



Women's Art Association of Hamilton

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POLICIES AND PROCEDURES HANDBOOK

2022

Based on, with thanks, to The Botanical Artists of Canada Organizational Handbook 2015
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MISSION, VISION & VALUES

Mission Statement:

A mission statement is defined as an action-based statement that declares the purpose of an organization and how they serve their customers. This sometimes includes a description of the organization, what it does, and its objectives.

A mission statement provides perfect clarity behind the “what,” the “who,” and the “why,” of your organization. The best mission statements are guidelines by which a organization operates. Everything you do as a organization should work toward your mission statement.

Most mission statements are between one and three sentences, never exceeding 100 words. The best mission statements are typically a single succinct sentence, so keep this in mind when crafting yours.

Vision:

A vision statement is an organizational document that states the current and future objectives of an organization. An organization's vision must align with its mission, strategic planning, culture, and core values. A vision statement is not only used in organization, as nonprofits and government offices also use them to set strategic goals.

Vision statements are not necessarily set in stone. They can be returned to, reviewed and revised as necessary. Any changes should be minimal, however, because a vision statement is a guideline for a organization's strategic plan, so it must be thoroughly reviewed.

The vision of an organization might change over time, as they adapt to their organizational environment and external factors that might affect their ability to achieve their mission

Values:

The organization's values are the core principles that help guide it toward its vision and help it complete the mission. For example, an organization that sees itself going carbon negative within ten years may embody the values of sustainability and reducing its carbon footprint. The organization values act as a moral guideline for the behaviors and actions of the organization and its members.



BY-LAW NUMBER 1A

A by-law relating generally to the conduct of the affairs of

The Women's Art Association of Hamilton (the "Corporation")

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BY-LAW NUMBER 1A

OBJECTS OF THE CORPORATION

The Women's Art Association of Hamilton (the "Corporation") was incorporated as an Ontario corporation without share capital by Letters Patent of Incorporation issued by the Minister of Consumer and Organization Services on April 24, 1946. Supplementary Letters Patent amending the original Letters Patent were requested and approved by The Ministry of Government and Consumer Affairs on December 31, 2020 to update the WAAH purposes to the new – modern wording as recommended by the Charities Directorate to read:

The objects of the Corporation are:

- To advance education in the arts by providing the public, particularly women, with educational programs, including workshops and lectures on a variety of art topics.
- To advance education in the arts by providing women with scholarships and bursaries to pursue higher learning in the field of art, and by providing children with educational materials, such as art supplies.
- To advance the public's appreciation of the arts, particularly visual arts, by providing high-quality art exhibitions and presentations.
- To gift to qualified donees, particularly those involved in the arts.
- To do all other activities that are ancillary and incidental to achieving the above purposes.



SECTION I – GENERAL

1.01 Definitions

In this By-Law and all other By-Laws of the Corporation:

- 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) **“Board”** means the board of directors of the Corporation.
- c) **“By-laws”** means this by-law and any all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d) **“Corporation”** means the Women's Art Association of Hamilton having a head office at the City of Hamilton;
- e) **“Chair”** means the Chair of the Board;
- f) **“Director”** means an individual occupying the position of director of the Corporation by whatever name she is called;
- g) **“Meeting of members”** includes an annual meeting of members or a special meeting of members; and **“special meeting of members”** includes a meeting of any class of member and a special meeting of all members entitled to vote at an annual meeting of members;
- h) **“Member”** means member of the Corporation;
- i) **“Members”** means the collective membership of the Corporation;
- j) **“Officer”** means an officer of the Corporation;
- k) **“Special resolution”** means a resolution passed by a majority of not less than two-thirds (2/3rds) of the votes cast on that resolution.

1.02 Interpretation

- a) In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust, joint venture or unincorporated organization or organization.
- b) Other than as specified in section 1, words and expressions defined in the Act have the same meanings when used in these By-laws.



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 Corporate Seal

The seal of the Corporation, if any, shall be in the form determined by the Board and the secretary of the Corporation shall be the custodian of the corporate seal.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its 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.

1.06 Financial Year End

The financial year end of the Corporation shall be determined by the Board.

1.07 Banking Arrangements

The banking organization of the Corporation shall be transacted at such bank, trust organization or other firm or corporation carrying on a banking organization in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking organization or any part of it shall be transacted by such officer of the Corporation and/or other person as the Board may by resolution from time to time designate, direct or authorize.

1.08 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements to the members, publish a notice to its members stating that the annual financial statements are available at the registered office of the Corporation, and that any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.



SECTION II – DIRECTORS

2.01 Nomination and Election of Directors

- a) Subject to 2.02 c) and all other provisions of this By-Law, nominations for election as a Director at the annual meeting of the Corporation may be made only by members of the Corporation provided that each nomination by members is in writing and signed by at least two members in good standing and may be submitted to or received by the Secretary no less than twenty (20) days prior to the date of the Annual General Meeting.
- b) Persons nominated will not be allowed to stand for election at an annual meeting of the Corporation unless they provide a written and signed declaration that if elected they will serve as Director, in accordance with this By-Law and in accordance with any policies of any committees of the Board, including any policies with respect to performance standards for Directors, and that all obligations to the Corporation, including payment of membership dues are current.
- c) It is the responsibility of a nominations committee made up of the past president and 2 other members to develop policies etc. required for coordinating and managing the nominations and voting procedures.

2.02 Board Composition and Length of Term

- a) The number of Directors of the Board of Directors of the Corporation shall be fixed at five (5).
- b) In the first term following acceptance of this bylaw the Members shall elect two of the Directors for a three-year term, two directors shall be elected for a two-year term and one Director shall be elected for a one-year term. After this, all newly elected Directors shall be elected for three-year terms to maintain a staggered election of the Board.
- c) A Member may serve as a voting Director for a total of 6 consecutive years and must wait a minimum 1 year before being eligible to be a voting Director again.
- d) Directors shall be subject to the following qualifications:
 - i. No member of the Corporation shall be eligible for election or appointment to the Board except as where otherwise provided in this By-Law.
 - ii. No person may be elected or appointed a Director before reaching eighteen (18) years of age.
 - iii. A person who is not a voting (accredited or a general interest) member of the Corporation may, with her consent in writing, be a Director provided that she immediately after being elected a Director applies to become a voting accredited or general member, as the case may be, and is approved by the Board of Directors.
 - iv. Persons who are excluded from becoming or remaining a voting accredited or general interest member of the Corporation shall not be entitled to become or to continue as a Director of the Corporation.
 - v. No undischarged bankrupt shall become a Director.
- e) The Board may, by a majority of votes cast at a duly constituted meeting, call a special meeting of the members eligible to vote at such meeting for the purpose of considering the removal of an elected Director before the expiration of the Director's term of office and the members may, by resolution passed by at least two-thirds of the votes cast at such a meeting, remove the elected Director from office.



2.03 Vacancy

The office of a Director shall be automatically vacated if:

- a) the Director ceases to be a voting member of the Corporation;
- b) the Director dies or becomes bankrupt; or
- c) the Director is found to be mentally incompetent person or becomes of unsound mind;
- d) the Director, by notice in writing to the Corporation, resigns the office of Director which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice whichever is later;
- e) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing a Director before the expiration of the Directors term of office;
- f) the Director is absent from two (2) board meetings within a one-year period provided that the Board of Directors may, by resolution, waive this requirement.

2.04 Filling Vacancies

A vacancy on the Board shall be filled as follows:

a quorum of Directors may fill a vacancy among the Directors;

- a) 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;
- b) 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
- c) 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.

2.05 Committees

Committees may be established by the Board as follows:

- a) 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
- b) 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.
- c) Committee meetings shall be held each month from September to May inclusive when possible.



2.06 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the Act; and
- c) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

2.07 Responsibilities of the Board

The Board shall govern and oversee the management of the affairs of the Corporation and:

- a) develop and review on a regular basis the mission, vision, objectives and strategic plan of the Corporation;
- b) work collaboratively with various community organizations and institutions to fulfill the mission and vision of the Corporation;
- c) establish procedures for monitoring compliance with the requirements of all applicable Legislation;
- d) identify the principal risks of the Corporation's operations and solicit recommendations regarding the implementation of appropriate systems to manage these risks;
- e) establish policies and procedures to provide the framework for the management and operation of the Corporation;
- f) review regularly the functioning of the Corporation in relation to the objects of the Corporation as stated in the letters patent of the Corporation, the By-Laws of the Corporation and the mission and vision of the Corporation and demonstrate accountability for its responsibility to the annual meeting of the Corporation.
- g) review regularly the overall performance of the board of directors with respect to its objectives and responsibilities.



SECTION III – BOARD MEETINGS

3.01 Calling of Meetings

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, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days notice to each Director, stating the time and place of the meeting.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

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 President

The president shall preside at Board meetings. In the absence of the president, the 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 Chair shall not have a second or casting vote.

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.



3.07 Procedures for Board Meetings

- a) The declaration of the Secretary or Chair/President that notice has been given pursuant to the By-Law, shall be sufficient and conclusive evidence of the giving of such notice.
- b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or has at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or has thereat.
- c) Guests may attend meetings of the Board only upon:
 - i. invitation by the Chair/President of the meeting;
 - ii. resolution of the Board.
- d) Minutes shall be kept for all meetings of the Board.
- e) Organization arising at any meeting of the Board shall be decided by a majority of votes, provided that:
 - i. except as provided by sub-clause (b) votes shall be taken in the usual way by a show of hands, and if there is any equality of votes, the Chair/President shall vote in order to break the tie.
 - ii. votes shall be taken by written ballot if so demanded by any voting member present, and
 - iii. The Chair/President shall have a vote.
 - iv. a declaration by the Chair/President that resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

3.08 Quorum for Board Meetings

A quorum for any meeting of the Board shall be a majority of the elected Directors.

