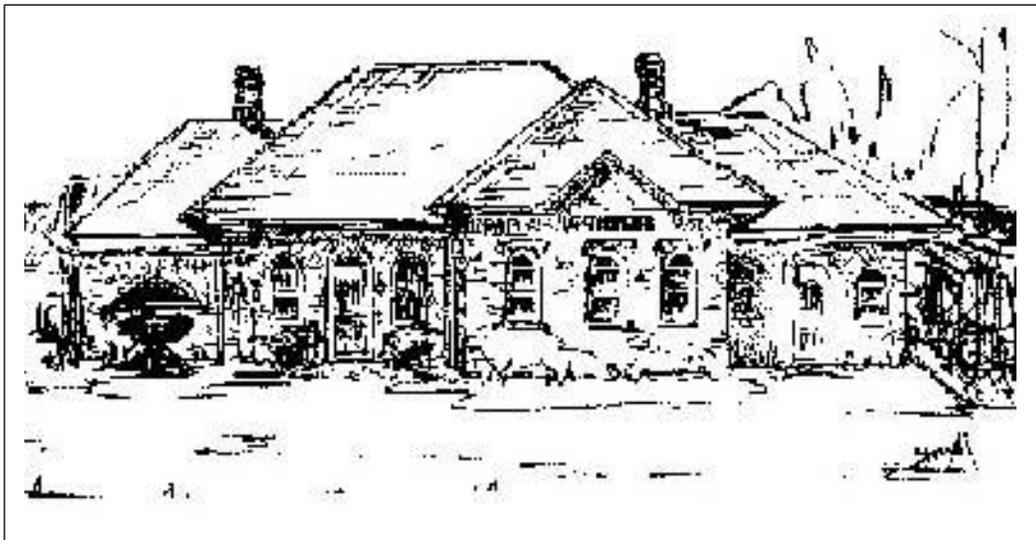

BYLAW NO.2

FORT MALDEN GUILD OF ARTS AND CRAFTS

OPERATING AS

the Gibson Gallery



JANUARY 28, 2020

Fort Malden Guild of Arts and Crafts – FMGAC (operating as The Gibson Gallery)

Bylaw No.2

Section 1 - General

1.01 Definitions

In this By-law, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Articles of Incorporation" – These legal documents, filed with the Ontario government, set out your corporate name, the province where your registered office is located, the purposes of your non-profit (also called your "objects"), and the names of the people who incorporated your non-profit (usually the first board of directors). Articles (for short) are the same as "letters patent". Most non-profits are incorporated under the Ontario Corporations Act (CA) with letters patent. The ONCA calls these same documents "articles".
- c. "Audit" – This independent and systematic review of your financial statements and accounting records determines if they are a true and fair record. Under the ONCA, an auditor must be a certified public accountant who is independent of the non-profit. Auditors also perform financial review engagements
- d. "Board" means the board of directors of the Corporation;
- e. "By-laws" means this By-law (including the schedules to this By-law) and all other By-laws of the Corporation as amended and which are, from time to time, in force;
- f. "Chair" means the chair of the Board (The "Chair" is a member); If the Board does not elect a chair, the duties of the chair are performed by the President
- g. "Corporation" means the corporation that has passed these By-laws under the Act or that is deemed to have passed these By-laws under the Act;
- h. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called ("Directors" are members);
- i. "Dissolution" – (IN Articles/ Letters Patent). The process through which a non-profit's existence is legally ended. Dissolution can happen voluntarily, by court order, or by the unilateral action of the Director appointed by the Minister of Government and Consumer Services in accordance with the ONCA.
- j. "Fiduciary Duty" – A fiduciary duty is a duty to act in the best interests of vulnerable people. Because non-profit corporations cannot look after their own interests, directors of non-profits are expected to look after their best interests for them.
- k. "Member" means a member of the Corporation;
- l. "Members" means the collective membership of the Corporation; and
- m. "Officer" means an officer of the Corporation.
- n. "Review Engagement" – A financial 'Review Engagement' is less time-consuming and less expensive than an audit that can be done in place of an audit in certain circumstances. A certified accountant that is independent

of your non-profit provides assurance that the financial information confirms to generally accepted accounting principles and is plausible. The degree of assurance from this review is less than what results from an audit.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

