

**Manitoba Moon Voices Inc.
By – Law No. 4**

By-laws relating to the conduct of the affairs of Manitoba Moon Voices Inc.

**BE IT ENACTED AND IT IS HEREBY ENACTED as by-laws of
Manitoba Moon Voices Inc. (hereinafter referred as “MMVI”)**

Manitoba Moon Voices Inc. is a non-profit organization supporting leadership and advancement for/by Indigenous women and gender-diverse people in the Province of Manitoba.

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Article 1-Definitions & Interpretation

1.01 Definition

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:

“2S+ person” means an Indigenous feminine identifying or gender-diverse person who is part of the LGBTQQIA+ community.

“Act” means the Manitoba Corporations Act, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“Articles” means the original Articles of Incorporation and any Articles of Amendment of MMVI;

“Auditor” refers to the individual or firm appointed by the Board of Directors to undertake the annual financial audit of MMVI;

“Board” means the Board of Directors of MMVI and “Director” means an elected or appointed member of the Board; the designated representatives of the governing body of MMVI;

“By-Law” means this By-Law and any other By-Law of MMVI as amended and which are, from time to time, in force and effect;

“Corporation” means Manitoba Moon Voices Inc.;

“Executive Circle” consists of directors of MMVI who are elected as officers for the Corporation by the Board of Directors after an Annual General Assembly

“Female persons” means Indigenous persons who are or identify as female;

“Gender-diverse” means Indigenous person(s) who identify and demonstrate the diversity of gender expression beyond the binary framework;

“Grandmothers” are Indigenous women or gender-diverse people who are recognized as role models for their wisdom;

“Indigenous” means individuals included in Section 35 of the Constitution Act (1982), including the First Nation, Inuit, and Métis peoples of Canada, regardless of residency. A term used to describe the Indigenous people of Turtle Island-known as the land mass of North America;

“Indigenous Ancestry” means the individual can provide supporting documentation proving Indigenous ancestry;

“Meeting of council” means an Annual, General, or Special Assembly or Meeting of members;

“Motion” means a proposal, or a proposition raised at a meeting and submitted for consideration, debate or vote by the Board of Directors;

“Membership” means all Indigenous women and gender-diverse people registered with Manitoba Moon Voices Inc.;

“Officer” is any person appointed by the directors of MMVI or elected by the membership to the offices of the Corporation with full capacity and powers to manage the business and affairs of MMVI as defined in section 116 of the Act;

“Proven Indigenous Ancestry” means one can provide documentation, such as a Métis Citizenship Card, Status Card, Inuit Card; or ancestry that can be verified by some other form of documentation provided by the applicant;

“Recorded Address” means, in the case of a member, their address as recorded in the register of members and, in the case of a council member, officer, auditor or member of a committee of the council, their address as recorded in the records of MMVI;

“Regional North” means north of the 53rd parallel in the Province of Manitoba;

“Regional South” means south of the 53rd parallel in the Province of Manitoba;

“Regular member” is an Indigenous woman or gender-diverse 2S+ person registered as a member of MMVI with full voting rights;

“Ordinary Resolution” is a decision of directors or members at a meeting of directors or members passed by a majority of not less than 50% plus 1 of the votes cast by members or directors who voted in respect of that resolution; Or a written record of decisions taken in lieu of an organizational meeting of directors;

“Signing officer(s)” are in relation to any instrument that any persons authorized to sign on behalf of MMVI pursuant to the provision of this by-law or any resolution passed pursuant thereto;

“Special Resolution” is a decision of directors or members at a meeting of directors or members passed by a majority of not less two-thirds (2/3) of the votes cast by members who voted in respect of that resolution; Or a written record of decisions taken in lieu of an organizational meeting of directors;

“Youth member” is an Indigenous female or gender-diverse 2S+ person between the ages of 15 and 29 years of age that is registered as a member of MMVI with full voting rights;

1.02 Interpretation

This By-Law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- a) All terms which are contained in the By-Laws of MMVI and which are defined in the Act or the Regulations made hereunder shall have the meanings given to such terms in the Act or such Regulations;
- b) In all By-Laws of MMVI, where the context so requires or permits, the singular shall include the plural and the plural the singular;
- c) The headings used in the By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions.
- d) Other than specified in section 1.01, words and expressions defined in the Act have the same meanings when used in these By-Laws.

Article 2-General

2.01 Execution of Document

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers of the Board. In addition, the Board may from time to time direct the manner in which the person(s) 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 signing officer may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy thereof.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Treasurer or their designate and one (1) other officer of the Board, and in such a manner as the Board of Directors may from time to time designate by resolution.

2.02 Registered Office

Until changed in accordance with the Act, the registered office of MMVI shall be in Winnipeg, in the Province of Manitoba, and at such a place therein as the Board may from time to time determine by special resolution of the Board of Directors.

2.03 Articles of Incorporation

The articles of incorporation means the articles of MMVI as from time to time amended, supplemented or restated and as the term “articles” is more particularly

defined in the Act; shall be in the form prescribed by the Board of Directors and shall be kept at the registered office of MMVI.

2.04 Financial Year

The fiscal year of MMVI shall be from the 1st day of April to the 31st of March inclusive of the following year or as determined by the Board.

2.05 Banking Arrangements

The banking business of MMVI shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by Ordinary Resolution. The banking business or any part of it shall be transacted by an Officer(s) of MMVI and/or other persons as the Board may by Ordinary Resolution from time to time designate, direct, or authorize.

2.06 Annual Financial Statements

MMVI may, instead of sending copies of the annual financial statements and other documents referred to in section 149.1 (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in section 149.1 are available at the registration office of the Corporation and any member may, on request, obtain a copy free of charge at the registration office or by prepaid mail or by electronic mail. Nothing in this article would prevent MMVI from uploading its financial statements onto its website and inviting members to review them prior to the AGA.

