

PROVINCIAL COUNCIL OF WOMEN OF MANITOBA INC.

BY-LAWS

BY-LAW 1 MEMBERSHIP

1.1 FEDERATED ORGANIZATIONS

1.1.1 Federated organizations shall include:

- a) Local Councils of Women within the Province of Manitoba,
- b) Provincial Study Groups,
- c) Provincial organizations as described in Article 5 of the Constitution.

1.1.3 Federate members shall have the right to be represented at general meetings, to participate in discussions, to make motions and to vote.

1.1.4 All organizations seeking federate membership shall submit to the Council an application for membership authorized by their organization. Every application shall be submitted with:

- a) a letter requesting membership,
- b) a current list of the officers of the organization desiring federation, and
- c) a copy of its constitution and by-laws.

1.1.5 Acceptance of application for membership shall be determined by a majority vote of a quorum of the Board.

1.1.6 The President shall notify the applicant of the decision of the Board.

1.1.7 Payment of the membership fee shall be required upon confirmation of membership.

1.1.8 The Board from time to time shall recommend to the Council the ratio of federate to individual votes. The aggregate votes of individual members shall not exceed the aggregate votes of federated organizations.

1.2 INDIVIDUAL MEMBERS

1.2.1 HONORARY PRESIDENT

The Board may invite a woman who has shown a special interest in the work of the Council to act as Honorary President

**BY-LAW 2
FEES AND
GENERAL
FINANCES**

1.2.2 LIFE MEMBERS

Individual and federate members may nominate any individual member of longstanding for a life membership.

- a) The nominator(s) shall pay the required fee.
- b) The nomination shall be approved by a majority vote of a quorum of the Board.
- c) A Life Member may participate in discussions but must maintain an active membership to be entitled to vote, be elected to office, and be eligible to chair a committee.

1.2.3 INDIVIDUAL MEMBERS

Any adult person, including individual members of federate organizations, who supports the object, policy and principles of the Council, may become a member of the Council.

2.1 FEES AND REVENUES

2.1.1 Revenue is generated from membership fees, registration fees and donations, investments, grants and fundraising.

2.1.2 Annual membership fees are due and payable to the Treasurer at the commencement of each fiscal year of the Council, April 1st.

2.1.3 The amount of the annual membership fees and the fees required for registration at the annual and semi-annual and other meetings shall be recommended by the Finance Committee and approved by the Board.

2.2 GENERAL FINANCES

2.2.1 DISBURSEMENTS

- a) The Council shall pay the annual membership fee levied by NCWC.
- b) When working with another group or coalition on a specific issue or project, the Council may donate an amount, approved by the Board, as an indication of the Council's support for the specific issue or project.
- c) Operating expenses shall be paid in accordance with the Annual Budget approved by the Board. Adjustments to the budget may be approved by the Board in accordance with the By-Laws.

2.2.2 PAYMENT BY CHEQUE

Payments shall be by cheque unless specific authorization for petty cash or other method of payment has been granted.

**BY-LAW 3
DUTIES OF
OFFICERS**

2.2.3 SIGNING OFFICERS

The signing officers shall be the President, Treasurer and one other member of PCWM appointed by the Board, any two of whom shall sign cheques and other legal documents.

3.1 PRESIDENT

The President, or in her absence, the President Elect or the President's designate shall:

- a) preside at Council, Board and Executive Committee meetings;
- b) have general supervision of the work of the Council;
- c) keep informed of the work of the Federated Organizations throughout the province;
- d) represent the Council at meetings or other occasions;
- e) assist in the formation of Provincial Study Groups and Local Councils.

3.2 PRESIDENT-ELECT

The President-elect shall perform the duties of the president in her absence or incapacity, or as requested by the President including:

- a) representing the Council;
- b) presiding at meetings; and
- c) chairing that part of a meeting in which a motion affecting the President is under consideration.

3.3. VICE-PRESIDENTS

Vice-Presidents shall perform the duties of the President in her absence or incapacity, or as requested by the President or President-Elect including:

- a) representing the Council;
- b) presiding at meetings; and
- c) accepting additional responsibilities to carry out the work of the Council.

3.4 MEMBERS-AT-LARGE

Up to three Members-at-Large may be elected to:

- a) round out the skills required to carry out the work of the Council;
- b) broaden the representation of community interests on the Council; and
- c) accept designated responsibilities to carry out the work of the Council.

3.4 RECORDING SECRETARY OR SECRETARIES

The Recording Secretaries shall:

- a) keep a careful record of the proceedings of meetings including all decisions made and motions carried, and the persons responsible for implementing decisions taken;
- b) maintain a file or binder of the official minutes and records of meetings, and authenticate records by her signature;
- c) be responsible for corporate documentation, including filing annual returns with the Corporations Branch;
- d) forward the minutes, with notice of meeting, at least one week prior to the next meeting.

3.5. CORRESPONDING SECRETARY

The Corresponding Secretary shall:

- a) conduct courtesy correspondence at the direction of the president;
- b) maintain files or binders of current incoming and out going correspondence;
- c) monitor responses to the Council's correspondence;
- d) have a complete roll of the general membership;
- e) have a current list of the members of the Board, Executive and committees; and
- f) retain records required for historical and archival purposes.