3.09 Rules of Order

Any questions of procedure at or for any meetings of the Corporation, of the Board or of any committee, which have been provided for in this By-Law or by the Corporations Act or Regulations there under, shall be determined by the Chairman in accordance with the text: "Roberts Rules of Order".



SECTION IV – FINANCIAL

4.01 Banking

The Board shall by resolution from time to time designate the bank 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 April 30 in each year or on such other date as the Board may from time to time by resolution determine.

4.03 Investments

The Board may invest only in securities authorized by the Trustee Act for Ontario as amended:

- a) all monies given in trust to the Corporation for the specified use of the Corporation,
- b) all Corporation monies not required for operating expenses, and
- c) notwithstanding the provisions of sub-clause (a), the Board may, in its discretion, retain investments not authorized by the Trustee Act which are given to the Corporation in specie.

4.04 Endowment Benefits

No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by sub-clause 4.03.

4.05 Auditor

- a) The Corporation shall, at its annual meeting, or as soon thereafter as determined by the Board, appoint an Auditor who shall not be a member of the Board or an Officer or member of the Corporation or a partner or member of any such person, and who is duly licensed under the Public Accountancy Act to hold office until the next annual meeting of the Corporation.
- b) The Auditor shall have all the rights and privileges as set out in the Corporations Act of Ontario and shall perform the audit function as prescribed therein.
- c) In addition to preparing an annual report for presentation by the directors or by the auditors at the annual meeting of the Corporation, the Auditor shall from time to time report to the Board on the audit work with any necessary recommendations.



SECTION V – OFFICERS

5.01 Officers

- a) The Board shall appoint from among the Directors a Chair at the meeting immediately following each annual meeting of the Corporation, and this person shall be the President for the purposes of the Corporation Act of Ontario.
- b) At the meeting immediately following each annual meeting of the Corporation, the President of the Corporation of the preceding 3 year term will be appointed the Past President upon the election of her successor. A minimum of one (1) year shall elapse before a Past President shall again become eligible for appointment as President.
- c) The following shall be Officers of the Corporation:
 - i. the Chair/President, and
 - ii. the Vice-Chair/ Vice-President, and
 - iii. the Secretary, and
 - iv. the Treasurer
- d) All officers shall be appointed for a period of three (3) years. The office of Treasurer should be held by a member with accounting experience. The term of the Treasurer may be renewed at the discretion of the Board.
- e) The Board may appoint such additional officers as the Board sees fit from time to time.
- f) The Officers of the Corporation shall be responsible for the duties set forth in the By-Laws and they are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties.

5.02 Office held at Board's Discretion

Any Officer of the Corporation shall cease to hold office upon resolution of the Board.

5.03 Duties of the President

The president shall perform the duties described in sections 3.04 and 9.05 as well as those described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.04 Duties of the Past President

The Past President shall be an emeritus member. The Past President shall, when present, assist the President and shall have such other duties and powers as the Board may specify acting as a non-voting emeritus member of the board.

5.05 Duties of the Vice-President

The vice president 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.



5.06 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.

5.07 Duties of the Treasurer

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

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SECTION VI – PROTECTION OF DIRECTORS AND OTHERS

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation will be liable for the acts, neglects or defaults of any other Director, Officer, committee member or member 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:

- a) complied with the Act and the Corporation's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act

SECTION VII – 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.

The Board of Directors shall:

- a) establish and maintain a policy relating to real or perceived conflicts of interest.
- b) be responsible for reviewing the conflict of interest policy of the Corporation on a periodic basis to ensure the policy is relevant and appropriate.

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.

7.02 Confidentiality

Every Director, Officer, Member and Member of the Corporation shall respect the confidentiality of matters brought before the Board or before any committee or any matter dealt with in course, as the case may be, of the Director's, Officer's, Member's term of office or Member's employment.



SECTION VIII – MEMBERS

8.01 Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.

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 Act.

Membership in the Corporation shall consist of four classes of Members, namely, Enhanced Membership with on-line gallery, General Membership, Supporter of the arts Members and Life/Honourary Members. The Board may, by resolution, approve the admission of the Members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of Membership shall apply:

Enhanced Membership – with on-line gallery

- a) Enhanced membership – with on-line gallery shall be available to women who are practicing artists and who are interested in the promotion of women in the arts.
- b) The term of enhanced membership with on-line gallery shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c) Each member who holds an enhanced membership is entitled to receive notice of, to attend and vote at all meetings of the members and each such active accredited member shall be entitled to one (1) vote at all such meetings.
- d) A person is eligible to receive an enhanced membership where she has indicated in writing, in a form prescribed by the Secretary of the Corporation, a desire to become such a member of the Corporation.
- e) At the time of submitting to the Secretary of the Corporation the written desire to become a member of the Corporation referred to above, the person must meet the following requirements:
 - i. is eighteen (18) years of age or older;
 - ii. has paid the appropriate fee that is set annually.

General Membership

- a) General membership shall be available to all individuals who are interested in the promotion of women in the arts.
- b) The term of general membership shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c) Each general member is entitled to receive notice of and to attend all meetings of the members but are not entitled to vote at any such meetings.
- d) A person is eligible to be a general member where they indicated in writing, in a form prescribed by the Secretary of the Corporation, a desire to become such a member of the Corporation.



- e) At the time of submitting to the Secretary of the Corporation the written desire to become a general member of the Corporation referred to above, the person must meet the following requirements:
 - i. is eighteen (18) years of age or older; and
 - ii. has paid the appropriate fee.

Supporter of the Arts Members

- a) Supporters of the Arts membership shall be available to any person who is involved in and/or interested in the promotion of women in the arts.
- b) The term of membership of a supporter of the arts member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c) Supporter of the Arts Member are entitled to receive notice of and to attend all meetings of the members but are not entitled to vote at any such meetings.
- d) Supporter of the Arts Member are entitled to receive a Charitable Tax receipt for an appropriate amount of their membership fee.
- e) A person is eligible to be a supporter of the arts member where they indicated in writing in a form prescribed by the Secretary of the Corporation a desire to become a supporter of the arts member of the Corporation.
- f) At the time of submitting to the Secretary of the Corporation the written desire to become a Supporter of the Arts member of the Corporation referred to above, the person must meet the following requirements:
 - i. is eighteen (18) years of age or older; and
 - ii. has paid the appropriate fee.

Life and/or Honorary Members

- a) Life membership shall be available to any person who:
 - i. Is or has been an accredited or general member for twenty-five (25) total years, at which time a certificate will be issued;
 - ii. Honorary Membership may be bestowed on a member at the discretion of the Board of Directors.
- b) The term of membership of a life or honorary member shall be indefinite unless otherwise determined from time to time by resolution of the Board.
- c) Each life and/or honorary member is entitled to receive notice of and to attend all meetings of the members but are not entitled to vote at any such meetings unless they have paid a voting fee that is determined by the board of director.

The Board may, at its discretion, exempt an applicant from compliance with the above requirements where, in the Boards view, the applicant possesses expertise or personal credentials that are likely to be of sufficient benefit to the Corporation to justify such an exemption being made.



8.03 Membership Dues and Right to Resign

Members shall be notified in writing of the membership dues payable by them, if any. If any membership dues are not paid within four (4) calendar months of the membership renewal date, the member in default shall automatically cease to be a member of the Corporation.

Any member may resign his or her membership in the Corporation by resignation in writing, which shall be effective upon acceptance thereof by the Board. They would not be entitled to any refund.

8.04 Disciplinary Act or Termination of Membership for Cause

A membership in the Corporation is terminated where:

- a) the member dies;
- b) a member fails to maintain any qualifications for membership described in Section 1 above;
- c) the member resigns by delivering a written resignation to the Chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with the subsection entitled Discipline of Members below or is otherwise terminated in accordance with the Letters Patent or By Laws;
- e) the member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

General

- a) The Secretary shall notify the members of any requirements with respect to indication in writing an intention to participate as a voting, non-voting, life or honorary member and if such requirements are not complied with by the member, the member in default shall thereupon automatically cease to be a member of the Corporation but any such member may be reinstated by unanimous vote of the Board upon compliance with such requirements.
- b) There may be any number of accredited, general interest and/or supporter member members.
- c) There may be any number of life and/or honorary members.
- d) The Board shall establish the policy of the Corporation with respect to the rights and obligations of members and the process for review and approval of applications for membership, and the policy and process shall be presented to the membership for their consideration and approval at each annual meeting.
- e) The membership may, at any special meeting duly called for such purpose, vote to remove any Director prior to the expiration of the Director's term of office provided that no less than two-thirds of the members who vote at the meeting vote in favour of doing so. Further, the membership may, at any special meeting duly called for such purpose, vote to deny any further membership privileges to any member, provided that no less than two-thirds of the members who vote at the meeting vote in favour of doing so.



Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) Violating any provision of the Letters Patent, By Laws or written policies of the Corporation;
- b) Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c) For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the President (or such other officer as may be designated by the Board) shall provide twenty (20) days' notice of such suspension or expulsion. The member may make written submissions to the President (or such other officer as may be designated by the Board) in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President (or such other officer as may be designated by the Board) may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.



