

# The Manitoba Society of Artists Constitution and Bylaws

Approved at the MSA Special General Meeting held on December 22, 2025

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## ARTICLE I ORGANIZATION

The organization shall be known as The Manitoba Society of Artists. The Manitoba Society of Artists shall be referred to as "the Society" throughout the following Articles.

## ARTICLE II MISSION AND OBJECTIVES

The Society is dedicated to fostering the visibility and stature of Manitoba visual artists; and the Society supports established and emerging artists across various genres, styles, and media. The Society's activities will include, but not be limited to, the following:

1. Holding open juried competitions and exhibitions.
2. Having presentations made by various persons or groups, gallery visits, lectures, films, workshops, and other activities of an artistic nature.
3. Holding exhibitions of works by Society members at various times throughout the year.

## ARTICLE III THE OJCE

The Manitoba Society of Artists Open Juried Competition and Exhibition shall have rules and regulations and shall be administered in such a manner as to be independent of the workings of the Society.

## ARTICLE IV MEMBERSHIP

### A. MEMBERSHIP CATEGORIES

1. The Society has the following four (4) membership categories:
  - a) Signature – full membership and use of the MSA designation.
  - b) Associate – Manitoba artists wishing to participate in eligible Society activities who are not Signature members.
  - c) Supporting – individuals or organizations who wish to support the Society.
  - d) Honourary Life Member – Signature members who have provided longstanding and/or exemplary service to the Society.

### B. REQUIREMENTS FOR SIGNATURE MEMBERSHIP

1. In order to qualify for Signature membership, the candidate must:
  - a) be a professional or emerging artist;
  - b) be a resident of Manitoba;
  - c) complete and submit an application in the prescribed form to the Society; and
  - d) be elected to Signature membership in the Society through the process set out hereafter.

### C. APPLICATION FOR SIGNATURE MEMBERSHIP

1. An artist's application for Signature Membership shall abide by the Society's eligibility, terms, and conditions of entry (as approved by the Society's Executive).

#### **D. SIGNATURE MEMBERSHIP JURY PANEL**

1. The Signature Jury Panel will consist of at least five (5) jurors to be selected by the Society's Executive. The Executive will review the backgrounds credentials of the prospective jurors to ensure that the juror's expertise and professional judgment will be congruent with the Society's mission and objectives. Additional consideration will be given to ensure that the Jury Panel is balanced with diverse artistic, professional, and geographic backgrounds.

#### **E. PROCESSING THE SIGNATURE APPLICATION**

1. The applications for Signature membership will be in accordance with the Society's jurying process (as approved and published by the Executive).

#### **F. SIGNATURE MEMBER RIGHTS AND RESPONSIBILITIES**

1. A Signature Member in good standing (who has paid the annual membership dues):
  - a) may use the initials MSA after their name whenever their name is used in an artistic context;
  - b) may take part in Society exhibitions and activities;
  - c) has the right to speak at meetings;
  - d) has the right to vote;
  - e) may hold an Executive and/or Board of Director position; and
  - f) should attend the General Meetings of the Society.

#### **G. ASSOCIATE MEMBER**

1. An Associate Member is any artist resident in Manitoba who wishes to be a member of the Society but has not attained the Signature membership. An Associate Member may not use the initials MSA after their name or in their promotional materials.
2. An artist is required to submit a formal application to become an Associate Member, and be subsequently approved by the Society's Executive.
3. An Associate Member in good standing (who has paid the annual membership dues):
  - a) may not use the initials MSA after their name or in their promotional materials;
  - b) may take part in the Society exhibitions where eligible;
  - c) may take part in other Society activities;
  - d) has the right to speak at meetings;
  - e) does not have the right to vote; and
  - f) may hold an Executive and/or Board of Director position (except President or Vice-President).

#### **H. SUPPORTING MEMBER**

1. A Supporting Member is any individual or organization who wishes to be a member but does not participate as an artist in the Society's exhibitions or other artistic events. Supporting members do not need to be a resident of Manitoba.
2. An individual or organization is required to submit a formal application to become a Supporting Member, and be subsequently approved by the Society's Executive.
3. A Supporting Member in good standing (who has paid the annual membership dues)
  - a) may not use the initials MSA after their name or in their promotional materials;
  - b) may not participate in the Society exhibitions as an artist;
  - c) may take part in other Society activities;
  - d) has the right to speak at meetings; and
  - e) does not have the right to vote.
  - f) may hold an Executive and/or Board of Director position (except President or Vice-President).

#### **I. HONOURARY LIFE MEMBER**

1. An Honourary Life Member shall be a Signature member in good standing who, as a result of rendering longstanding and/or exemplary service to the Society, is duly honoured by being awarded this status.
2. Any Signature Member of the Society may nominate an individual for Honourary Life Membership by notifying the Society's Executive. A person becomes an Honourary Life Member by a majority vote of the Executive at any Executive meeting.

3. An Honourary Life Member:
  - a) may use the initials MSA (Hon) after their name whenever their name is used in an artistic context;
  - b) may take part in Society exhibitions and activities;
  - c) has the right to speak at meetings;
  - d) has the right to vote;
  - e) may hold an Executive and/or Board of Director position; and
  - f) is not liable for membership fees.