2.07 Invalidity of any Provisions of this By-Law

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.

Article 3-Membership

3.01 Membership conditions

Subject to the Articles, there shall be two (2) classes and up to 4 subclasses of membership. Membership shall be open to all persons of Manitoba who agree to the Code of Honour, Vision, Mission and Objectives of MMVI and who otherwise qualify for any class of membership. The classes of membership and qualifications for membership shall be as follows:

Class 1: Voting Members

Regular Member:

- a) An Indigenous woman or gender-diverse person of Indigenous ancestry

at least eighteen (18) years of age who supports the Vision, Mission and Objectives of MMVI, and agree to abide by the Code of Honour

- b) Indigenous as defined by the Constitution Act (1982) or
- c) Indigenous Ancestry and
- d) A resident of the Province of Manitoba for more than 6 months

Youth Member:

- a) An Indigenous woman or gender-diverse person aged 15-29 years of age who supports the Vision, Mission, and Objectives of MMVI and agree to abide by the Code of Honour
- b) Indigenous as defined by the Constitution Act (1982) or
- c) Indigenous Ancestry and
- d) A resident of the Province of Manitoba for more than 6 months

Class 2: Non-Voting Members

Associate Members:

- a) Indigenous Group Member:
 - a. Indigenous grassroots women and gender-diverse people's group or organization that supports the Vision, Mission, and Objectives of MMVI.
- b) Organizational Member:
 - a. A corporation, association, educational institute, First Nation, Tribal Council, Métis Local, Métis Settlement, and all other organizations, and associations or agencies that represent and/or advocate on behalf of Indigenous women and gender-diverse people who support the Vision, Mission, and Objectives of MMVI.
 - b. A registered and incorporated organization that supports MMVI and wishes to signify by being a member and operates in the Province of Manitoba as accepted and approved by the Board of Directors.
- c) Community Allies:
 - a. Community allies are those individuals and/or groups who work towards advocating, are inclusive and supportive of Indigenous women and gender-diverse people, and support the Vision, Mission, and Objectives of MMVI.
 - b. Must be a resident or operate in the Province of Manitoba.
- d) Community Partners:
 - a. The larger community, organizations, groups, and partners that may not be an Indigenous group but support, advocate, and are

inclusive to Indigenous women and gender-diverse people who support the Vision, Mission, and Objectives of MMVI.

- b. Must operate in the Province of Manitoba.

3.02 Membership Rights

The following provisions shall regulate the rights and duties of the members in each class of membership;

Class 1: Voting Members

- a) May voluntarily attend programs, conventions, regional conferences, Annual Assemblies, or other general meetings related to MMVI at their own expense or unless otherwise indicated and approved by the Board of Directors;
- b) If registered and attending, they may vote at all MMVI membership meetings.
- c) May be nominated for elections of the Board of Directors or hold office provided the member has not had the privilege to do so suspended and is at least eighteen years of age.
- d) May be a member of a council or committee of MMVI if they have not had the privilege to do so suspended and are appointed by the Board.
- e) At all conventions, regional conferences, Annual Assemblies, or other general meeting of MMVI at which members vote; a member can have one vote and must be in good standing 30 days before the AGA.
- f) Not permitted to vote by proxy in any elections.

Class 2: Non-Voting Members

- a) Associate Members
 - a. They may voluntarily attend at their expense conventions, regional conferences, annual assemblies, or other meetings of MMVI, at their own expense, with the right to participate in all discussions but not to vote on any questions or stand for election to any office of MMVI.
 - b. If appointed by the Board, they may be members of an MMVI committee and vote on committee decisions.

3.03 Membership Dues

Any fees or dues payable shall be only those fixed from time to time by motion of the Board of Directors of MMVI, such motion to be unanimous, and any such dues or fees shall only become effective upon confirmation by a majority of members at any Annual or Special Assembly of MMVI. Any such fees become payable by ten (10) days before the Annual General Assembly date.

3.04 Discipline of Members

Any dispute regarding a report of severe misconduct by members described in the code of honour will be resolved by a quorum of the Board's directors, which may result in the suspension and/or termination of membership with MMVI. If a decision cannot be made, a quorum of Directors may vote to request the Grandmothers Advisory Circle to mediate and provide a final decision.

3.05 Transferability of Membership

A member's interest in MMVI is not transferable and lapses and ceases to exist upon their death or dissolution of a corporation, organization, or association or when they cease to be a member by resignation or otherwise in accordance with section 3.04 of the By-Laws.

Article 4-Meeting of Members

4.01 Annual General Assembly

- a) The MMVI Annual General Assembly (“AGA”) or Annual Meetings of Members will be held at such time and location as the Board may from time to time determine, except that the AGA must be held no more than fifteen (15) months after the last AGA, and no more than six (6) months after the end of the fiscal year.
- b) Every AGA must include a report by the Board of Directors, the Executive Director, the financial statements of MMVI activities for the past year, and an Auditor’s report;
- c) Election of the Board of Directors for positions vacated and the expiry of any terms;
- d) Request for the Grandmothers Advisory Circle and Youth Council members and confirmation of current members at the AGA.
- e) At every AGA, the members shall appoint auditors for the next fiscal year;
- f) Any other business that might properly be placed on the agenda with prior approval by the Board will be considered special business.

g) Any amendments to the Corporation's by-laws must first be approved by special resolution by the Board as special business of the AGA. Amended By-Laws for approval of membership are also approved by special resolution and require notice to members entitled to vote at a Meeting of Members outlined in sections 4.02 and 4.03.