SECTION IX – MEMBERS MEETINGS

9.01 Annual Meeting

The annual meeting 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 or other number of days prescribed in regulations 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.

Notice of Annual General Meeting

- a) Notice of the annual meeting of the Corporation shall be given to each member of the Corporation entitled to vote thereat by one of the following methods:
 - i. by prepaid mail and postmarked at least twenty-one (21) days but not more than sixty (60) days in advance of the meeting by sending it to the last address of the member as shown on the records of the Corporation, or
 - ii. by hand delivery at least twenty-one (21) days in advance of the meeting, or
 - iii. by telephonic, electronic or other communication facility at least twenty-one (21) days but not more than thirty-five (35) days before the day on which the meeting is to be held.
- b) The annual meeting of the Corporation shall be held on a date fixed by the Board in compliance with the requirements of the Corporations Act from time to time.
- c) The voting members of the Corporation shall meet at the Head Office of the Corporation or at such other place, time and day as the Board or Secretary may from time to time determine.
- d) Each annual meeting will include an open session and a closed session as the board of directors may from time to time establish by policy or in default of a policy being established as the Chairman may decide. Accredited and General members shall be entitled to attend the open session of the annual meeting.
- e) Notice of the Annual General Meeting will be placed on the official website of the Corporation and all non-voting members are responsible for keeping themselves informed.

Organization

The organization 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) report of the auditor or person who has been appointed to conduct a review engagement;
- e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f) election of Directors; and
- g) such other or special organization as may be set out in the notice of meeting.

No other item of organization 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 organization 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 (Section 55(1)(a) & (c)). Notice of any meeting where special organization will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken (Section 55(8)(a)). Notice of each meeting must remind the Member of the right to vote by proxy (Section 65).

9.04 Quorum

A quorum for the transaction of organization at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the organization of the meeting, even if a quorum is not present throughout the meeting.

9.05 Meetings of Members – President/Voting Procedures

- a) The meetings of the Corporation shall be chaired by:
 - i. the President;
 - ii. the Vice-President if the President is absent; or
 - iii. a member of the Corporation elected by the members present if the President and the Vice-President are both absent.
- b) Except for the election of Directors, every question submitted to any meeting of the members, shall be decided in the first instance by a majority of votes cast on a show of hands unless the President shall determine a vote by secret ballot to be more appropriate in which case the vote shall be by secret ballot. In the case of an equality of votes the Chair/President shall have a casting vote.
- c) Voting for the position of Director shall be as follows:
 - i. election shall be by ballot, unless there are the same number of nominees as vacant positions in which case each nominee shall be elected as a director;
 - ii. each member present shall vote as many times as there are positions to be filled although no member shall vote more than once for any nominee; and
 - iii. those nominees receiving the greatest number of votes shall be elected.



9.06 Adjourned Meeting

- a) Any adjourned meeting of the Corporation, whether a Special Meeting or an Annual Meeting of the members of the Corporation shall stand adjourned until a day within two weeks to be determined by the Board if a quorum is not present within one-half hour after the time appointed for a meeting of the Corporation.
- b) At least 3 days notice of the re-schedule meeting following an adjournment shall be given by publication in a newspaper circulated in the municipality in which the Corporation is located.

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 X – NOTICES

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, 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 organization 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 XI – DISSOLUTION OF WAAH

11.01 Dissolution of the organization

In the event of the dissolution of the Women's Art Association of Hamilton, after the organization dissolves and pays all its debts and liabilities, it will distribute or dispose of its remaining property to charities registered under the Income Tax Act.

It will also turn over all archival materials to the Special Collections of the Hamilton Public Library.

SECTION XII – ADOPTION AND AMENDMENT OF BY-LAWS

12.01 Amendments to By-Laws

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

Enacted as of the 21 day of November, 2019.



President – Amanda McKinney-Sparrow



Vice President – Zorica Silverthorne



Treasurer – Karen Logan

Secretary –

Director at Large –

The forgoing By-Law No. 1A is hereby confirmed unanimously by the Directors of the Corporation as evidences by the signature of all of the Directors of the Corporation pursuant to the provisions of the Corporations Act of Ontario.



SCHEDULES

Schedule A - Duties of the President

The President shall:

- i. be selected from those duly elected Directors of the Corporation. If appointed from the general membership, the Chair/President shall become a Director of the Corporation within ten (10) days of his or her appointment as Chair/President.
- ii. chair all meetings of the Board;
- iii. appoint Chairs of Committees of the Board unless these By-Laws expressly provide otherwise;
- iv. report to each annual meeting of members of the Corporation concerning the management and operations of the Corporation;
- v. perform such other duties as may from time to time be determined by the Board; and
- i. notwithstanding any other provision of these by-laws, be a member of any committee of the board to which he or she is not otherwise specifically appointed; provided, however, that the Chair/President shall be exempt from any policies or standards respecting attendance by Directors that may be implemented by the board in relation to any committee of which the Chair/President is a member by virtue of this provision; and provided further that notwithstanding any other provision of these by-laws, for any committee of which the Chair/President is a member by virtue of this provision; (a) the Chair/President shall be counted when determining the quorum requirement of such committee; and (b) the presence of the Chair/President at any meeting of such committee shall be taken into account when determining whether the quorum requirement has been met for that meeting.



Schedule B - Duties of the Vice-Chair/Vice-President

The Vice-President shall:

- i. have all the powers and perform all the duties of the Chair/President in the absence of or disability of the Chair/President and shall perform any other duties assigned by the Chair/President or the Board. The Vice-President will be selected from the duly elected Directors of the Corporation. If appointed from the general membership, the Vice-President shall become a Director of the Corporation within ten (10) days of his or her appointment as Vice-President.

Schedule C - Duties of the Secretary

The Secretary shall:

- i. be selected from the duly elected Directors of the Corporation. If appointed from the general membership, the Secretary shall become a Director of the Corporation within ten (10) days of his or her appointment as Secretary;
- ii. attend meetings of the Board and Board Committees as required;
- iii. keep minutes of all Board and Board Committee meetings and circulate the minutes to all members of the Board Committee;
- iv. attend to correspondence of the Board;
- v. prepare all reports required under any Act or Regulation of the Province of Ontario;
- vi. be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Corporations Act and all minutes, documents and records of the Board;
- vii. keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation;
- viii. be the custodian of the seal of the Corporation;
- ix. give such notice as required by this By-Law or by law of all meetings of the Corporation, the Board and its Committees; and
- x. perform such other duties as may from time to time be determined by the Board.



Schedule D - Duties of the Treasurer

The Treasurer shall:

- i. be selected from the duly elected Directors of the Corporation. If appointed from the general membership, the Treasurer shall become a Director of the Corporation within ten (10) days of his or her appointment as Treasurer;
- ii. maintain custody of the books of account and accounting records of the Corporation required to be kept by the provisions of the Corporations Act of Ontario or otherwise;
- iii. submit, on a timely and regular basis, a financial report of the Board indicating the financial position of the Corporation;
- iv. submit an annual audited financial report to the Board and the Corporation of the financial operations of the Corporation;
- v. perform such other duties as may from time to time be determined by the Board.

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ORGANIZATION HISTORY

In 1894, Hamilton was in the throes of expanding. A few influential ladies, fearful that cultural pursuits would be overlooked in the surging industrial growth, met at the home of Sara Galbraith Calder and formed the Women's Art Association of Hamilton.

In 1914, a temporary Art Gallery was set up in the old Public Health Building on Main Street West, and a room was given to the Association for their permanent use. This group of women constantly pressed for a new Art Gallery, raising the sum of \$2,313.13 for a donation.

On April 19, 1946, then President Juanita Le Barre Symington, lead the process that allowed the organization to become incorporated. This was important as it allowed the organization to own property, control its finances and still be affiliated with the mother association in Toronto and associations in Owen Sound, Peterborough and Stratford. The organization also became a registered charity allowing it to provide tax receipts for donations. The charitable purposes of WAAH that were approved in 1946 by Revenue Canada and the Charities Directorate were:

- To advance education in the arts by providing the public, particularly women, with educational programs, including workshops and lectures on a variety of art topics;
- To advance education in the arts by providing women with scholarships and bursaries to pursue higher learning in the field of art, and by providing children with educational materials, such as art supplies;
- To advance the public's appreciation of the arts, particularly visual arts, by providing high-quality art exhibitions and presentations;
- To gift to qualified donees, particularly those involved in the arts;
- To do all other activities that are ancillary and incidental to achieving the above purposes.

In 1953 Wilhelmina 'Mina' Alexander (President 1925 - 1928) turned the sod for a new gallery being built at Forsythe and Main Street West. By 1960 the AGH collection had grown so much that there was a need for more storage and exhibition space. The gallery would be torn down to build McMaster University Hospital. In the late 1960's, the City of Hamilton unveiled a plan for a downtown urban renewal scheme called the Civic Square Project. The plans called for a theatre, a convention and trade centre, a library and an art gallery. The City invited the AGH to relocate downtown. In 1968, once again, the Women's Art Association established a "Special Project Fund" and raised \$12,608 to be donated for the present-day Art Gallery of Hamilton to be located at 123 King Street West. In 1969, the architect Trevor Garwood-Jones was commissioned to design a building to house the Gallery and its permanent collection.