#### **J. MEMBERSHIP STATUS**

1. A member who pays their annual membership fees shall be considered a member in good standing.
2. The Society shall undertake best efforts to notify members of their membership renewal requirements. Any member who does not pay their annual membership fees within two months following the due date shall become an Inactive Member and will be ineligible to participate in Society activities and/or utilize their MSA Signature.
3. In the event that the member does not pay their annual membership fees within four months of due date, the member shall have their name removed from the membership roll of the Society.

#### **K. RE-INSTATEMENT OF FORMER MEMBERS**

In order to be reinstated as a member of the Society after being removed from the membership roll, an application for reinstatement may be made in one of the following ways:

1. Make formal application for membership in the Society as set out in Article IV; or
2. Submit a written document outlining the desire for reinstatement with the Society, which shall be presented to the Executive for consideration on an individual case basis.

#### **L. DISCIPLINE AND/OR THE REMOVAL OF MEMBERS**

In the event of misconduct or allegations of misconduct of a member of the Society the following steps shall be taken:

1. Any one or more members may approach the Executive with a concern/ allegation. Executive members with a conflict of interest must at a minimum recuse themselves from all deliberations.
2. The Executive shall form a Committee of not less than three (3) impartial Signature members to investigate the concern/allegation;
3. The Committee shall take such steps as it deems reasonable to investigate the concern/ allegation and report back to the Executive within a reasonable period of time.
4. The Executive shall determine what, if any, further investigation should be done, and in the event of a determination of wrongdoing, shall decide on the appropriate action to be taken against the offending member;
5. Disciplinary action may include, but is not limited to:
  - a) limitation of exhibition privileges;
  - b) removal from Executive and/or applicable committee;
  - c) prohibition from serving on a committee or Executive either for a set period or an indefinite period of time;
  - d) temporary or permanent removal from the membership of the Society, including the setting of requirements for reinstatement;
  - e) repayment of any amounts of money wrongly received;
  - f) return of awards;
  - g) advise others affected by the offender's actions;
  - h) take legal action; and
  - i) determine whether or not the general membership should be informed of the situation.

#### **M. CONDITION FOR APPEAL**

1. In the event of a request for an appeal resulting from allegations of misconduct of a member of the Society the following steps shall be taken:

- a) within seven (7) days the said member shall submit a written notice to the Executive requesting an appeal;
- b) the unrecused Executive shall convene to consider the request and respond within twenty-one (21) days;
- c) if the decision is negative, then the initial decisions will be binding;
- d) if the Executive votes to allow the appeal to proceed, then the Executive will conduct the appeal;
- e) the President shall chair the appeal process; in the case of conflict of interest involving the President, the best efforts are required to select an impartial Chair from among the Executive and/or membership;
- f) the Executive shall hear the information from all parties involved and make an informed decision, no later than thirty (30) days, which shall be binding and final.

## **ARTICLE V GOVERNANCE**

### **A. EXECUTIVE AND BOARD OF DIRECTORS**

1. The Executive shall be the President, Vice-President, Treasurer, and Secretary.
2. The Board of Directors of the Society shall be the Executive (President, Vice-President, Treasurer, and Secretary), and other members of the Society as circumstances and needs require. The total number of Directors shall not exceed 12 members.
3. Members of the Executive and Board of Directors are elected to two year terms at the Society's Annual General Meeting in accordance with process specified in Article X.
4. Vacancies on the Executive or Board of Directors, or the establishment of new Board of Director positions, may be filled on an interim basis by the Executive and ratified at the subsequent General Meeting of the Society.

### **B. DUTIES OF THE PRESIDENT**

1. The President:
  - a) shall preside at all Executive, Board of Directors, and General Meetings of the Society;
  - b) shall have the power to call all meetings of the Executive, Board of Directors, and General Meetings of the Society as is deemed necessary;
  - c) shall have a vote at all Executive, Board of Directors, and General Meetings of the Society, and in the case of a tie vote, shall cast the deciding vote;
  - d) shall appoint all committee chairpersons;
  - e) shall be an ex-officio member on all committees;
  - f) shall preside not longer than four years consecutively; and
  - g) shall be the chairperson of the Open Juried Competition and Exhibition.

### **C. DUTIES OF THE VICE-PRESIDENT**

1. The Vice-President shall preside in the absence of the President and in that capacity shall have the same powers and duties as the President.
2. The Vice-President shall be the Vice-Chairperson of the Open Juried Competition and Exhibition.

### **D. DUTIES OF THE TREASURER**

1. The Treasurer:
  - a) shall be custodian of all funds of the Society;
  - b) shall payout funds only on the direction of the Executive;
  - c) shall keep the financial and accounting records which shall be open to inspection of members at any reasonable time;
  - d) shall furnish a financial report at meetings of the Board of Directors;
  - e) shall prepare the annual financial report in conjunction with the Audit Committee appointed at the Annual General Meeting;
  - f) shall be the Treasurer of the Open Juried Competition and Exhibition; and
  - g) shall be Member of the Society.

