



Manitoba Women's Institute
Bylaw 2021

Manitoba Women's Institute

Mission Statement

“Manitoba Women's Institute is an organization that focuses on personal development, family, agriculture, rural development and community action
.... locally & globally.”

Vision Statement

Manitoba Women's Institute strengthens women, families and communities.

Motto

“For Home and Country”

Revised 2021



Manitoba
Women's
Institute

Manitoba Women's Institute

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MANITOBA WOMEN'S INSTITUTE BYLAWS

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Manitoba Women's Institute as follows:

DEFINITIONS

1. Definitions

In this bylaw:

- a. "**AGM**" means Annual General Meeting;
- b. "**MWI**" means the Manitoba Women's Institute;
- c. "**Act**" means *The Women's Institute Act* in the Province of Manitoba;
- d. "**Board**" means the Provincial Board duly elected or appointed that will govern MWI;
- e. "**Officers**" means the President, President-Elect, Past-President and Executive Administrator;
- f. "**Board Member (Director)**" means any person elected or appointed to the Board;
- g. "**Executive Administrator**" means the person employed by the Board to administer the day to day management of MWI. This position is responsible to the Executive Committee and will attend all Executive Committee and Board meetings in an ex-officio capacity;
- h. "**Institute**" means any Women's Institute organized or continued under the Act;
- i. "**Fiscal Year**" means the year starting November 1 and ending October 31 for membership and financial purposes.

GOVERNANCE

2. Name

This volunteer organization will be called the "MANITOBA WOMEN'S INSTITUTE" which throughout this document may be referred to as MWI.

3. Motto

The Motto of the Manitoba Women's Institute (MWI) will be "For Home and Country".

4. Mission Statement

MWI is an organization that focuses on personal development, family, agriculture, rural development, and community action both locally and globally.

5. Vision Statement

Manitoba Women's Institute strengthens women, families and communities.

6. Purpose

The purpose will be:

- a. To unite all members of MWI and to coordinate the work throughout the province;

- b. To express the view of MWI members on matters of provincial, national, and international importance;
- c. To advocate and work to strengthen agriculture, education, social, and economic conditions within the province;
- d. To provide official representation in the Federated Women's Institutes of Canada/WI Canada (FWIC) and the Associated Country Women of the World (ACWW).

7. Policy

- a. Manitoba Women's Institute (MWI) will be the provincial organization for all members including:
 - i. members of institutes which have been or may be formed under the Act;
 - ii. individual members;
 - iii. affiliate members;
 - iv. honorary members
- b. MWI will be strictly non-partisan and non-sectarian in every phase of its work and will not be operated in the interest of any party or sect but for the equal good of all citizens;
- c. MWI will be carried on without purpose of gain for its members and any profits or other gains to the organization shall be used in promoting its objectives in accordance with the Act as amended from time to time;
- d. The Bylaw presented here pertains to all MWI Regions, Institutes and Members.

8. Colours

The official colours of MWI are royal blue and gold.

9. Parliamentary Authority

MWI will refer to Robert's Rules of Order Newly Revised Edition as the organization's Parliamentary Authority for issues not covered by this Bylaw.

10. Regions

The province will be divided into Regions that reflect the geographic location of local institutes and individual members.

11. Bylaw Revisions and Amendments

This Bylaw may be amended, revised, or rejected by a two-thirds vote at the Annual General Meeting (AGM) or at a Special Meeting called for that purpose. All amendments to be voted on will be circulated to all members thirty (30) days prior to that meeting.

MEMBERSHIP

12. Membership

- a. Membership will be open to:
 - i. an **institute member** is a paid member of a local institute. These are “members in good standing” who have voting privileges;
 - ii. an **individual member** who pays a membership fee directly to MWI. Individual members in good standing have voting privileges;
 - iii. an **associate member**, who is an individual or group whose aims are consistent with MWI who pays a membership fee directly to MWI in an amount set by the Board. Associate members have no voting privileges;
 - iv. an **honorary member** is an individual upon whom the Board has bestowed symbolic membership, for a time specified by the Board. No membership fee will be paid, and no benefits of membership or voting privileges will be granted.
- b. Each member shall pay an annual membership fee determined by the Board to fund the operation of MWI, which fee shall not be inconsistent with the Act, as amended from time to time.
- c. All memberships must be in compliance with section 9 of the Act, as amended from time to time.