1.04 Seal

The seal of the Corporation shall be in the form determined by the Board.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by AT MINIMUM any two of its designated Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

Specific to Financial Transactions, the Corporation will require two- (2) signatures for all financial transactions, being the President or Treasurer , plus one (1) other designated signing officer . The President plus the Treasurer is acceptable. Any financial Transactions cumulatively greater than \$ 500.00 in any given month, excluding payroll, will require review/ discussion/ approval at/ by The Directorship.

1.06 Location of head office

140 Richmond St, Amherstburg, ON N9V1G4

Section 2 - Directors

2.01 Election and Term

The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed. The Board of Directors will have a minimum of 7 directors and a maximum of 13 directors

2.02 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law; or
4. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. a quorum of Directors may fill a vacancy among the Directors;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
4. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.04 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

NOTE: The Board cannot delegate the following responsibilities to a managing Director or a committee of Directors:

- Seeking Member approval on a decision
- Filling a vacancy among the Directors, the Auditor, or a person appointed to conduct a Review Engagement
- Appointing additional Directors
- Issuing debt obligations except as authorized by the Directors
- Approving Financial Statements
- Changing the By-laws
- Establishing Membership dues or contribution

The Board cannot delegate any of its responsibilities to an individual who is not a Director or an Officer, or to a committee that consists of one or more individuals who are not Directors. See Section 36(2) and Section 42(1)(a) of the ONCA for more information.

2.05 Remuneration of Directors

No director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities if approved by The Board.

Section 3 - Board Meetings

3.01 Calling of Meetings

Under unusual and/or, special circumstances, meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this By-law.

3.02 Regular Meetings

Regular Meetings of the Fort Malden Guild of Arts and Crafts (FMGAC) shall be held at 140 Richmond Street, Amherstburg, Ontario (The Gibson Gallery) on the second Tuesday of every month unless an alternate date/ location is agreed upon by The Board.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the President shall assume the roles of the Chair. In the absence of the President, the Vice-President shall assume the roles of the Chair. In the absence of BOTH President/ Vice-President, directors present shall choose one of their number to act as the Chair.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the motion shall be defeated.

3.06 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation 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.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the financial institutions in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 - Officers

5.01 Officers

The Board shall appoint from among the Directors a Chair and may appoint any director to be President, Vice President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and President may also be held by the same person. The Board may appoint such other Officers and Agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. An Officer will cease to hold office upon majority resolution of the Board. Since all Officers and Directors are required to be Members of FMGAC, then a 'Code of Conduct' and/ or these Bylaws apply. Any acts found to be in contravention of this 'Code of Conduct' and/ or, elements of these Bylaws, could be grounds for the removal of a Board Member, Officer or Committee Member.

5.03 Duties

Officers shall be responsible for the duties assigned to them and, under special circumstance, may delegate to others the performance of any such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time following an established set of protocols/ rules of order (e.g., Robert's Rules of Order or other acceptable "parliamentary" rules of order).

5.05 Duties of the President and Vice President

The President/ Vice President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation 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:

1. complied with the *Act* and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

7.02 Charitable Corporations

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

Section 8 - Members

8.01 Members

Membership in the Corporation shall consist of persons (I.e., Individuals, Corporations and other entities) interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.

Any Member, per definition above (or their representatives), is entitled to one- (1) vote at any members' Meeting provided that they have been a member for at least 21 days prior to the given notice of any Members meeting and are 18 years of age or over ("voting age").

8.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Bylaws (Section 5.02) and/ or, Act.

'Date of Record' – Memberships run March 1 to last day of February in the following year.