4.02 Notice of Meeting of Members

- a) No public notice of any Annual or Special Meetings of MMVI shall be required.
- b) Notice of the time and place of every Meeting of Members shall be given to each Regular and Youth member in good standing by sending a written notice by prepaid mail, email, telephonic, electronic, or another communication facility;
- c) Notice will be sent to the last contact information provided by the MMVI records for the Regular or Youth member in good standing.
- d) Notice will be given no less than fourteen (14) days prior to the record date for the determination of a member in good standing.
- e) The record date for the determination of a member in good standing is thirty (30) days before the date on which the meeting is to be held.

4.03 Notice of Business

Notice of a Meeting of Members at which special business is to be transacted shall state;

- a) The nature of that business in sufficient detail to permit the member entitled to vote to form a reasoned judgement thereon; and
- b) The text of any special resolution to be submitted to the meeting.
- c) If any member meeting is held electronically, the notice of meeting must include instructions on how to participate electronically.

4.04 Special Meetings of Members

- a) The Board of Directors of MMVI may call a special meeting of members at any time to discuss urgent business.

4.05 Chair of Meeting of Members

The Chairperson of any Meeting of Members may be a third party retained by the Board of Directors at their discretion, subject to any Board policy on the qualifications required for this position and the budget allotted. If the third party is not retained, the Chairperson of any meeting of members shall be the Co-Chair of the Board of Directors.

4.06 Quorum at Meetings of Members

A quorum at any Meeting of Members shall be a majority of the members entitled to vote that are registered for and present at the meeting when the meeting is called to order. If a quorum is present at the opening of a Meeting of Members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.07 Votes to Govern at Meetings of Members

At any Meeting of Members, every question shall, unless otherwise required by the Act or MMVI By-Laws, be determined by Ordinary Resolution of the members entitled to vote that are registered and present at any meeting of members.

Each member entitled to vote shall have one vote and shall not be permitted to vote by proxy at any meeting.

4.08 Meetings of Members in Person and Other Than in Person

a) Meeting of Members may be held, partially or wholly, in person and/or electronically or in another communication facility that permits all participants to communicate adequately with each other during the meeting. Proxies are not permitted.

b) Every Meeting of Members must be accessible electronically to all members, and all materials must be available electronically at the Meeting.

c) A member will be deemed able to communicate adequately in the meeting if they have an internet connection that is reasonably available to them.

4.09 Adjournment

a) Any Meeting of Members may be adjourned by the Chairperson from time to time to any other place and time, and any such business may be transacted at the resumption of an adjourned Assembly or meeting as may have transacted at the original Assembly or meeting.

b) The Chairperson may adjourn any Assembly or meeting because of the limitation of time, lack of quorum, or any other reason which, in their opinion, is reasonable;

c) No notice shall be required of the resumption of an adjourned Assembly or meeting.

Article 5-Directors

5.01 Number and Composition of Directors

a) The affairs of MMVI shall be managed by a Board of Directors numbering nine (9) Directors. The Members entitled to vote at the AGA shall elect the Directors and

shall ensure that the Board includes:

- b) Four (4) executive circle directors, of which two (2) directors will be the Co-Chairs, one (1) will be the Treasurer, and one (1) will be the Secretary.
- c) There will be two (2) Regional directors, one (1) of whom will be the Regional North Representative and one (1) of whom will be the Regional South Representative (if available).
- d) There will be one (1) Youth Representative, one (1) Grandmother Representative, and one (1) Member-at-Large.
- e) Representatives must have documentation verifying their membership in the group or community they represent; however, they are not required to reside in that specific location to represent that community.
- f) All director positions are non-specified positions elected by the highest votes by the membership using a multi-winner election system.
- g) The Executive Circle and all individual positions are determined at the first meeting of directors immediately following the elections.

5.02 Terms and Restrictions

- a) All Directors, upon election or appointment, shall immediately enter into the performance of their duties and shall continue in office for the duration unless before the expiry of the said term they resign, are removed, no longer fulfill the qualifications for being a Board member, or are otherwise unable to fulfill an unexpired term. Each Director may serve consecutive terms, without limitation, on the Board of Directors.
- b) Upon taking office, each Director must sign a document committing to compliance with the Code of Honour, Ethics, and Conflict of Interest, as prepared by the Board from time to time.
- c) Each Director must, annually during their term(s), take an oath of office, the manner and content of which will be determined by the Board from time to time, but which must refer to the principles reflected in the teachings of Wisdom, Love, Respect, Courage, Honesty, Humility, and Truth.
- d) Director terms shall be staggered, with directors elected over staggering years as outlined in the election cycle chart in Appendix A.
- e) No employee of MMVI shall be eligible for election or appointment to the Board except in the case where the employee has not been employed by MMVI for a period of two (2) years from the date the employee's departure from MMVI.

f) No Director of the Board of Directors of MMVI may be eligible to apply for employment with MMVI except where such Director has resigned from the Board of Directors prior to submitting an application for employment with MMVI.

g) A Director cannot be or assume the position of contractor for MMVI without the consent by special resolution of the Board of Directors.

5.03 Qualifications

a) Each Director shall be an Indigenous woman or gender-diverse individual of Indigenous ancestry

b) Who is a Regular or Youth member who supports the Vision, Mission, and Objectives of MMVI and agrees to abide by the Code of Honour

c) Who is not less than 18 years of age;

d) Who has the legal capacity to enter into contracts;

e) Who is a resident of Manitoba for the entire term as a Director;

f) Not be an undischarged bankrupt;

g) Not be an employee of MMVI or MMVI sponsored program, and if any Director becomes an employee of MMVI or MMVI sponsored program, they shall, immediately upon becoming an employee or participant in a sponsored program, resign as a Director of MMVI.