WAAH's first exhibition was held in 1896. Every year since then, WAAH has held exhibitions in various galleries and locations around Hamilton. Our annual juried exhibition has been held at the Art Gallery of Hamilton every year since 1947.

On September 24, 1994, WAAH celebrated their 100th Anniversary Exhibition at the Art Gallery of Hamilton. Then President, Marjolaine Richardson, welcomed the 300 guests to the special



Women's Art Association of Hamilton *Founded 1894*

opening. The H.M.C.S. Star Naval Reserve Band entertained attendees while they viewed the 35 paintings and 2 sculptures. The evening events included greetings from many dignitaries and local officials including the special guest speaker Mrs. Edwin (Anne) Lazare-Mirvish.

In the first 100 years there have been several well-known artists who were members of WAAH including Shirley Elford, Ellen Fairclough, V. Jane Gordon, Donna Ibing, Juanita LeBarre Symington, and Jean Wishart. During that time, WAAH was also fortunate to host several well-known speakers including Rabbi Bernard Baskin, Robert Bateman, Dora de Pedery-Hunt, Lawren Harris, A. J. Casson, Nora Francis Henderson, and A. Y. Jackson.

Over the next years WAAH continued to work to support women in the arts through exceptional programming, speaker and social events, scholarships and exhibitions. Our tradition of supporting the Art Gallery of Hamilton has also continued through a variety of donations of art and our ongoing Emily Carr membership. On June 27 2018, WAAH signed an agreement with the Art Gallery of Hamilton to finally disperse the \$61,688 in the Westland Funds for the purchase of art. The agreement stipulated three things: the selected pieces of art are acceptable to both the current board of directors of the Women's Art Association of Hamilton and the Art Gallery of Hamilton selection committee; the art be contemporary work(s) and the artist(s) must be a woman-identifying person from the Hamilton region. Selection of work came to a standstill during the Covid pandemic but the WAAH executive were able to select the final pieces on June 28, 2022. Through this fund WAAH was able to purchase a major piece by Shelly Niro, two pieces by Cheryl McMaster, a painting by Christina Sealey, one from Marla Panko and two works by Katherine Macdonald. With these purchases it brings the total number of works donated to the AGH to 17 individual pieces.

WAAH members had talked for years about having a “home” of our own. At one time there was even a drive to raise funds to eventually purchase a building. It was soon realized that owning a property was highly unlikely in the foreseeable future but the funds raised could be invested and the interest earned would help pay rent for a more permanent space. In 2016 treasurer Karen Logan proposed renting a small office in the newly opened CoWork space at the Cotton Factory. WAAH maintained the office for a few years and then opted to downsize to a dedicated desk. In 2022 we were offered an opportunity to take on a large private office allowing us space – not only for our office but also to offer open studio space to our members on a one day a week basis.

After a thorough review of WAAH's By-Laws and purposes, Karen Logan prepared an updated draft following the Canada Revenue Agency's recommended template. The draft By-Laws were presented to the members at a special meeting on March 12, 2020 where they were received and accepted. These By-Laws were then submitted to the CRA and Charities Directorate for approval. In August, 2020, WAAH was advised by the CRA that they deemed the wording of our purposes to be out dated and offered suggested rewording. To move forward WAAH was required to apply for Supplementary Letters Patent through the Public Guardian and Trustee to register the new wording. We received official notice of approval of these on December 31, 2020 and when the paperwork arrived in March it was forwarded to the Charities Directorate to be



included in our file. The membership was presented the final, approved version of our By-Laws and purposes at the Annual General Meeting on October 23, 2021 where they were accepted by all present.

WAAH's purposes are now:

- To advance education in the arts by providing the public, particularly women-identifying persons, with educational programs, including workshops and lectures on a variety of art topics.
- To advance education in the arts by providing women-identifying artists with scholarships and bursaries to pursue higher learning in the field of art, and by providing children with educational materials, such as art supplies.
- To advance the public's appreciation of the arts, particularly visual arts, by providing high-quality art exhibitions and presentations.
- To gift to qualified donees, particularly those involved in the arts.
- To do all other activities that are ancillary and incidental to achieving the above purposes.



ORGANIZATION STRUCTURE

Officers

President	Secretary	Treasurer
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Directors

Vice President	Director at large
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Past president is a non-voting member on the board

Committee Chairs

Communications	Membership	Exhibition
Programs & Workshops	Social & Fundraising	Volunteer Co-Ordinator



ORGANIZATION POLICIES AND PROCEDURES

Financial Management and Accounting

WAAH recognizes that financial management is more than just ensuring there is sufficient cash and keeping to budget. Financial management involves:

- Setting financial objectives;
- Planning and acquiring funds;
- Ensuring funds are being effectively managed;
- Management and financial accounting;
- Formulating strategy;
- Planning and controlling activities;
- Decision-taking;
- Optimising use of resources;
- Disclosure to other interested parties external to the Charity;
- Disclosure to members;
- Safeguarding assets.

Clear policies and procedures are needed to ensure that the WAAH Officers and Directors have the tools and skills to ensure effective financial management takes place. Where volunteers are involved the individual responsibilities should be clear to avoid confusion, inconsistency & conflicts.

The role of the Treasurer is often crucial in discussion with key funding bodies, suppliers, commissioners of services, auditors etc. However, legally the WAAH Officers and Directors are collectively/jointly responsible for ensuring that the charity's resources are properly managed and accounted for and must not assume the Treasurer will do everything. The following policies and procedures enable the WAAH Officers and Directors to delegate financial management to the Treasurer.

Definitions:

Financial Year: The Charity's financial year is May 1 to April 30.

Treasurer: The Treasurer is the member of the Board who leads the strategic and operational responsibility for the financial management of the Charity.

Finance Officer: The Finance Officer is the person who has the day-to-day responsibility for the administration of the Charity's financial transactions.

Note: *It may be the case from time-to-time that the Treasurer and the Finance Officer are the same person. For that reason, these policies and procedures are constructed in a way which does not require or imply that one role acts as a monitor/validator of the other.*

Signing Authority: At all times there shall be three signing officers. Any cheques (or financial documents?) requiring execution by the Corporation must be signed by any two of these three officers.



Income Policy & Procedures

Purpose:

To safeguard, monitor and control income including grants, donations & contribution in the form of electronic transfer, cheques & cash.

To outline the structure of authorization for dealing with income, credit-control and cash management.

Invoices:

Invoices should be issued whenever it is appropriate.

Invoices should include the following details:

- The Charity's logo;
- A statement that the Charity is a registered charity, and its charity number;
- The name and address of the person or organisation being invoiced;
- The date of the invoice, which must be the date it is posted to the accounts;
- The nature of the services and/or goods being charged for;
- The rate at which services and/or goods are being charged for;
- The purchase order number (where available) and/or any other appropriate identification information provided by the person or organisation being invoiced;
- If the invoice is to a funding body it should state the funding period to which it relates;
- The invoice total;
- The Charity's payment instruction & terms of payment.

Where acceptable to the person/organization to which it is addressed, the invoice may be sent electronically in PDF format. Otherwise the invoice shall be printed and sent by post. In either case the invoice must be dispatched within 2 working days of being produced.

Outstanding invoices:

The Treasurer will review the outstanding invoices every month. If an invoice hasn't been paid within 28 days of being issued, then a second invoice should be issued. The second invoice should be a copy of the first, but with "REMINDER" added to it.

Any invoice which remains unpaid for more than 60 days must be brought to the attention of the Board to determine what further action should be taken.

Unless there are extenuating circumstances, debtors with invoices more than 60 days overdue will not be allowed any further credit (eg: the provision of goods or services, or access to any of the Charity's facilities or resources) until the outstanding debt has been repaid in full.

Bad debts will be formally written off annually by the Board as part of the preparation for the audited/examined accounts.



Recording Payments:

Where payments are made directly into the bank account via e-transfer the Finance Officer will check for such direct payments each time a bank statement is received, or on-line as circumstances require.

When payment by cheque or cash is received:

- When cheques or cash arrive the Finance Officer will ensure that cheques are properly signed and made payable to the Charity and will record their arrival in the accounts;
- Cheques and cash received should be banked as soon as possible but at least once per month. Any cheques or cash not banked immediately must be locked away in a secure place until it is banked.

Cash in Transit:

- All persons carrying cash to or from the bank are instructed to put their personal safety first in the event of any attempt to steal the money.
- In the event of losses of cash in transit, the Treasurer must be informed immediately and take the appropriate action.
- The times and days of taking cash for banking should be varied and an innocuous plain bag or briefcase must be used for carrying the money. If the amount of cash (*ie:* excluding cheques) being banked is greater than \$500 then two people should take the cash to the bank.



Budgeting Policy and Controls

Purpose:

To provide a means of balancing projected expenditure against projected income and ensuring resources are allocated fairly;

To provide a structure for monitoring and controlling expenditures and allow authorized budget-holders the flexibility to manage their respective budgets within the limits laid down by the Board.

To ensure that cash flows can be effectively and efficiently managed to ensure that there are always sufficient accessible funds available to meet the Charity's financial commitments as they arise.

Policy:

The annual budget will provide budget-holders with the authority to spend within the amounts specified under each budget heading.

The amounts budgeted for the income and expenditure, both within budget categories and overall, of the Charity cannot be exceeded, transferred or altered without the authorization of the Board.

The Finance Officer will provide budget-holders with regular reports (informal reports will be provided monthly as appropriate, formal reports will be provided quarterly) detailing actual expenditure against budget heading and ensure that budgets are not exceeded.