BOARD

13. Governing Body

The governing body will be the MWI Board.

14. Board

The Board will consist of the following Board Members:

- a. President;
- b. President-Elect;
- c. Past President;
- d. FWIC Manitoba Provincial Representative;
- e. Regional Representatives;
- f. One Representative from the University of Manitoba, Faculty of Agriculture and Food Sciences, if appointed;
- g. One Government-Appointed Director, if appointed;
- h. One Representative of Manitoba Agriculture & Resource Development (non-voting), if appointed.

15. Elections of Board Members

- a. Voting for Board Member positions of President-Elect and the FWIC Manitoba Provincial Representative will be by secret ballot and results determined by a

majority of all ballots cast including those cast in person, mail or by the use of technology/ electronic means.

- i. Each registered voting member present, either in-person, via mail in ballot or by use of technology/electronic means shall have one vote.
- b. Nominations will be accepted from the floor only in the circumstances that the nominating committee was unsuccessful in their search for a candidate for a position.
 - i. The criteria and nomination procedure of the nomination committee shall be completed in accordance with a nomination policy as directed by the Executive Committee from time to time.
- c. The Executive Administrator and two (2) non-voting scrutineers will be responsible for the ballot count, which will remain secret.
- d. A motion to destroy the ballots will be called.

16. Appointed Board Member Positions

- a. The following Board Member positions may be appointed by the Province of Manitoba, at their discretion:
 - i. One Government-Appointed Director;
 - ii. One Representative of Manitoba Agriculture & Resource Development (non-voting);
- b. The following Board Member position may be appointed by the Faculty of Agricultural and Food Sciences at the University of Manitoba, at their discretion:
 - i. University of Manitoba, Faculty of Agriculture and Food Sciences;
- c. The following Board Member positions shall be appointed by the Board of Directors of each Regional MWI at their annual regional event.

17. Officers

The following positions shall also be Officers of the MWI:

- a. President;
- b. President-Elect;
- c. Past President;
- d. Executive Administrator (non-voting).

18. Duties of Board Members

The duties of the Board Members will be those stated in accordance with this Bylaw and shall include but not be limited to:

- a. Being the governing body of MWI;
- b. Directing the general management of the MWI;
- c. Transacting any business, including consideration and acceptance of the financial statement and approval of annual operating budget;
- d. Appointing the administrative committees deemed necessary by the Board for the administration and promotion of the mission and goals of the MWI;
- e. Creating and developing bylaws and policies of the MWI;
- f. Ensuring all Board Members sign the "Code of Conduct" at the first meeting of the newly elected Board.

19. Term of Office

- a. All Board Members will hold office for a two-year (2) term, unless otherwise specified and will hold office until the close of the AGM at the end of their term.
- b. The exceptions to the two-year term of office will be:
 - i. the Past President will serve a one (1) year term;
 - ii. the FWIC Manitoba Representative will serve a three (3) year term;
 - iii. the Government appointee will serve a three (3) year term;.
- c. The President-Elect shall be elected at the AGM for a two-year (2) term, following which she shall be installed as President, following which, she shall be installed as the Past-President.
- d. No person will hold more than one office in MWI at any one time.
- e. Notwithstanding the foregoing, upon the expiration of their terms, Board Members (and officers, where applicable) may be re-elected or re-appointed provided that they are still a valid member of the MWI.

20. Vacancies

- a. A Board Member desiring to retire may do so by giving one (1) month's notice in writing to the President or Executive Administrator.
 - i. The Executive committee will have the option of appointing a member to fill this position until the following AGM.
- b. In the event of the resignation or death of the President, the President-Elect will assume the duties of the President for the remainder of the term.
 - i. This term does not constitute a term in office.
- c. In the event of the resignation or death of the President-Elect during her term, the Executive may appoint a President-Elect from the Board for the unexpired term, if the term is less than one year.
 - i. This would not disqualify the individual appointed from future nomination as President-Elect.
 - ii. If the unexpired term is more than one year; a President-Elect will be elected at the AGM following the vacancy for a one (1) year term.
- d. Any vacancy of Regional Representatives will be filled by the Region from which the vacancy occurs at their regional event.
 - i. In the event no Representative is elected the Board will appoint a Representative to fill the position.
- e. The remainder of Board positions may be filled at the discretion of the Board for the remainder of the term, if the term is less than one year.
 - i. This term does not constitute a term in office and the individual appointed could be nominated for the position in future.
 - ii. If the remainder of the term is more than one year, a Board Member will be elected at the next AGM for the completion of the vacated term.