5.04 Duties of the Board of Directors

a) Every Director and Officer of MMVI has a duty of care in exercising their powers and discharging their duties they shall:

i) Act honestly and in good faith with a view to the best interests of the corporation; and

ii) Exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances.

b) Every Director and Officer of MMVI shall comply with the By-Laws, Code of Honour of MMVI.

c) The Board of Directors of MMVI shall:

i) Manage all the affairs of MMVI and make or cause to be made in its name any kind of contract into which MMVI may lawfully regularly enter;

ii) Generally, save as hereinafter provided, the Board shall exercise all other

powers and do all such other acts as MMVI may, by its By-Laws or otherwise, be authorized to exercise.

iii) Without limiting the foregoing management authority, the Board of Directors is expressly empowered from time to time to purchase, lease, or otherwise acquire, alienate, sell, exchange, or otherwise gain or dispose of stocks, shares, rights, warrants, options or other securities, land, buildings, or other property, real or personal, moveable or immovable, or any rights or interests therein for consideration and upon such terms and conditions as the Board may deem advisable.

iv) In order to have their expenses paid, Directors attending a meeting must remain for the entire meeting except where a Director is permitted to leave early for personal or family emergency or other exceptional circumstances approved by the Board of Directors.

v) All members of the Board of Directors must adhere to the Code of Honour, the Vision, Mission and Objectives, the By-Laws, and the Board Policies of MMVI and failure to do shall be cause for the disqualification of a Board of Director.

5.05 Process for Election of Directors

a) The election shall take place at an Annual or special assembly and notice given to members subject to sections 4.02, 4.03, and 4.04 of the By-Laws;

b) A registered Regular or Youth member of MMVI in good standing and registered no less than thirty (30) days prior to the assembly at the time of nomination must have a nominator and seconder who are registered MMVI Regular or Youth members also in good standing and registered no less than thirty (30) days prior to the assembly;

c) The Regular or Youth member must support the Vision, Mission, and Objectives of MMVI and agree to abide by the Code of Honour to be eligible on the day of elections to be considered in good standing;

d) To be a candidate for election, the member nominated for directorship must accept and consent to the nomination by signing the nomination document and be present at the Annual Assembly.

e) Candidates will each be allowed to address the membership present at the assembly for four (minutes) or as determined by the membership; this is inclusive of nominator's address to the assembly

f) The voting for the election will be by secret ballot approach, where a third-party neutral election officer will be contracted.

- g) The third-party neutral election officer will open the nomination and will provide the prescribed nomination form or document to Regular and Youth members.
- h) The third-party neutral election officer will close nominations at the set time listed on the agenda.
- i) Each Regular or Youth member registered for and present, whether in person or virtually, at a meeting to elect a director is entitled to cast one vote per vacant director position by way of a ballot.
- j) If the number of nominated candidates is equivalent to the number of board positions up for election, a secret ballot voting process will still occur to document the number of votes per candidate.
- k) If the number of candidates nominated for any director position exceeds the number of positions to be filled, the candidates who received the fewest votes shall be eliminated until the number of candidates remaining equals the number of positions to be filled.
- l) By a show of hands of the membership, an Ordinary Resolution shall be passed to accept the new Board of Directors after the election results are declared.
- m) If there is a tie for the last Director position, the third-party neutral electoral officer will put both names into a secret ballot form and the candidate who receives the highest votes will be determined the winner of that tie.

5.06 Resignation or Removal

- a) If a Director misses more than three (3) consecutive Board meetings without notification or cause reason to the Board of Directors, then the Director will be deemed resigned, and notice will be given to the Director via registered or electronic mail.
- b) Any Director may resign at any time by giving written notice to the Co-chair of the Board. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time the resignation is sent to the co-chair
- c) Any Director elected to office by members entitled to vote may, by ordinary resolution at a special meeting, be removed from office by a majority vote by those members entitled to vote that are registered and present at any meeting of members by a show of hands or by secret ballot if requested.
- d) Any Director who no longer meets the qualifications for being a Director under section 5.03 or they are no longer a member of MMVI by either suspension or termination is no longer a Board member, and their Board position shall be considered vacant;

e) The vacancy left by the removal of the Director may be filled at the same Meeting of Members, alternatively, by approval of members present, or by appointment by the remaining Directors of the Board. A director appointed or elected to fill a vacancy holds office for the unexpired term of her/his predecessor.

f) Any removed Director shall not hold a position of authority in MMVI for a period of four (4) years after their removal such as a Director, council or committee member.

5.07 Vacancies

a) Subject to the Act and sections 5.05 and 5.06, any vacancy occurring on the Board because of death, resignation, removal, or otherwise may be filled with a candidate elected by the remaining Directors by ordinary resolution or via elections at the upcoming AGA for the rest of the unexpired term of her/his predecessor.

b) The person filling the vacancy must have the same qualifications under Article 5.03 of the By-Laws and be a member in good standing.

c) If a vacancy results from the failure to elect the number of Directors required to be elected at any Meeting of Members, the Directors then in office shall forthwith call a special Meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in the office, the meeting may be called by any member.

5.08 Calling of Meetings of the Board of Directors

a) Unless otherwise provided by the Act, the Board of Directors meetings may be at such times and places as determined by the Board;

b) Immediately after the Board of Directors is elected at an Annual General Assembly, an initial meeting of the Board shall be held.

c) The Co-Chair or Secretary may call Special Meetings of the Board upon written direction from two (2) other Directors.

5.09 Notice of Meeting of the Board of Directors

a) Notice of meeting of the Board of Directors shall be carried in written form, facsimile, email, or telephone to each Director within an acceptable timeframe agreed to by the Board of Directors,

b) If a special meeting of the Board of Directors has been called, a notice of the meeting and its purpose will be provided to the Board with as much time as deemed possible based on circumstances.