The Finance Officer will ensure that the Board (via the Treasurer, where appropriate) is informed where any breaches of this policy may occur.

Budget-setting Process:

A budget is a plan translated into money for a defined period of time. The time period is usually the financial year. The budget is prepared after the Charity has clarified its aims and objectives and produced a variety of action plans to achieve them. The purposes of a budget are:

- To co-ordinate different activities towards a single plan;
- To set and communicate financial targets;
- To maximise and allocate resources;
- To identify financial problems;
- To establish a system of control by having a plan against which actual results can be compared;
- To compel planning.



As the budget is a vital element of the procedure for negotiating grants and contracts, it is important that a budget is produced in good time.

The Treasurer will produce a draft budget based on previous income & expenditure patterns and the expected actual income & expenditure for the coming financial year. The draft budget and any explanatory notes will be circulated to the Board and Committee Chairs for comment no later than the end of February each year.

Any necessary revisions will be made and a final draft budget presented to the Board for approval & adoption no later than the last day in the financial year (April 30) prior to that to which it applies.

Monitoring and Revision:

The Finance Officer will monitor income and expenditure and ensure that the Board receives accurate and up to date information regarding any shortfall in projected income or increase in expenditure. Where necessary, the Treasurer will make recommendations on various options for remedial action.

Where such action may affect the level of service or participant involvement then negotiations should be initiated with the relevant parties immediately.



Purchasing Policy and Procedures

Purpose:

To ensure that all expenditures are properly authorized and provide a standardized procedure for dealing with expenditure items.

Orders – Goods and Services:

- The value of an order/purchase to be shown along with delivery charges where appropriate inclusive of HST;
- Budget-holders may order items within their own budget and up to xxx in value;
- For purchases outside of budget or over xxx and up to xxx value the authorization of the Treasurer is required;
- Items over xxx in value must be authorized by the Board. For any purchase over xxx in value, at least 3 quotes must be obtained in order to ensure a competitive price is paid unless the Board explicitly waives this requirement and records in the minutes of the Board meeting the justification for the waiver.
- Delivery notes must be checked and initialed by the budget-holder and be filed in the delivery notes file. Any discrepancy between the order and delivery notes must be notified to the supplier immediately. In the event that a discrepancy is not rectified by the supplier as soon as is reasonably practical the Treasurer must be informed.
- Invoices must be checked against the relevant delivery notes, initialed and dated when received by the budget holder and forwarded to the Treasurer for payment.
- In the event of any shortfall in delivery or the return of goods for any reason, the relevant credit-note must be received from the supplier before payment is made.

Payments by Cheque and Other Instruments (eg: Pay Pal, Direct Debit):

- Where appropriate, authorized persons who are not Officers or Directors may be established by resolution of the Board. The resolution must state the reason for the authorization and the date on which it will expire.
- Where a cheque or any other form of payment is being made to an authorized person that person may not be a signatory on the cheque or other instruction for payment;
- Guidelines recommend that all cheques and other instructions to the bank, including instructions made on-line be signed by two authorized persons. However, where this is not practical for small payments, the Officers and Directors may decide to allow of amounts of up to xxx to be approved by just one authorized person, provided that that decision, and the justification for it, are clearly recorded in the minutes of the meeting at which the decision was made;
- Where a cheque or other instructions to the bank – including instructions made on-line – is for an amount exceeding xxx the payment must be authorized by the Officers and Directors unless the purpose for which the payment is being made has already been approved by the Board. The authorization of the payment can be made by written resolution, including by e-mail where appropriate (*ie: the authorization does NOT necessarily require the convening of a Board meeting*).



Petty Cash Policy and Procedure

Purpose:

To ensure all cash is properly handled including storage, payments and record keeping.
To establish accountability for the proper handling of cash.

Policy:

The Charity will avoid the maintenance of Petty Cash accounts except where absolutely necessary for practical operational reasons.

- All cash must be kept in the Petty Cash boxes provided which should be kept in a secure place.
- A signed Expenditure Voucher and point-of-sale receipt must support all transactions.
- All petty cash boxes must be reconciled monthly by the petty cash holder, or named responsible person.
- Requests for replacement cash must tally with the sum of the vouchers.
- The Treasurer shall operate random checks on Petty Cash boxes to ensure that entries are accurate, vouchers and receipts properly stored and that the running balances are correct.

Administration and Accounting:

- Payments from Petty Cash are recorded and signed for using Expenditure Vouchers as they are paid out against point-of-sale receipts.
- Petty Cash floats operate on the imprest system where the total of the cash and Expenditure Vouchers should always equal the amount of the agreed float. Any discrepancies must be reported to the Treasurer immediately for investigation and action.
- The amount of float held in a Petty Cash box will be clearly marked on the inside of the box and should be appropriate to the level of transactions passing through the box (subject to a maximum of xxx).
- At the end of the month the Finance Officer will enter the petty cash expenditure into the main accounts.



The Accounting and Audit Procedure

Purpose:

To ensure that the Charity meets the statutory accounting requirements of the Canada Revenue Agency and the Charities Directorate.

To provide accurate and useful data for the Board and staff.

Procedure:

- The Charity's accounts will be managed electronically using appropriate software approved by The Board and the Charity's Auditor/Examiner;
- The Board appoints the Auditor/Examiner at the AGM, or at other times when circumstances require;
- The Treasurer, in conjunction with the Finance Officer where appropriate, will ensure that all financial records, supporting documentation and reconciliations are accurately maintained, up to date and easily retrievable for analysis and examination purposes;
- The Treasurer will prepare timely and accurate year-end accounts in the appropriate format with the required supporting working papers and relevant reconciliations;
- The Officers and Directors agreed that: "for as long as it is entitled to do so under the relevant legislation, WAAH will exercise its option of exemption from the requirement to obtain an audit of its financial activities";
- The Treasurer will meet with the Auditor/Examiner to ensure that audit/examination queries are resolved and that accounts are completed and signed within six months of the year end;
- The Treasurer will ensure that the audited/examined accounts are filed with the CRA within 6 months of WAAH's fiscal year end.



Meeting Attendance Policy

Regular attendance at WAAH meetings and events is encouraged for all executive members. Board members and committee chairs are required to attend all meetings. If the member is unable to attend a meeting, they must send a proxy to the meeting. If a member does not attend, or does not send a proxy, to three (3) consecutive meetings of their committee, they will be deemed to have stepped down from their position, and another member will be found to take over the position.

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Volunteer Orientation Policy

WAAH recognizes the importance of providing essential information to new volunteers and will provide all new volunteers with an orientation session during the first weeks after the commencement of involvement with WAAH.

Authority

Board of Directors.

Procedure

The Board President or appointed alternative will conduct the orientation, which will include:

- a brief overview of the role, purpose, history and organization of WAAH;
- a review the Board Policy Manual with the new volunteer;
- informing the new volunteer of expected responsibilities and review the description of the position;
- introducing the new volunteer to their fellow volunteers;
- conducting orientation of administrative and financial procedures at WAAH as related to their position;
- answering questions as required.



Code of Conduct Policy for Members and Volunteers

The Women's Art Association of Hamilton has a mission to:

In pursuing its goals, WAAH brings together stakeholders with a wide range of interests to promote and encourage excellence, to advance education and to promote the appreciation and development of visual arts for women-identifying persons. In delivering programs to the community, members and volunteers work with each other and interact with the public at large. The following Code of Conduct ("the Code") is designed to allow WAAH to preserve its long tradition of integrity and credibility with the public and within the organization. This Code applies to all members, volunteers and any third-party service provider in face-to face contact with the community we serve.

The Code is organized into categories, as follows:

Service

1. Always act with fairness, honesty, integrity and openness; respect the opinions of others and treat all with equality and dignity without regard to gender, race, colour, creed, ancestry, place of origin, political beliefs, religion, marital status, disability, age, or sexual orientation.
2. Promote the mandate and goals of WAAH in all dealings with the public on behalf of the Women's Art Association of Hamilton.
3. Provide a positive and valued experience for those interacting within and outside WAAH.

Accountability

1. Act with honesty and integrity and in accordance with any professional standards and / or governing laws and legislation that have application to the responsibilities you perform for or on behalf of WAAH. WAAH's Human Resource policies apply to all volunteers. Policies are reviewed every 3 years or sooner if an issue arises with its interpretation and use.
2. For volunteers, comply with both the letter and the spirit of any training or orientation provided to you by WAAH in connection with those responsibilities.
3. Adhere to the policies and procedures of the WAAH and support the decisions and directions of the Board and its delegated authority.
4. Take responsibility for your actions and decisions. For volunteers, follow reporting lines to facilitate the effective resolution of problems. Ensure that you do not exceed the authority of your position.

Conflict of interest

Conflict of interest arises when a person participates in a decision about a matter which may benefit or *be seen to benefit* that person because of his/her direct or indirect monetary, financial, or other, interests affected by or involved in that matter.



It is the duty of any person taking part in the operations of WAAH to adhere to the Conflict of Interest Policy at all times. In the event that such a matter arises, the person shall formally disclose the interest, refrain from attempting to persuade or influence other persons participating in the decision, and shall not cast any vote on the matter.

Confidentiality

Respect and maintain the confidentiality of information gained as a volunteer or member, including, but not limited to, all computer software and files, WAAH organization documents and printouts, and all volunteer, membership, donor and supporter records.