3.6 TREASURER

The Treasurer shall:

- a) be the official custodian of the funds of the Council and its disbursing officer;
- b) be responsible for placing the funds in a chartered bank, or the equivalent, in the name of the Council;
- c) keep an accurate record of the source of all revenues;
- d) acknowledge all monies by official receipt;
- e) render statements of fees due or past due from members;
- f) be responsible for the payment of expenses and invoices as authorized by the President or the Board;
- g) be responsible for keeping a record of all expenditures, and of supporting documentation;
- h) present an audited report to the annual meeting of the Council;
- i) submit a summary of the finances of the Council at other meetings when required;
- j) chair the Finance Committee; and
- k) be responsible for the preparation of the Annual Budget.

**BY-LAW 4
DUTIES OF
COMMITTEES**

4.1. BOARD

- 4.1.1 Each Board member shall have one vote.
- 4.1.2 The Board shall be responsible for implementing the object, policy and procedures of the Council.
- 4.1.3 The Board shall be responsible for calling and making arrangements for meetings of the Council.
- 4.1.4 The Board shall have the authority to make necessary decisions between meetings of the Council.
- 4.1.5 The Board shall have the authority to fill vacancies on the board until the annual meeting.
- 4.1.6 The Board may employ staff to administer the affairs of the Council.

4.2. EXECUTIVE COMMITTEE

- 4.2.1. The Executive Committee shall conduct the necessary business of the Council between meetings of the Board. A quorum of three may make urgent decisions otherwise requiring Board approval.
- 4.2.2. In the absence of the President or her designate, three members of the Executive Committee may call a meeting or consult and decide emergency business, and any such decisions shall be brought to the Board for ratification.

4.3. ADMINISTRATIVE COMMITTEES

- 4.3.1 Administrative Committees shall be under the direction of the Board.
- 4.3.2 Each committee shall have a minimum of three members.
- 4.3.3 The Chairperson of each committee shall be an elected Board member.
- 4.3.4 Eligibility for the position of the chairperson shall be governed by the Constitution and By-Laws.
- 4.3.5 The Board may appoint members of the committee or leave such appointment to the chairperson.

- 4.3.6 Administrative Committees shall have Terms of Reference which shall be reviewed biennially.
- 4.4. STANDING STUDY COMMITTEES
 - 4.4.1 Standing Study Committees shall be under the direction of the Board.
 - 4.4.2 Each Committee shall have a minimum of three members.
 - 4.4.3 The Chairperson shall be a member of the Council and of the Board while chairing the committee.
 - 4.4.4 Eligibility for reappointment of the chairperson shall be governed by rules set forth in By-Law 5.2.
 - 4.4.5 The Board may appoint members of the committee or leave such appointment to the chairperson.
 - 4.4.6 Terms of Reference shall be defined and approved by the Board when the Standing Study committee is formed, and reviewed annually.
- 4.5. SPECIAL COMMITTEES
 - 4.5.1 Special Committees shall have a minimum of two members.
 - 4.5.2 The Chairperson shall be a member of the Board while chairing the committee.
 - 4.5.3 Special Committees shall be discontinued upon completion of their task or at the conclusion of the fiscal year of the Council unless re-appointed by the Board.
 - 4.5.4 Terms of reference shall be defined at the time of the appointment of the Special Committee.

**BY-LAW 5
NOMINATION
AND ELECTION
OF OFFICERS
AND
CHAIRPERSONS,**

- 5.1. NOMINATION
 - 5.1.1 The Immediate Past President of the Council, or failing her, a former officer appointed by the Board, shall be appointed at the annual meeting of the Council to chair the Nominations Committee.

**ELIGIBILITY
FOR ELECTION,
AND VOTING**

- 5.1.2 The Chairperson shall form a nominating committee of at least five people ensuring that at least two members are not current members of the board and that at least two federates are represented on the committee.
- 5.1.3 The Chairperson and the Nominations Committee shall:
- a) follow the procedures outlined in the Nominations Committee Terms of Reference, insofar as practicable, to secure nominations for all elected Board positions and Chairpersons of Standing Study Committees;
 - b) present the list of nominations at the annual meeting; and
 - c) carry out the procedure for the election of Board members and Standing Study Committee Chairpersons at the annual meeting, as outlined in the By-Laws and Standing Rules.
- 5.1.4 Preliminary nomination forms shall be distributed, completed and returned to the Nominations Committee Chairperson not later than two months prior to the annual meeting of the Council.
- 5.1.5 A list of official nominations prepared by the Nominations Committee shall accompany the notice of the annual meeting and shall be sent not later than three weeks prior to the annual meeting.
- 5.1.6 Nominations from the floor may be made by any Council member or voting Federate representative at the annual meeting.
- 5.1.7 Nominations Committee Terms of Reference shall be approved by the Board and reviewed biennially.