5.10 Regular Meetings of the Board of Directors

- a) The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named. The Board shall meet a minimum of 6 times a year. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if required by the Act for such business to be transacted to be specified in the notice.
- b) At any meeting of the Board of Directors of MMVI, a quorum shall consist of a majority of the Directors holding office, including one co-chair.
- c) To maintain a quorum of meetings and conduct MMVI business in a timely manner, any absence of a Director from the meeting of Directors requires electronic or other form of documentation notification to be sent to the Chairperson or Board of Directors no less than 48 hours before a regular scheduled meeting of Directors.
- d) A Director who fails to attend, in person or electronically, more than three (3) consecutive Board meetings without notification or cause, then that Director will be deemed to have resigned from the Board, and the position will be deemed vacant.
- e) All MMVI meetings will follow a procedure as agreed by the Board of Directors, which the Chairperson can learn and facilitate.

5.11 Votes to Govern at Meetings of the Board of Directors

- a) At all meetings of the Board, every question or motion arising at any meeting of the Board of Directors shall be decided by a majority of votes cast on the question of the Directors present at such a meeting.
- b) Each Director other than the facilitating Chairperson shall have one vote on any questions or motions put to a vote at any meeting of the Board, and in case of a tie vote, the facilitating Chairperson shall have the deciding vote;
- c) Voting shall be by show of hands unless any Director requests a secret ballot;
- d) A declaration by the Chairperson that the resolution has been carried and evidence of the fact, without proof of the number of proportions of the votes recorded for or against the resolution.

5.12 Internal Committees

- a) The Standing Committees of MMVI are the Governance Committee, Events Committee, Finance Committee, and Human Resources Committee.
- b) Each of the four Standing Committees will be responsible for subcommittees within the scope of work as determined by the Committee's Terms of Reference

and the Board's approval.

- c) The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit.
- d) Any such committee may formulate its own rules of procedure, subject to such regulations, directions, or Terms of Reference as the Board may from time to time make.
- e) Subject to the Terms of Reference for any Committee, the Committee Chairperson shall be a Board of Directors in accordance with their duties and responsibilities set out in these By-Laws.
- f) The committee's membership will consist of volunteers from the Board, any class of MMVI members, staff, and other persons necessary to fulfill the committee's objectives as the Board determines are appropriate for said Committee.
- g) The Board of Directors may fix any remuneration for committee members who are not Directors of MMVI or paid as staff members.
- h) Any committee member may be removed by motion of the Board of Directors.

5.13 External Committees

- a) A Director may be a member of a committee external to MMVI in accordance with their duties and responsibilities of their role with MMVI.
- b) The Board of Directors may nominate a member of the Board or of the membership to represent MMVI on Committees where participation supports the best interests of Indigenous women and gender-diverse people in Manitoba;
- c) Unless otherwise noted, participation shall be for a period of their term with MMVI.

5.14 Grandmother Advisory Circle

- a) The grandmother advisory circle is comprised of a minimum of four (4) to maximum of (7) Regular Members, as approved by the Board of Directors; including the one (1) Grandmother Representative as selected by the Grandmothers Advisory Circle.
- b) Terms, selection and duties of Grandmother Advisory Circle members will be as outlined below:
 - i) May maintain their position for up to a maximum of four (4) years and can

be extended via motion by the Board of Directors as deemed necessary;

ii) A request for advisory circle members shall be announced by the Board of Directors to members in attendance at each Meeting of Members if there is a vacancy.

iii) Grandmother Advisory Circle members will be qualifying members present at the Annual General Assembly who submit their names for consideration and will be selected by Directors at the first Board meeting immediately following the AGA.

iv) Vacancies may also be filled with approval from the Board of Directors.

v) One Grandmother will be selected from by her peers from within the Advisory Circle who will have voting privileges and be the Grandmother Representative on the Board of Directors of MMVI for a period of one year. The individual may sit for more than one term at the discretion of the Advisory Circle.

vi) The Grandmother advisory circle will be called upon to provide teachings, advice and direction;

vii) The Grandmother advisory circle will also be called upon when a dispute arises where a Director or member of MMVI is not following the Code of Honour and the Board is unable to decide, the final decision will be concluded with the Grandmothers in their circle utilizing the mechanism outlined in their terms of reference.

5.15 Youth Council

a) The Youth Council is comprised of a minimum of four (4) to a maximum of seven (7) Youth members as approved by the Board of Directors, including one (1) Youth Representative elected by the membership.

b) Terms and selection of council members will be as outlined below:

i) Non-elected council members may maintain their position for up to a maximum of four (4) years.

ii) A request for council members shall be announced by the Board of Directors to members in attendance at each Meeting of Members if there is a vacancy.

iii) Council members will be qualifying members present at the Annual General Assembly who submit their names for consideration and will be selected by Directors at the first Board meeting immediately following the AGA.

iv) Vacancies may also be filled with approval from the Board of Directors.

5.16 Quorum

- a) At any meeting of the Board of Directors of MMVI, a quorum shall consist of a majority of the Directors holding office including one Co-Chair.
- b) Despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.
- c) For the purposes of determining quorum, a Director may be present in person, or by telephone, teleconference or other electronic means as per section 5.17.
- d) If the number of Directors at a meeting falls below quorum, there can be no further transaction of business until a quorum is again present, except to adjourn the meeting and to set the date and time of the next meeting. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-Laws.

5.17 Meetings Other Than in Person

- a) Provided that all Directors have the ability to participate and communicate adequately with each other during the meeting and with due regard to security, meetings of the Board, its councils, and committees may be held wholly or partially in person and/or by teleconference, and/or by videoconference, and/or in any other manner, electronic or otherwise, that is appropriate to conducting the affairs of the Board and MMVI.
- b) A Director will be deemed able to participate if they have reasonably available to them an internet connection or a telephone, it being understood that lack of access to internet is not a reason for not participating in a meeting if telephone access is available.
- c) A Director participating in a meeting is deemed to be present at the meeting for the purpose of these by-laws.