Personal or sexual harassment

Sexual harassment is any conduct, comment, gesture or contact of a sexual nature that one would find to be unwanted or unwelcome by any individual, or that might, on reasonable grounds, be perceived by that individual as placing a condition of a sexual nature on a matter of artistic advancement/career development.

Personal harassment means any conduct whether verbal or physical that is discriminating in nature, based upon another person's race, skin colour, ancestry, place of origin, political beliefs, religion, marital status, physical or mental disability, sex, age or sexual orientation. It is discriminatory behaviour, directed at an individual, that is unwanted or unwelcome and causes substantial distress in that person and serves no legitimate organization-related purpose.

WAAH has a zero-tolerance policy with respect to Personal /Sexual Harassment. Personal/Sexual Harassment in any form is strictly prohibited and may be grounds for termination as a volunteer, or revocation of membership.

Procedures for the care of others who may be vulnerable because of age or disability

In the course of providing WAAH programming, our volunteers and third-party service providers may come into contact with vulnerable individuals. These individuals are those who may be at risk of harm or harassment because of their age or disability. When this occurs, the following procedures should be followed:

1. Where practical to do so, WAAH related one-on-one meetings with individuals who may be vulnerable be conducted in a organization-like setting, public location or in an area that is private but visible to others.
2. WAAH volunteers and third-party service providers who seek to initiate personal contact with vulnerable clients outside WAAH programming, are asked to seek prior approval from the appropriate member/leadership volunteer, and, in the case of children/youth, from the parent/ guardian.



Confidentiality Policy

Purpose

The Confidentiality Policy defines and describes the management of confidential information for all members and volunteers of the Women's Art Association of Hamilton.

Philosophy

We believe that member and donor information is confidential and every safeguard should be taken to ensure information is kept confidential.

Responsibility and guidelines

1. All volunteers shall keep confidential and shall not, during the continuance of their time volunteering, or any time after the termination thereof, without the express written consent of WAAH, disclose to any person or organization any member, donor, financial or organizational information of WAAH which a volunteer may have acquired during the course of their service.
2. The Secretary maintains the confidentiality agreements.
3. The Board of Directors approves any changes to confidentiality agreements.

Procedure

All volunteers shall sign an acknowledgement and agreement of policies and procedures which shall be maintained in the WAAH file.

All members, by paying their dues, understand that they are acknowledging and agreeing to the policies and procedures contained herein.



Conflict of Interest Policy

Policy

WAAH recognizes the importance of protecting the organization while preserving the rights of members, volunteers and board members to participate as private citizens in the life of the community.

Procedures for Volunteers

1. As the volunteer relationship is founded on trust and commitment to strive for mutual benefits, it is expected that the volunteer's time/labour/skill and attention, while volunteering, will be devoted to the organization/association as specified by the description of the position.
2. The association's property, materials and services will be utilized only as requested or authorized by the Board of Directors.
3. Participation of the volunteer in other organization, organizations or activities that compromise the relationship or disadvantages the association will be considered conflict of interest.
4. The Board President shall be responsible for identifying potential conflict of interest activities to volunteers. Where a volunteer persists in activities that may disadvantage the association, the Board President is to be informed. Volunteers must consult with the Board of Directors prior to engaging in any activities that may be seen as conflict of interest, such as, but not limited to:
 - Having a vested interest in an external organization which may provide materials or service to the association;
 - Being offered services or materials as a result of their volunteer position with the association;
 - Making use of a position with the association to solicit services or materials for personal gain;
 - Utilizing association equipment, services or materials for an external organization, without permission;
 - Pursuing personal gain over the well-being or needs of people supported.
5. Volunteers who fail to honour the provisions of this policy will be considered to be in breach of the volunteer contract with WAAH and may be subject to disciplinary action up to and including termination of membership.

Board members

1. Members of the board of directors shall disclose to the board, prior to engaging in any activities that may be seen as conflict of interest, such as, but not limited to:



- Having a vested interest in an external organization that may provide materials or service to the Association;
 - Being offered services or materials as a result of one's position with the Association;
 - Making use of a position with the agency to solicit services or materials for personal gain;
 - Utilizing association equipment, services or materials for an external organization, without permission;
 - Pursuing personal gain over the well-being or needs of people supported.
2. Non-compliance of this policy and procedures and the By-Law pertaining to conflict of interest (article 4.14) on the part of the board members shall constitute cause for removal from the board.
 3. Board members shall confirm in writing that they have received and read this policy and procedure at the first meeting of the board of directors that they attend following their election.



Conflict Resolution Policy

WAAH is committed to sustaining a positive environment in which members and volunteers work constructively together. The problem resolution policy and process has been established as a foundation for ensuring that the organizational environment remains positive.

The problem resolution policy is intended to:

- Provide the opportunity to resolve a conflict or complaint quickly, fairly and without reprisal;
- Improve communication and understanding between members, and between volunteers and the board
- Ensure confidence in board and/or committee chair decisions by providing a mechanism whereby such decisions can be objectively reviewed;
- Support a positive environment by allocating responsibility for preventing and resolving conflicts and complaints;
- Identify organization policies and procedures which need to be clarified or modified;

Volunteers who are experiencing a volunteer work-related conflict or have a complaint are encouraged to resolve it through discussions with a board member whenever possible.

All requests for conflict resolution, complaints and appeals shall be fully investigated and a reply will be given as quickly as possible.

Penalty or retaliation against a volunteer who initiates conflict resolution or makes a complaint, or participates in a problem resolution investigation will not be tolerated and will be subject to disciplinary action.

Procedures

Note: Although not required, volunteers (and members) are encouraged to follow the informal approach to problem resolution prior to making a formal complaint.

Informal conflict resolution and complaint process

1. Speak to the person you are having the dispute with. Many times, disputes arise due to misunderstandings and miscommunications.
2. If speaking to the individual does not work, speak to a member of the Board of Directors. That individual will arrange a meeting between those involved in the dispute, to determine a resolution. If the volunteer (or member) is not satisfied with the informal resolution of the problem, he or she may proceed with a more formal problem resolution process.



Formal conflict resolution and complaint process

1. Volunteers (or members) who have a complaint or require board intervention in relation to a conflict and wish to initiate the formal problem resolution process must prepare written documentation, with supporting details, of the conflict situation or complaint and submit it to the Board of Directors.
2. The Board of Directors will investigate the merits of the conflict resolution request or complaint. The president will consult with other relevant individuals, if necessary.
3. Within thirty (30) days of receiving the written conflict resolution request or complaint, the Board President will complete the investigation and prepare a written response. The Board President will forward a copy of the response along with a request that the member (or volunteer) sign and date the copy to confirm he/she/they has received the reply and agrees or disagrees with the Board President's plan of action.
4. If the conflict or complaint has not been resolved to the member's (or volunteer's) satisfaction, the Board President will forward the complete file, including the conflict resolution request or complaint, documentation of relevant factual information, analysis of the information, the conclusion, and the recommended resolution, to the Board of Directors.
5. The Board of Directors will investigate any relevant issues in the file and any newly discovered evidence or information that may arise during the problem resolution process. The Board of Directors will forward a response to the member (or volunteer) either concurring with the previous resolution or proposing an alternative resolution. The decision and recommendations made by the Board of Directors will be final.



Annual Report and AGM Preparation Procedure

All reports for the Annual Report are to be submitted to the Vice President by July 15 for compiling and preparation to be printed and distributed at least twenty-one (21) days but not more than sixty (60) days in advance of the meeting.

Items for inclusion in the Annual Report:

- the mission statement (mission statement is tbc)
- Minutes from the previous years Annual Meeting

Reports (all that are applicable)

- Presidents Report
- Financial statement including an account of major contributions if any
- Communications Report
- Exhibition Report
- Membership Report
- Fundraising Activities and achievements
- Program and Workshops Report
- Social, Trips and Tours Report
- Volunteer Report including any new life members or in memoriums.
- List & thank major contributors, officers and chairs, and board members

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LEGAL DUTIES OF DIRECTORS AND OFFICERS

Each board member has a fiduciary duty to the organization. This means that the board is acting on behalf of the membership or stakeholders in directing the affairs of the organization. The fiduciary duty of the board is the same for all types of governance structures. This fiduciary duty covers all areas of responsibility, including HR.

In law, a duty is an obligation to act in a certain way and to a certain standard of care.

Duty	Standard of Care
Duty of diligence	<p>Directors are required to:</p> <ul style="list-style-type: none">• Act reasonably, prudently and in good faith• Educate themselves about the organization• Make reasonable inquiries into the day-to-day management of the organization, consider explanations and to make informed decisions• Seek the advice of qualified professional, when necessary
Duty of skill/competence	<p>Directors with a special skill or knowledge have a duty to use that expertise in their role as a Board member, and to practice the standard of care expected of their professional abilities. For example, HR professionals and lawyers will be held to the standard of their professions on issues related to HR management and the law respectively.</p> <p>Board members without specialized skill or knowledge are expected to act as a prudent person would act. Prudent directors are cautious and careful. They try to foresee the consequences of a course of action before taking it.</p>
Duty of loyalty	<p>Directors have a duty to always place the interest of the organization first. This means acting honestly, in good faith and in the best interest of the organization. Directors must fully and promptly disclose any potential conflicts of interest and take action to avoid perceived or real conflicts of interest.</p>
Duty of obedience	<p>Directors have a duty to act within the scope of the governing documents of the organization and to ensure that committees and staff do so as well. Governing documents include the organization's constitution, bylaws, policies, rules and regulations. This duty includes ensuring that governing documents are kept up-to-date.</p> <p>Directors also have a duty to obey all laws and statutes that apply to the organization.</p>



JOB DESCRIPTIONS

OFFICERS & DIRECTORS

Job Description and Expectations

Purpose: To advise, govern, oversee policy and direction, and assist with the leadership and general promotion of WAAH so as to support the organization's mission, vision and needs *.