- f. Any vacant positions on committees will be appointed to by the Executive Committee for the unexpired term.

DUTIES OF THE BOARD

21. The Provincial President shall

- a. Preside at all meetings of the Board and at the AGM unless delegating otherwise;
- b. Assist the Executive Administrator in preparing the agenda for Board Meetings;
- c. Oversee the administration of MWI;
- d. Serve as ex-officio member on all committees;
- e. Attend regional annual events, if possible;
- f. Perform other duties that are incidental to the office;
- g. Vacate the chair if she desires to take part in debate, returning only after final discussion;
- h. Vote only in a case of a tied vote;
- i. Act as Past President for a one-year (1) term following her term of office;
- j. Be an Officer of the MWI.

22. The President-Elect shall:

- a. Act for the President in her absence or, when requested to perform her duties;
- b. Make herself conversant with the operation of MWI;
- c. Chair Finance Committee;
- d. Perform other duties as requested;
- e. Be an Officer of the MWI.

23. The Past President shall:

- a. Continue on the Board as a resource person for a one-year term;
- b. Chair the Nomination Committee for a two-year term.

24. The Regional Representatives shall:

- a. Attend Provincial Board meetings;
- b. Present the interests of the membership in their region at board meetings;
- c. Serve on Board Committees;
- d. Communicate decisions of the Board to institutes and individual members in their region

25. The Federated Women's Institutes of Canada/WI Canada (FWIC) Manitoba Provincial Representative shall:

- a. Be a member of MWI;
- b. Represent MWI on the FWIC Board for a three (3) year term;
- c. Be prepared to assist the FWIC President with administration and policy, participate on FWIC committees, and represent FWIC at provincial meetings, if requested;
- d. Attend FWIC Executive meetings and Triennial Conventions, and prepare subsequent reports for MWI;

- e. Report to the membership on a regular basis through the Institute News, social and other media.

26. The Executive Administrator shall:

- a. Serve as the recording secretary-treasurer of the Board;
- b. Complete all duties and requirements of a secretary-treasurer, in compliance with the Act as amended from time to time;
- c. Be an Officer of the MWI.

EXECUTIVE COMMITTEE

27. The Executive Committee, if appointed by the President, will

- a. Assist the President in the affairs of MWI;
- b. Assist in the general supervision of the programs of MWI and perform other duties as are necessary;
- c. Act on behalf of the Board when asked to do so;
- d. All decisions of the Executive Committee shall be made by a majority of the members of the Executive Committee.

28. Power of the Executive Committee

The Executive Committee will have power to act on behalf of the Board. All grants of money and other funds will be received and expended under their direction as per the budget set by the Board and in accordance with the Bylaws of the organization.

MEETINGS

29. Meetings

- a. An **Annual General Meeting** shall be held in-person, via conference call or by electronic means, on a date and at a place as decided upon by the Board.
 - i. A minimum of a thirty (30) days' notice of the date, location and time of the meeting will be given to all members of MWI.
 - ii. Questions arising at any Annual General Meeting shall be decided by a majority vote of members registered at the meeting. Each member shall have one (1) vote only.
- b. **Special Meetings** of the general membership shall be in-person, via conference call or by electronic means and may be called at any time by the President or, in case of her absence, the President-Elect or by written request of three (3) Board Members.
 - i. Notice of such meeting will be the same as required for an Annual General Meeting.
 - ii. Costs of the Special Meeting will be covered by those attending.
 - iii. Questions arising at any Special Meeting shall be decided by a majority vote of members in attendance at the meeting. Each member shall have one (1) vote only.

c. **Board Meetings:**

- i. Shall be held at least six (6) times a year or more, whether in-person, via conference call or by electronic means, with the date, place and time to be determined by the Board.
- ii. Meetings may be held at the call of the President or three (3) Board Members.
- iii. Questions arising at any Board Meeting shall be decided by a vote of 50% + 1 of the voting Board Members in attendance at the meeting. Each Board Member shall have one (1) vote only.