5.18 Chair of Board Meetings

- a) The Co-Chairs shall lead any meeting of the Board and will take turns chairing the meetings.
- b) At least one co-chair should be present for any meetings of the Board to be conducted.

5.19 Remuneration of Directors

- a) Except as the members otherwise determine, the Directors shall serve as such without remuneration, provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties;
- b) Nothing herein shall be construed to preclude any Director from serving MMVI as an officer or in any other capacity and receiving compensation thereof.

5.20 Honourarium

Notwithstanding that the Directors and Officers shall serve without remuneration for the performance of and their duties as such, MMVI may, upon resolution of the Board of Directors, and subject to the Act, pay the representing directors an honorarium.

Article 6-Officers

6.01 Appointment of Officers

- a) Officers of MMVI are two (2) Co-chairs and representatives of the Board of Directors, one (1) Treasurer, and one (1) Secretary.
- b) The officers of the Executive Circle must first be elected by the members entitled to vote by a multi-winner election method at a Meeting of Members before being entitled to stand for election as Officers, by the Board of Directors.
 - i) One of the Co-chairs shall serve as the Governance Committee's Committee Chair and the Chairperson of the first meeting of Directors immediately following the AGA. One Co-Chair shall serve as MMVI's Representative to the Native Women's Association of Canada (NWAC).
 - ii) The other co-chair shall serve as the Committee Chair of the Human Resources Committee.
 - iii) The Treasurer shall serve as the Committee Chair on the Finance Committee.
 - iv) The Secretary shall serve as the Committee Chair of the Events Committee.

6.02 Terms of Officers

The Executive Circle Officers of MMVI shall serve a term in office and be elected per year by the Board or until their position becomes vacant, as set out in section 6.03 below.

6.03 Duties of Officers

The Co-chairs of MMVI shall perform the following duties:

- i. Act as Committee chair of the Governance Committee or Human Resource Committee
- ii. One of the co-chairs chairs the first meeting immediately after an Annual General Assembly
- iii. Arrange for or take part in new Board member orientations
- iv. Act as the Official spokesperson for MMVI or delegate to a proxy;
- v. Chair all meetings of the Board of Directors;
- vi. Generally, manage, supervise, and delegate the affairs of MMVI;
- vii. Act as a direct liaison between the board and MMVI management
- viii. Develop the Board meeting agenda in collaboration with the Secretary of the Board
- ix. Oversee committees and councils
- x. Provide general leadership to the MMVI Executive Circle
- xi. Should understand the roles and responsibilities within the organization
- xii. Understand the By-Laws, Code of Honour, and other information;
- xiii. Be a role model to all other Executive Circle Officers and adhere to the MMVI Code of Honour;
- xiv. Representing MMVI to the general community by responding to requests for statements and interviews on behalf of MMVI and its Board of Directors;
- xv. Sign all By-Laws, resolutions and certified meeting minutes;
- xvi. Appoint with the approval of the Board, any advisors necessary to assist them with the proper management of MMVI;
- xvii. Discharge such other duties as the Board may from time to time determine;
- xviii. Provide the Board with updates and report on what duties, tasks and meetings they have attended.

The Secretary of MMVI shall perform the following duties:

- i. Act as Committee Chair of the Events Committee
- ii. Attend, as ex-officio clerk of the Board of Directors, all meetings of MMVI and record or cause to be recorded all facts and minutes of all proceedings in the books kept for that purpose;
- iii. Ensure the accuracy of meeting minutes and sign all approved meeting minutes of the Board of Directors
- iv. Give or cause to be given all notices required to members, Directors, or elected Delegates concerning any meetings of the Board of MMVI;
- v. Be responsible for custody of the Articles of Incorporation, as well as all books, papers, records, correspondence, contracts and other documents belonging to MMVI, which they shall release to such

person or persons as may be named in the resolutions authorizing such release.

The Treasurer of MMVI shall perform the following duties:

- i. Act as Committee chair of the Finance Committee
- ii. Be responsible for full and accurate accounts of all receipts and disbursements of MMVI in proper books of account;
- iii. Ensure that all monies or other valuables are deposited in the name and to the credit of MMVI in such bank or banks as the Board of Directors may by resolution determine from time to time;
- iv. Discharge such other duties as the Board may determine from time to time.

6.04 Vacancy in Office

- a) An officer may resign, at any time, by written notice to the Co-Chairs. Such resignation shall take effect on the date of delivery of the notice or on any later date set out in the notice.
- b) The Board may, by Ordinary Resolution, appoint new Officers, to replace those who have resigned or been removed for the remainder of their term per year with another member of the Board of Directors.
- c) If an Executive Circle member vacates their position during their term by resignation delivered to the Secretary due to illness, removal, or death, the Executive Circle shall appoint another director for the Interim by Ordinary Resolution of the Board of Directors;

6.05 Remuneration of Officers

- a) Officers shall receive no stated remuneration for their services as Officers. Still, by Ordinary Resolution, the Board may set daily honoraria for Officers and authorize reimbursement of expenses incurred in performing their duties. Such authorization may prescribe procedures for approval of a payment of such expenses by designated Officers of MMVI.
- b) Nothing herein shall preclude an Officer from serving MMVI in any other capacity and receiving remuneration for such services.