Major responsibilities:

- Organizational leadership and advisement
- Formulation and oversight of policies and procedures
- Financial management, including adoption and oversight of the annual budget
- Oversight of program planning and evaluation
- Review of organizational and programmatic reports
- Promotion of the organization
- Fundraising and outreach

*Members of the board share these responsibilities while acting in the interest of WAAH. Each member is expected to make recommendations based on his or her experience and vantage point in the community.

Length of term: All newly elected Directors shall be elected for three-year terms unless they are fulfilling an open position on the board. If that is the case they are elected for the remainder of that term. A Member may serve as a voting Director for a total of 6 consecutive years (2 full terms) and must wait a minimum 1 year before being eligible to be a voting Director again.

Meetings and time commitment:

The board of directors will:

- Meet at least 6 times per year. Meetings should typically last 90 minutes and can be attended in person or via electronic method.
- Prepare and distribute regular reports as required for meetings to be sent to the secretary one week prior to the meeting to be distributed with the meeting agenda and other materials.

Expectations of board members:

- Attend and participate in meetings on a regular basis, and special events as able.
- Participate on a standing committee of the board, and serve on ad-hoc committees as necessary.
- Alert to community concerns that can be addressed by WAAH mission, objectives, and programs.
- Help communicate and promote WAAH mission and programs to the community.
- Become familiar with WAAH finances, budget, and financial/resource needs.
- Understand the policies and procedures of WAAH.



OFFICER - Job description – President

Purpose – the President provides leadership to the Board of Directors while making sure they adhere to the By-Laws and Constitution of the WAAH.

Duties and Responsibilities

In addition to the general responsibilities outlined in the Officers & Directors job description and expectation, this President shall:

- be selected from those duly elected Directors of the Corporation. If appointed from the general membership, the President shall become a Director of the Corporation within ten (10) days of his or her appointment as President.
- serve as the Chief Volunteer of the organization;
- appoint Chairs of Committees of the Board unless these By-Laws expressly provide otherwise;
- report to each annual meeting of members of the Corporation concerning the management and operations of the Corporation;
- lead the Board of Directors in achieving the organization's mission & vision;
- convene, prepare the agenda for, and chair all Board meetings;
- encourage the Board's role in strategic planning;
- help guide and mediate Board actions with respect to organizational priorities and governance concerns;
- monitor financial planning and financial reports;
- ensure that the Board follows all by-laws set out in WAAH's Constitution;
- plan the Annual General Meeting in conjunction with the other Board members;
- take on other duties, as required, in consultation with the Board;
- perform other responsibilities assigned by the Board.



OFFICER Job description – Secretary

Purpose – the Board Secretary provides support to the Board Chair.

Duties and Responsibilities

In addition to the general responsibilities outlined in the Directors & Officers job description and expectation the secretary shall:

- be selected from the duly elected Directors of the Corporation. If appointed from the general membership, the Secretary shall become a Director of the Corporation within ten (10) days of his or her appointment as Secretary;
- attend meetings of the Board and Board Committees as required;
- take and manage minutes of all Board and Board Committee meetings and ensure minutes are distributed to members shortly after each meeting;
- circulate the minutes to all members of the Board Committee;
- maintain records of the board and ensures effective management of organization's records including archives which are held at the Hamilton Public Library Central Branch;
- prepare all reports required under any Act or Regulation of the Province of Ontario;
- Is sufficiently familiar with legal documents (articles, by-laws, etc.) to note applicability during meetings.
- be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Corporations Act and all minutes, documents and records of the Board;
- keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation;
- be the custodian of the seal of the Corporation;
- Performs other responsibilities assigned by the Board.



OFFICER Job description – Treasurer

Purpose – The Treasurer contributes to the overall success of WAAH by ensuring that the organization's financial information system is efficient so as to increase WAAH's capacity to meet its strategic goals.

Duties and Responsibilities

In addition to the general responsibilities outlined in the Directors & Officers job description and expectation the treasurer shall:

- be selected from the duly elected Directors of the Corporation. If appointed from the general membership, the Treasurer shall become a Director of the Corporation within ten (10) days of his or her appointment as Treasurer;
- maintain custody of the books of account and accounting records of the Corporation required to be kept by the provisions of the Corporations Act of Ontario or otherwise manages the finances of the organization;
- administrate fiscal matters of the organization;
- prepare and present updated financial reports – year to date vs budget at each board meeting;
- provide annual budget to the board for members' approval;
- prepare and present annual financial report for members at annual meeting;
- ensures development and board review of financial policies and procedures;
- perform other responsibilities assigned by the Board;
- complete all necessary governmental reporting including submitting HST reports, filing T3010 tax returns



Director Job description – Vice President

Purpose – the Board Vice President provides support to the President. The person in this position is typically successor to the President position.

Duties and Responsibilities

In addition to the general responsibilities outlined in the Officers & Directors job description and expectation, the Vice-President shall:

- have all the powers and perform all the duties of the President in the absence of or disability of the President and shall perform any other duties assigned by the President or the Board. The Vice-President will be selected from the duly elected Directors of the Corporation. If appointed from the general membership, the Vice-President shall become a Director of the Corporation within ten (10) days of his or her appointment as Vice-President;
- perform Presidents responsibilities when the President cannot be available (see President Job Description);
- work closely with the Board President as needed and carry on tasks delegated by the President, such as convening meetings, AGM planning, overseeing WAAH activities, representing WAAH at functions, etc.;
- participate closely with the President to develop and implement officer transition plans;
- perform other responsibilities as assigned by the Board.



Director Job description – Director at Large

Purpose – the Board Vice President provides support to the President. The person in this position is typically successor to the President position.

Duties and Responsibilities

In addition to the general responsibilities outlined in the Officers & Directors job description and expectation the Director at Large shall:

- works closely with the Board President as needed and carry on tasks delegated by the Board of Directors, such as convening meetings, AGM planning, overseeing WAAH activities, representing WAAH at functions, etc.;
- participate closely with the President to develop and implement officer transition plans;
- perform other responsibilities as assigned by the Board.



Committee Chairs

Job Descriptions and Expectations

Purpose – the Committee Chair will oversee committee members, and assist with the leadership and general promotion of WAAH so as to support the organization's mission, vision and needs.

Duties and Responsibilities

In addition to the general responsibilities outlined above the Committee Chair is responsible for:

- the financial management, including oversight of their committees' budget
- submitting program and budget proposals to Board of Directors for discussion and approval for the annual budget by March 15 each year
- reporting regularly to the Board of Directors and prepare a final report for the annual report due by July 15.
- promote the organization

Board Chairs share these responsibilities while acting in the interest of WAAH. Each member is expected to make recommendations based on their experience and vantage point in the community.

Length of term: Committee Chairs are appointed by the Board of Directors from interested members for three-year term which can be renewed.

Meetings and time commitment:

The committees will:

- meet approximately 6 times per year. Meetings should typically last 90 minutes and can be attended in person or via electronic method.
- prepare and distribute regular reports as required for meetings to be sent to the secretary one week prior to the meeting to be distributed with the meeting agenda and other materials.

Expectations of Committee Chairs:

- Attend and participate in meetings on a regular basis, and special events as able.
- Help communicate and promote WAAH mission and programs to the community.
- Become familiar with WAAH finances, budget, and financial/resource needs.
- Understand the policies and procedures of WAAH.
- Develop and implement suitable policies and procedures for your committee, to be included in the Policies and Procedures Handbook.



Job description – Communications Chair

Purpose – The Communications Chair will lead in the creation, implementation and evaluation of the communications strategies and plans that align with the overall goals, vision and mission of WAAH.

NOTE: this position would oversee and coordinate the work of a number of key volunteers that currently sit on the coordinating group.

Duties and Responsibilities

In addition to the general responsibilities outlined in the Committee Chair job description and expectation, the Communications Chair shall:

- oversee and monitor all aspects of communications and public relations strategies for WAAH
- organize and oversee a communications team to ensure all methods of communication are coordinated and align with the goals, vision and mission of WAAH
- prepare or delegate work related to the communications plan which may include:
 - A newsletter and or annual report;
 - An E-newsletter;
 - Press Releases;
 - WAAH Website;
 - E-Mail Convener;
 - Face-Book and Twitter or other social media venues;
 - Publicity materials for exhibits and displays; and
 - Any other communications strategy appropriate to meet the vision and mission of WAAH
- Create goals and set measurable objectives for the communications committee;
- Monitor effectiveness and trends, ensures message accuracy and analyses responses.
- Perform other responsibilities assigned by the Board.



Job description – Membership Chair

Purpose – The Membership Chair maintains an accurate, up to date database of the members of the organization to ensure all receive the membership benefits to which they are entitled.