30. Quorum of Meetings of the Membership

Attendance by fifty (50%) percent of the voting members personally present in-person, via conference call or by electronic means or present by proxy, shall be a quorum of any meeting of the members.

31. Quorum of Meetings of the Board

Attendance by a majority of the number of Board Member positions elected or appointed in any given year, in accordance with the Bylaws.

ANNUAL GENERAL MEETING

32. AGM Purpose

The purpose of the AGM shall be to:

- a. Vote on Bylaws and amendments of the Board;
- b. Receive the audited or reviewed financial report and appoint a Certified Professional Accountant for the following year;
- c. Conduct elections to the Board, as required;
- d. Vote on resolutions;
- e. Vote or complete such other business as may be properly brought before the meeting.

33. Annual Convention

- a. The AGM shall be held in conjunction with the Annual Convention, as long as an Annual Convention is held.

34. Voting on Motions and Resolutions at the AGM

- a. All resolutions to be voted on will be circulated to all members thirty (30) days prior to that meeting.
- b. Each member in good standing, registered and in attendance at the AGM will be entitled to one vote at the AGM.
- c. MWI members who are not present at the AGM may have their votes registered by proxy or by electronic means. These members will authorize in writing, on a form provided for that purpose, another member who will be present at the AGM to vote on their behalf.

- d. Proxy votes cannot be used on amended or emergency resolutions or elections where there are nominations from the floor
- e. Voting for resolutions and motions will be by show of voting cards and determined by a majority vote.
- f. Voting on changes to the Bylaws will be by a show of voting cards and requires a two-thirds (2/3) vote.
- g. If requested by a registered voter, a counted vote of voting cards will be taken.
- h. If requested in writing by five (5) registered voters, a secret ballot will be conducted.
- i. Electronic and email ballots will be implemented for elections and/or votes at the discretion of the Board.

FINANCES

35. Finances

- a. The funds of the MWI will not be expended for any purpose inconsistent with the Act;
- b. The Board will have the power to authorize any disbursements it deems necessary and consistent with the Act;
- c. The Board will have the power to authorize disbursements beyond its annual budget for an unexpected or emergency expenditure;
- d. The expenses of the Board, Committees and staff will be paid from MWI's funds as per the budget determined by the Board by cheque or electronically;
- e. Funds and all monies will be deposited to the credit of MWI in a chartered bank or credit union, electronically. Payment will be by cheque, credit card or electronically;
- f. The signing officers of the organization will be designated by a motion of the Board;
 - i. There shall be three signing officers designated by the Board with two signatures required on each cheque and for the purposes of establishing an account under the rules of that financial institution;
- g. At each Board meeting an Income and Expense Statement for the preceding month will be presented by the Executive Administrator and verified by the Finance Committee and Board.

36. Auditors/Financial Reviewers

An auditor or financial reviewer will be appointed at the AGM to prepare an audit or review of the books of MWI for the next Annual General Meeting.

37. Special Funds

- a. The "Manitoba Women's Institute Forever Fund" will:
 - i. Receive gifts and bequests
 - ii. Be used to enhance the work of MWI in focusing on its current mission statement;
 - iii. Provide long-term continuity of funds to enable MWI to carry out its purposes and objective on an uninterrupted basis;
 - iv. Expend the required portion of said funds each year to remain in compliance with the Canadian Revenue Agency charitable status rules.

- b. MWI may set up “Special Funds” from time to time for the purpose of providing
 - i. Long-term continuity of funding to enable MWI to carry out its purposes and objectives on an uninterrupted basis, including augmenting office and administration funds;
 - ii. Funds for development of programs and projects consistent with the mission of MWI.

REPEAL AND EFFECTIVE DATE

38. Repeal of Prior Bylaws

In ratifying this Bylaw, the Members of the MWI repeal all prior Bylaws of the MWI.

39. Enactment of Bylaws

This Bylaw is hereby enacted and will come into force and take effect on the day of its passage.

ENACTED THIS 11th day of May, 2021

Updated at the MWI AGMs of 1997, 2002, 2013, 2020, 2021