8.03 *Disciplinary Act or Termination of Membership for Cause*

1. Upon written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles, By Laws and/ or, Code of Conduct.(Ref. 'yet-to-be' drafted FMGAC

Policies and Procedures)

2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written and/ or oral submission opposing the disciplinary action or termination.

The Board shall consider the written and/ or oral submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting, to be held no later than the last day of February, shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
 - b. receipt of the minutes of the previous annual and subsequent special meetings;
 - c. consideration of the financial statements;
 - d. last formal report of the auditor or person who has been appointed to conduct a review engagement;
 - e. previous years', year-end report
- and
- f. the current years' Treasurers' Report(s) which may or, may not be "audited" BUT, clearly denoted as such...
 - g. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - h. election of Directors; and
 - i. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, within 21 days from the date of the deposit of the requisition.

9.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member and to the auditor or person appointed to conduct a review engagement.

Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is 10% of the Members entitled to vote present at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting. In the absence of the Chair, the President shall assume the roles of the Chair. In the absence of the President, the Vice-President shall assume the roles of the chair. In the absence of the Chair, President and Vice-President the Members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting,
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the *Act* or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor and/ or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally (Section 196), or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11.-Signing

Passed by the members present at the January 28, 2020 Annual Meeting



David Cozens

President (2019)

June 9, 2020



Jonathan Martin

Vice President (2019)

June 9, 2020

Note: The Board of Directors thanks the Bylaw Committee of 2017 and 2018, David Bailey, Syl Gagnon and Jon Martin for their work on the draft bylaws.

The draft bylaws, with minor amendments, were passed and adopted as Interim Bylaws at the January 22, 2019 Annual Meeting.

The Interim Bylaws, with minor amendments, were passed and adopted as Bylaw No. 2 at the January 28, 2020 Annual Meeting.

For the record, Bylaw No. 1 was passed September 15, 1975 and remained in effect until January 22, 2019.

Schedule A

Position Description of the President/ Vice President

Role Statement

The president/ vice president provide leadership to the Board, ensure the integrity of the Board's process and represent the Board to outside parties. The president/ vice president co-ordinate Board activities in fulfilling its governance responsibilities and facilitate co-operative relationships among Directors and between the Board and Office Management/ Administrative/ Senior Management, if any, of the Corporation. The president/ vice president ensure the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas

The president/ vice president, in collaboration with the Chair and the secretary, will establish agendas aligned with annual Board goals. The president/ vice president, if also the Chair, will preside over Board meetings. The Chair/ president/ vice president/ or, Chair designate, ensure meetings are effective and efficient for the performance of governance work and follow an established set of protocols/ rules of order (e.g., Robert's Rules of Order or other acceptable "parliamentary" rules of order). Ensure that a schedule of Board meetings is prepared annually

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management/ Office Management/ Administration/ if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management/ Office Management/ Administration/ if any, through an annual process.

Work Plan

In collaboration with the Board, ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct.

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

In collaboration with the Board, ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

As required and/ or, specifically requested by any/ all Board committees, co-serve and/ or delegate a representative to co-serve, as member on such Board committees. Must be knowledgeable of all Board committees' mandates and performance.

Schedule B

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the president, vice president, accountant and/or auditor and/ or, person(s) appointed to provide Review Engagements as well as, senior management (if any) to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Board of Directors quarterly, an overview of the Financials Statements of the Corporation

Present to the Members at the annual meeting as part of the annual report, financial statement of the Corporation approved by the Board together with the latest available audited report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C

Position Description of the Secretary

Role Statement

The secretary works collaboratively with the president and vice president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the president and vice president in maintaining a high standard for Board conduct and shall be knowledgeable of the Corporations Articles, By-laws, Policies regarding Directors Conduct providing advice and resources to The Board.

Document Management

In conjunction with the role of the Office Administrator and/ or as delegated, keep a roll of the names and addresses of the Members. Ensure the proper recording, maintenance and timely distribution of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation and the Board.

Have involvement in the setting of the Agenda of Board Meetings in collaboration with the president and vice-president