5.2 ELIGIBILITY FOR ELECTION OR APPOINTMENT

- 5.2.1 Any member of the Council or any federated organization may be nominated for election or re-election or appointment or re-appointment to any office or to be chairperson of a Standing Study Committee subject to the following term limitations:
- a) No officer shall be eligible for re-election to an office which she has held for the two preceding years; and
 - b) No Chairperson of a Standing Study Committee or Administrative Committee shall be eligible for re-election or re-appointment to an office which she has held for more than two, two-year terms.

5.2.2 Any officer or Chairperson of a Standing Study or Administrative committee becomes ineligible for re-election or re-appointment if she fails to answer correspondence; or report within the terms of reference of her office without reasonable cause; or take part in the work of the Council for a period of one year.

5.3 VOTING FOR ELECTION

5.3.1 Election of officers and Chairpersons of Standing Study Committees shall take place at the annual meeting.

5.3.2 Voting by those entitled to vote shall be by ballot or voting cards, except when there is only one candidate.

5.3.3 Two scrutineers and a returning officer shall:
a) be appointed at the annual meeting to supervise the voting;
b) count the voting cards and ballots; and
c) report to the meeting the results of the voting.

5.3.4 No voter shall receive a second voting card or ballot, except in exchange for one previously given.

5.3.5 Each federated organization shall have the privilege of having five (5) delegates who shall vote as a unit.

5.3.6 Individual members cast an individual vote.

5.3.7 Honorary President of the Council may vote when present.

5.3.8 A plurality of votes shall elect a candidate. In case of a tie, the presiding officer shall cast the deciding vote.

5.3.9 In the absence of more than one nominee for the position of an officer the election will be by acclamation.

5.3.10 The returning officer shall be responsible for destruction of the ballots on motion of the Council.

5.3.11 The retiring officers shall continue to conduct the business of the annual meeting until the close of the session.

- 5.3.12 In the case of the resignation or death of any officer or Chairperson of a committee, a successor to the office shall be named by the Board to serve in her place for the unexpired term of office. When there is no accepted nomination for the position of an officer or Chairperson of a Standing Study Committee, such position may be filled by appointment made by the Board.

**BY-LAW 6
PROVISION FOR
CALLING AND
CONDUCTING
MEETINGS**

- 6.1 MEETINGS
 - 6.1.1 Meetings of the Council other than the annual and semi-annual meetings shall be held at the discretion of the Board.
 - 6.1.2 Special meetings of the Council shall be called by the President at the request in writing of five (5) members. Not less than ten (10) days notice of a special meeting shall be given, together with the reasons for the meeting and the names of the members requesting it. No other business except as stated may be transacted.
 - 6.1.3 Notice of Council meetings shall be sent to the membership not less than one (1) week prior to the meeting.
 - 6.1.4 Resolutions for the agenda shall be circulated two (2) months prior to the annual meeting or other meeting at which the Council will consider them.
 - 6.1.5 Emergency resolutions may be considered at an annual meeting or other Council meeting, provided that two-thirds (2/3) of the members present and entitled to vote, concur. An emergency resolution shall be defined as a matter arising that requires urgent and timely action.
 - 6.1.6 Resolutions for discussion at the annual or other Council meetings may be presented by any of the federated organizations, by the executive committee, or by a special committee.
 - 6.1.7 Arrangements for meetings of the Council shall be the responsibility of the Board.
 - 6.1.8 The Registration fee at annual and other Council meetings shall be the amount recommended by the finance committee and approved by the Board.

**BY-LAW 7
PARLIAMENT-
ARY
AUTHORITY**

7.1 The manual or code adopted by the Council as its official parliamentary guide shall be Robert's Rules of Order, which shall govern in all matters not specifically covered in the Constitution, By-Laws and Rules of the Council.

**BY-LAW 8
QUORUM**

8.1 COUNCIL: Twenty-five percent (25%) of the voting membership registered in attendance shall constitute a quorum at meetings of the Council.

8.2 BOARD: Twenty percent (20%) of the Board shall constitute a quorum at meetings of the Board.

8.3 EXECUTIVE COMMITTEE: Three (3) members shall constitute a quorum at meetings of the Executive Committee.

8.4 The presiding officer is counted in computing a quorum. The presence of a quorum is determined by counting the members present or by calling the roll. It shall be the right of any member to request that the presence or absence of a quorum be determined.

**BY-LAW 9
VOTE
REQUIREMENTS
FOR
RESOLUTIONS
AND MATTERS
OF POLICY**

9.1 Voting upon resolutions and matters of policy shall be by voting card, by division, or by ballot.

9.2 The votes of individual members count as one (1) each, and the votes of federated organizations count as five (5). Federated organizations through their delegates vote as a unit. If the full number of delegates to which the organization is entitled is not present, those in attendance shall cast the total vote allowable.

9.3 Procedures to be followed with respect to Notices of Motion and Resolutions shall be governed by Standing Rules.

**BY-LAW 10
AMENDMENTS
TO BY-LAWS**

10.1 By-Laws may be amended by a two-thirds (2/3) majority at a Council meeting, provided

- a) a quorum is present; and
- b) two months notice of such amendment has been given; and
- c) the proposed amendment is consistent with the By-Laws of the National Council of Women of Canada.