## **E. DUTIES OF THE SECRETARY**

1. The Secretary:
  - a) shall be a Member of the Society;
  - b) shall attend and keep minutes of all meetings;
  - c) shall assist in arranging meetings; and
  - d) shall perform such other duties as may be required by the Executive.

## **ARTICLE VI MEETINGS**

1. In accordance with the Society's fiscal year ending August 31, there shall be an Annual General Meeting (AGM) in October of each year. At this AGM, all annual reports shall be submitted and the election of Board of Directors shall be held.
2. The President:
  - a) may call a Special General Meeting of the Society; or
  - b) shall do so upon request signed by five voting members.
3. The business to be considered at Special General Meetings shall be described in a notice thereof.
4. Place of meeting shall be decided according to requirements of the meeting.
5. Notice of any General Meeting shall be given in writing at least ten days (10) prior to the meeting.
6. The Society's Executive, Board of Directors, and General Meetings may be held in person and/or via digital means. Members participating digitally in such meetings are deemed to be present for the purposes of quorum.

## **ARTICLE VII FINANCE AND BANKING**

### **A. FINANCE**

1. The Society shall be financed by:
  - a) membership fees;
  - b) a commission on members works sold at Society exhibitions; and
  - c) grants, donations, and/or other fundraising events.

### **B. BANKING**

1. The finances of the Society shall be kept in a recognized Canadian bank or Credit Union.
2. The cheques shall be signed by two authorized members of the Society.

### **C. AUDIT COMMITTEE**

1. The financial and accounting records of the Society shall be examined annually by an Audit Committee and/or an accredited independent accounting firm that shall be appointed at the Annual General Meeting.

### **D. EXPENDITURES**

1. a) expenditures shall be controlled by the Executive;
- b) gifts from the Society shall be approved by a majority vote at a prior executive meeting;
- c) individual reimbursable or other expenditures to a member of the Society's Board of Directors exceeding one thousand dollars (\$1,000) may be made by the Executive only after having been approved by a majority vote at a General Meeting of the Society's membership.

### **E. DISPOSITION OF ASSETS**

1. In the event of dissolution of the Society, the assets of the Society shall be disposed of as follows:
  - a) the archival materials shall be donated to the Manitoba Provincial Archives;
  - b) all other assets shall be liquidated and the cash used to establish a trust fund in the name of the Society. The said fund shall be administered by the University of Manitoba for the purpose of

providing a scholarship(s) for a 4th year Fine Arts student(s) at the University of Manitoba School of Art. Each year 1% of the interest shall be added to the principal of the fund, and the balance of the interest may be awarded each year.

## **ARTICLE VIII**

### **QUORUM**

Two members of the Executive plus seven (7) other voting members shall be the quorum for General Meetings of the Society. The Society's Executive, Board of Directors, and General Meetings may be held in person and/or via digital means. Members participating digitally in such meetings are deemed to be present for the purposes of quorum.

## **ARTICLE IX**

### **ADDITIONAL COMMITTEES**

In addition to the Executive and Board of Directors, the Society will have periodic needs for the following:

#### **A. WORKING COMMITTEES**

1. All committees, unless otherwise specified, shall have a Chairperson appointed by and approved by the Executive. The Committee Chairpersons shall add members as is deemed necessary to perform duties of the Committee.

#### **B. NOMINATING COMMITTEE**

1. There shall be a Nominating Committee comprised of voting members who will not be pursuing an elected position with the Society, and shall have a Chairperson who shall be appointed at a General Meeting of the Society.

## **ARTICLE X**

### **ELECTION OF THE EXECUTIVE AND BOARD OF DIRECTORS**

1. The Board of Directors shall be elected from among the membership of the Society. The Board of Directors of the Society shall be the Executive (President, Vice-President, Treasurer, and Secretary), and other members as Society as circumstances and needs require. The total number of Directors shall not exceed 12 members.
2. Members of the Board of Directors are elected to two year terms at the Society's Annual General Meeting.
3. Recommendations of the Nominating Committee shall be provided to the general membership of the Society at least six (6) weeks prior to the Annual General Meeting.
4. Voting members shall forward any further nominations to the Chairperson of the Nominating Committee at least four (4) weeks prior to the Annual General Meeting.
5. The Chairperson of the Nominating Committee shall forward the ballots containing the names of all candidates to the voting members at least ten (10) days prior to the Annual General Meeting.
6. All ballots must be received by the Chairperson of the Nominating Committee at or prior to the Annual General Meeting, at which time the ballots will be counted and the new Board of Directors introduced.
7. Mid-year vacancies on the Board of Directors, or the establishment of new Board of Director positions, may be filled on an interim basis by the Executive and ratified at the subsequent General Meeting of the Society.

## **ARTICLE XI**

### **AMENDMENTS**

No Bylaw or Constitution in part or whole, may be amended or repealed or shall any new Bylaw be enacted, except at a General Meeting of the Society of which at least ten (10) days previous notice, in writing, stating purpose, has been given to each member of the Society.