Duties and Responsibilities

In addition to the general responsibilities outlined in the Committee Chair job description and expectation, the Membership Chair shall:

- keep up-to-date records of membership information including each member's full name, joining date, address, telephone number, payment amount and email address;
- work closely with the Treasurer to ensure you receive the membership receipt which is to be included in the new members package;
- send out member packages in a timely manner which will include a welcome letter (for new members); membership receipt; membership card; and an invitation to a new member meeting to be held as required;
- submit updated contact and email lists to the Communications Director and other Board members;
- prepare a report for the AGM;
- contact members who have not paid their annual dues before removing their names from the members' list by September 31st;
- inform the web master of any updates and changes to the membership for the website;
- Performs other responsibilities assigned by the Board.



Job description – Exhibition Chair

Purpose – The Exhibition Chair maintains an accurate, up to date database of the possible venues for WAAH shows and ensures that events are organized to highlight members' work.

Duties and Responsibilities

In addition to the general responsibilities outlined in the Chair job description and expectation, the Exhibition Chair shall:

- investigate and coordinate possible venues for member exhibits;
- work with other appropriate WAAH Directors and members to coordinate all aspects of the exhibits as required including:
 - Venue
 - Call for Entry
 - Volunteers
 - Judges
 - Refreshments
 - Publicity
- perform other responsibilities assigned by the Board.



Job description – Programs & Workshops Chair

Purpose – The Programs & Workshops Chair maintains an accurate, up to date database of possible Programs and Workshops that have been requested and/or may be of interest to WAAH members and organizes said programs & workshops, based on minimum attendance requirements.

Duties and Responsibilities

In addition to the general responsibilities outlined in the Chair job description and expectation, the Programs and Workshops Chair shall:

- investigate and coordinate possible programs and workshops;
- works with other appropriate WAAH Directors and members to coordinate all aspects of the programs and workshops as required including:
 - recruiting appropriate instructor(s);
 - finding and booking venue;
 - registration of attendees;
 - arranging volunteers when needed;
 - arranging for refreshments if necessary;
 - ensuring that event information is given to the communications chair in a timely manner to ensure sufficient promotion.
- Performs other responsibilities assigned by the Board.



Job Description - Social, Trips and Tours Chair

Purpose – The Social, Trips and Tours Chair maintains an accurate, up to date database of member suggested trips and tours, it is a given that these events would be social in nature.

Duties and Responsibilities

In addition to the general responsibilities outlined in the Chair job description and expectation, the Social, Trips and Tours Chair shall:

- investigate and coordinate potential social events, trips or tours opportunities for WAAH;
- works with other appropriate WAAH Directors and members to coordinate all aspects of the trips, tours and social events as required including:
 - trip and/or tour locations;
 - any registrations that may be required;
 - organization of transportation if required;
 - volunteers where needed;
 - refreshments if needed;
 - ensuring that event information is given to the communications chair in a timely manner to ensure sufficient promotion.
- Performs other responsibilities assigned by the Board.



Job Description – Volunteer Coordinator

Purpose – The Volunteer Coordinator is a professional who is responsible for interviewing and hiring volunteers and placing them in different roles based on their qualifications. They maintain accurate records about the progress, manage training courses, work with managers to ensure their needs are met, and help address any issues that arise.

Duties and Responsibilities

Working with the support and assistance from the WAAH Board, the volunteer coordinator will be responsible for:

- sourcing and recruiting volunteers through various techniques (databases, e-mail, social media etc.);
- collecting information on availabilities and skills;
- arranging for appropriate training when needed;
- producing schedules for everyday activities;
- assigning responsibilities to the right people for special events;
- coordinating teams of volunteers for large-scale actions;
- communicating frequently with volunteers to ensure they are satisfied and well-placed;
- disseminating information for upcoming actions and events;
- keeping detailed records of volunteers' assignments and time commitments;
- ensure the purpose of the organization and its actions is clearly communicated;
- advising the President of any issues or concerns;
- preparing volunteer reports for board meetings and annual report;
- performs other responsibilities assigned by the Board.



Job Description – Past President (a non-voting board member)

Purpose: The role of the Past President is to ensure continuity during governance transitions and organizational change, to help ensure the appropriate succession of Officers and Directors, to support the President in his/her role, and to provide continuity to the organization by providing historical context for issues.

Duties and Responsibilities

Under the direction of the President of the Board of Directors, the Past President's responsibilities include:

- coordinating the nomination process, ensuring the needs of the Board are met to the best of ability and to present a slate of candidates to the membership at the Annual General Meeting;
- regular review and development of governance policies as needed;
- routinely review and revise Bylaws, presenting any necessary changes to the membership with due notice; provide interpretation of Bylaws and parliamentary procedures during Board meetings;
- participate actively in Board meetings, and/or any special meetings called by Board members or members at large;
- support the President in his/her position through mentoring, coaching, advising and analysis of Board development and procedures;
- continue to advocate for the association wherever and whenever possible;
- provide a historical context for decision-making and revising planning, objectives, etc.
- complete/respond to any responsibilities associated with being a Board member (attending, preparing for, and participating in meetings and AGM; financial accountability and management of portfolio budget; reports; updating website information; policies; promoting
- recruiting potential Board/Committee members; etc.;
- performs other responsibilities assigned by the Board.



DECLARATION AND CONSENT

TO: WOMENS ART ASSOCIATION OF HAMILTON (WAAH)
(the "Corporation")

I _____, hereby:

1. Declare that I am at least 18 years of age.
2. Consent to my election or appointment as a director of the Corporation, such consent to continue in effect until I resign or I revoke such consent in writing.
3. Consent to the holding of any and all meetings of the board of directors and of any committee of the board of directors of the Corporation by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately.

DATED as of _____.



RESIGNATION OF DIRECTOR

To: The Members of WOMENS ART ASSOCIATION OF HAMILTON

I hereby resign as a Director of WOMENS ART ASSOCIATION OF HAMILTON effective the date hereof.

DATED as of _____.

signed



Volunteer Acknowledgement and Agreement

Strict observance of the Code of Conduct is fundamental to the activity and reputation of WAAH. It is essential that all volunteers and any other third-party service provider in face-to-face contact with our members adhere to this Code. They will certify this by signing a Declaration that they have read and will abide by this Code.

The Organization Manual gives further details of this and other policies and procedures of the Association. Management has the responsibility of ensuring compliance with all Codes and Policies of WAAH.

I, _____, have read, understand and agree to abide by the policies and procedures handbook of the Women's Art Association of Hamilton and I understand that such adherence is a condition of my volunteer work. I understand that a violation of the Code of Conduct or any written policies may be grounds for termination as a volunteer.

Signed this _____ day of _____, 20____.

(Signature)



EXAMPLES FOR WAAH

Mission:

To increase the awareness of, and support and enrich the experience of, women-identifying artists in the Greater Hamilton, Ontario area.

Vision:

To furnish a welcoming space for women-identifying artists for the purposes of learning and sharing of ideas, and to provide workshops, scholarships, classes, as well as exhibition opportunities for members' work

Values:

- Inclusivity – all persons within the Greater Hamilton Ontario area are welcome to become members in WAAH, with a particular emphasis on providing opportunities for women-identifying artists
- Education – providing support and opportunities for artists to learn and grow through workshops, scholarships, and classes
- Integrity – to treat all people with genuine respect and courtesy
- Creativity – creativity is welcomed and encouraged; in whatever form it takes, while committing to a spirit of consideration, respect and artistic celebration
- Contribution – all members shall contribute to the advancement and success of the organization; in whatever capacity they are able to do so

MISSION: ... to provide a sustainable and supportive community that promotes, encourages and inspires woman-identifying artists in all traditional and contemporary art forms within the Hamilton community.

VISION: ... to create an open and welcoming community that acknowledges, respects, supports and recognizes the skill and passion of anyone who identifies as a woman-identifying artist.

VALUES:

- *Openness* ~ WAAH values all traditional and contemporary art forms.
- *Inclusivity* ~ WAAH welcomes any artist, with a particular emphasis on those who identify as woman-identifying, at any skill level or experience, and anyone interested in supporting such artists. Membership is open to individuals within the greater Hamilton area.
- *Education and Sharing* ~ WAAH encourages its members to extend their knowledge and skills to aid and enhance learning through classes, workshops, and lectures. WAAH seeks to collaborate with other like-minded organizations to bring art produced by those identifying as woman-identifying to broader audiences.



- *Celebration & Honor* ~ WAAH recognizes and honours its members' works and achievements. WAAH celebrates excellence in art through juried exhibitions, member shows, and awards.
- *Contribution* ~ WAAH members offer their time and talents in advancing WAAH's vision and mission within the organization and at the local and regional level.

Mission Statement:

To provide a sustainable and supportive community that promotes and inspires women-identifying artists in traditional and contemporary art forms in the Greater Hamilton Region.

Our Vision – to be

An open and welcoming diverse community that acknowledges, respects, supports the skills and passion of art to anyone who identifies as a woman-identifying

An organization who shares within its membership knowledge and skills through classes, workshops and lectures

Values:

Resilience
Creativity
Diversity
Trust Support respect – beyond one goal or moment

Mission Statement:

To encourage a viable association of women-identifying artists, who wish to strengthen and share their creative spirit. To give inspiration and impart insightful knowledge of all contemporary and traditional art forms amongst ourselves and within our local community.

Vision

To have a thriving, diversified organization which provides our members with greater social and educational opportunities. To achieve an improved perception of WAAH within all sectors of our Hamilton area community.

Values:

We strive to ensure all members of WAAH have an awareness and a true understanding of our core values. We hold in high regard: diversity, respect, integrity and equality.