of the Board. At such time, the Board will appoint the Chair of the Special Committee, approve the Committee's membership, and prescribe the Committee's terms of reference.

## **ARTICLE VII: FINANCIALS**

### **Section 1: Financial Year**

The AGW's financial year ends on December 31.

**Section 2: Signing Officers**

All cheques will be signed by persons designated by Board resolution.

**Section 3: Execution of Instruments**

Contracts, documents, or any instruments in writing requiring formal execution by the Corporation must be signed on behalf of the Board and/or Corporation by the Chair or Vice-Chair and by the Secretary or Treasurer, and are binding upon the Corporation without any further authorization or formality. The seal of the Corporation, when required, may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

**Section 4: Borrowing**

Without limiting the borrowing powers of the Corporation as set forth in the Ontario Corporations Act (the "Act"), the Directors of the Corporation may, from time to time without the authorization of the members:

- borrow money upon the credit of the Corporation;
- issue, re-issue, sell or pledge debt obligations of the Corporation;
- give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

**Section 5: Auditor**

The auditor will be appointed annually at the AGM by the membership in accordance with the requirements of the Corporations Act of Ontario.

**ARTICLE VIII - AMENDMENTS**

The Board may, from time to time, amend these Bylaws but such action will have effect only after confirmation at a special meeting or at the next AGM of the membership, notice of which will specify the proposed amendment and, unless confirmed thereafter by a vote of at least two-thirds in number of the members present at such meeting, will cease to have effect. Duly approved amended Bylaws will supersede all earlier Bylaws.

As amended March 28, 2018.

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Mr. James Marsh, President

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Dr. Catharine Mastin, Executive Director