6.06 Executive Circle

- a) There shall be an Executive Circle comprising the Officers of MMVI, the Co-Chairs, the Treasurer, and the Secretary.
- b) Immediately after the election of the directors at the Annual General Assembly, the new Board will select (2) Co-Chairs, the Treasurer and the Secretary in the manner that is agreed upon via motion at the First Meeting of Directors following the AGA.

c) The Executive Circle shall exercise such powers to make decisions on behalf of the Board of Directors to resolve any urgent issues regarding MMVI between Board meetings. It may have the authority as delegated to it by the Board of Directors subject to restriction, if any, which may be imposed from time to time by the Board;

6.07 Calling of Meeting of the Executive Circle

The co-chairs or a majority of the existing Executive Circle members may call meetings of the Executive Circle.

6.08 Protection of Directors and Officers

Subject to statutory provisions:

a) No Director or Officer of MMVI shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or of any employee of MMVI, or for joining in any receipt or act for the purpose of conformity, or for any loss, damage or expense happening to MMVI through the insufficiency or deficiency of title to any property acquired by MMVI, or for or on its behalf, or for the insufficiency or deficiency of the security in or upon which any of the money of, or belonging to MMVI shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or with which any money, security 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 their office or trust or in relation to it unless the same shall happen by or through their own wrongful and willful neglect or default;

b) The Directors or Officers of MMVI, for the time being, shall not be under any duty or responsibility concerning any contract, act, or transaction, whether or not done or entered into in the name or on behalf of MMVI except such as shall have been submitted to and authorized and approved by the Board of Directors.

c) Every Officer of MMVI or other person who has undertaken or is about to undertake any liability on behalf of MMVI or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of MMVI, from and against:

d) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed matter or thing whatever, made done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and

e) All other costs, charges, and expenses which the Director, Officer, or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs,

charges, or expenses as are occasioned by their willful neglect or default

f) MMVI shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by the Act or law.

g) Subject to any statutory limitations, MMVI shall purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

6.10 Conflict of Interest

a) Every Director is in a fiduciary relationship with MMVI and is obligated to act in the utmost good faith towards MMVI in their dealings with it or on its behalf. No Director shall place themselves in a position where there is a conflict between their duties as a Director and their other interests.

b) Every Director who is in any way directly or indirectly interested in any existing or proposed contract, transaction or arrangement with MMVI or who otherwise has a conflict of interest shall declare the interest fully at a meeting of the Directors in the manner required by the Corporations Act and shall leave the meeting until such time as the conflict matter has been dealt with and shall refrain from discussion and voting in respect of the matter on which a conflict has been declared;

c) If a Director or Officer has made a declaration of their interest in a proposed contract and has not voted or had a discussion in respect of the contract, they are not accountable to MMVI or to any of its members or creditors for any profit realized from the contract, and the contract is not voidable by reason only of their holding that office or of the fiduciary relationship established thereby;

d) Every declaration of a conflict of interest shall be declared and recorded in the minutes of all meetings of MMVI.

Article 7-Executive Director

7.01 Executive Director

a) The Board of Directors may from time to time hire an Executive Director and may delegate to that person power to manage and direct the business and affairs of MMVI (except such matters and duties performed by the Board of Directors subject to the Act) and to employ and discharge agents and employees of MMVI or may delegate to that person any lesser authority;

b) The Executive Director shall conform to all lawful orders given by the Board of Directors of MMVI and shall at all reasonable times give to the Directors or any of them all the information they may require regarding the affairs of MMVI.

Article 8-Notices

8.01 Method of Giving Notices

- a) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than a notice of a Meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By- Laws or otherwise to a member, Director, Officer or member of a council or committee of the Board or to the Public Accountant shall be sufficiently given:
- i) If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of MMVI or the case of notice to a director to the latest address as shown in the last notice that MMVI sent in accordance with the Act; or
 - ii) If mailed to such person at such person's recorded address by prepaid ordinary or air mail or
 - iii) If sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
 - iv) If provided in the form of an electronic document in accordance with the Act.
 - v) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given eight (8) business days after being deposited in a post office or public letter box. A notice so sent by any means of transmitted communication shall be deemed to have been given when transmitted.
 - vi) The Co-chairs may change or cause the recorded address of any member, Director, Officer, Public Accountant or member of a council or committee of the Board to be changed in accordance with any information believed by the Co-chairs to be reliable.
 - vii) The declaration by the Co-chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of MMVI to any notice or other document to be given by MMVI may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Omissions and Errors

The accidental omission to give any notice to any member, director, Officer, Member of a Committee of the Board or Public Accountant, or the non-receipt of any notice by any such person where MMVI has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Article 9-Dispute Resolution

9.01 Dispute Resolution Mechanism

The Grandmother advisory circle will be called upon when a dispute arises where a Director or member of MMVI is not following the Code of Honour and the Board is unable to decide, the final decision will be concluded with the Grandmothers in their circle utilizing the mechanism outlined in their terms of reference.

Article 10-By-Law Amendments and Repeals

10.01 Amendments

- a) This By-law or any part of it may be augmented, amended or repealed by resolution of the Board of Directors sanctioned by an affirmative vote or not less than two thirds (2/3) of the members attending and entitled to vote at an Annual Assembly or Special Assembly;
- b) or may be similarly augmented, amended or repealed by resolution of an Annual or Special Assembly passed by an affirmative vote of not less than two thirds (2/3) of the members there at and entitled to vote.

10.02 Repeal of Previous By-Laws

- a) All previous By-laws regulating the affairs of MMVI are hereby revoked and repealed in their entirety, and all the affairs of MMVI shall henceforth be regulated solely by the provisions of this By-law.

Article 11-Winding Up or Dissolution

11.01 Dissolution

- c) By resolution of the Board of Directors or by the members of MMVI and passed by not less than two thirds (2/3) of the members attending an Annual or Special Assembly, and entitled to vote, MMVI may be dissolved;
- d) Upon wind up or dissolution, any remaining assets of MMVI after payment of all of its debts and liabilities shall be authorized and distributed to such Indigenous women's or gender-diverse organization or Indigenous organizations carrying on

similar objectives of MMVI, as may be determined by the Board of Directors in office at the time of dissolution.

Article 12-Effective Date

12.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 4 of the Corporation, as enacted by the directors of the Corporation by resolution on the __ day of August 20__ and confirmed by the members of the Corporation by special resolution on the __ day of August, 20__.

Name: Co-Chair of Manitoba Moon Voices Inc. Date

Name: Co-Chair of Manitoba Moon Voices Inc. Date

Appendix A: Election Cycle Chart

MMVI Election 3- and 2-year terms	2024	2025	2026	2027	2028	2029	2030
Grandmother Representative	Appointed	Appointed	Appointed	Appointed	Appointed	Appointed	Appointed
Youth Representative	Election		Election		Election		Election
Board Member – 3 yr			Election			Election	
Board Member – 3 yr			Election			Election	
Board Member – 3 yr	Election			Election			
Board Member – 2 yr		Election		Election		Election	
Board Member – 2 yr		Election		Election		Election	
Board Member – 2 yr	Election		Election		Election		Election
Board Member – 2 yr	Election		Election		Election		Election

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APPENDIX B: Vision, Mission, Goals and Objectives

Our Vision:

Building stronger connections among Indigenous women and gender-diverse people, their communities, organizations and allies across Manitoba to support our collaborative voice and empower each other.

We share and promote knowledge and resources through positive actions and self-determination, while incorporating ancestral practices, with Indigenous women and gender-diverse people everywhere.

Our Mission Statement:

While respecting the diverse paths of self-determination of Indigenous women and gender-diverse people, Manitoba Moon Voice Inc. (MMVI) is a resurgence between women and gender-diverse people, their communities, organizations and allies by connecting, collaborating and moving forward locally, nationally and internationally.

MMVI will acknowledge, reclaim and remember Indigenous women and gender-diverse people's roles and responsibilities in leadership and traditional governance, while honouring their accomplishments.

Our Goal:

To build a strong connection among Indigenous women and gender-diverse people, organizations and allies across Manitoba supporting a collaborative voice in support of each other while also delivering responsive, effective, and valued research, education, access to resource sharing, and advocacy at the local, provincial, national and international levels.

MMVI Objectives:

- **Resource Sharing - Physical:**
To create culturally safe and sacred space and opportunities for dialogue around issues facing Indigenous women and gender-diverse people and their families.
- **Research - Psychological:**
To promote and model educational learning and development opportunities that embody de-colonization, healing, transformation, and mobilization that supports the process of reconciliation and self-determination of Indigenous women and gender-diverse people and girls
- **Advocacy – Emotional:**
To serve as a vehicle for Indigenous women and gender-diverse people to re-claim our voice and rightful leadership position in the political arenas to ensure opportunity and authority to collectively raise issues at the regional, national, and international levels.

- Re-Membering – Spiritual:
To increase women and gender-diverse people’s ability to affect change personally and within their families and communities through sharing stories and acts of power; resilience and resistance; and re-connecting to culturally appropriate ways of building peace and well-being for Indigenous women and gender-diverse people and their families in all areas of our lives.

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APPENDIX C: Guiding Principles and Code of Honour

Members will be part of a Circle with many strengths, knowledge, and expertise from varied perspectives and experiences.

The work we do, the issues we are facing, the trauma we all continue to carry is everpresent and impacting. To ensure we collectively move forward in a good way, we look to the seven teachings as our main guiding principles of action.

Respect

- If we truly wish to address violence, we must commit to our own healing path respecting first ourselves to ensure we also respect those surrounding and within our Circle
- Respecting ourselves individually as well as collectively as a larger Circle and community will help reduce lateral violence and model transformative and healing open dialogue and communication and actions that will support positive growth and development.
- All members must commit to the respectful acknowledgement that all people entering Manitoba Moon Voices Inc. carries valued purpose, gifts and strength that all may learn and benefit from.
- We commit to utilizing an innovative consensus - making process that will bring to bear knowledge and expertise from varied perspectives.

Honesty

- We commit to honestly knowing and speaking our intentions. We commit to ensure our intentions are not rooted in individual agendas but for the collective development and advancement of Manitoba Moon Voices Inc. and Indigenous women and gender- diverse people in Manitoba.

Courage

- We must courageously commit to challenging our colonized ways of thinking and doing. We commit to collectively supporting each other to decolonize ourselves in all that we do within Manitoba Moon Voices Inc. and our circle.
- We collectively share this journey seeking to incorporate our ancestors and grandmother's guidance.

Love

- We commit to honoring and valuing our differences and finding supportive ways to work together utilizing people's strengths and gifts. We will be our strongest in creating change and transformation, for our families to empower ourselves and the work we do.
- We will reconnect to spirit and the land.

Truth

- We commit to bringing the truth forward with our stories, experiences and reclamation of our voice collectively and inclusively.
- We commit to honoring our truth as Indigenous women and gender-diverse people, families, and Nations.

Humility

- We commit to modeling and acting with humility and integrity that honours the dignity and value in our families and each other.
- The work of Manitoba Moon Voices Inc. is guided by the value of reciprocity.

Wisdom

- All Manitoba Moon Voices Inc. members carry wisdom to contribute to our work. The greatest wisdom leading our journey is the teachings of our ancestors, the ways of our culture, and the sacredness of our ceremonies.
- We commit to ensuring our work is grounded in the wisdom of our culture, customs and ceremonies – while being open to and honoring the different ways of all nations.

These principles are found throughout the Nations of Turtle Island and are reflective of and model the teachings found in *The Miishoomis Book* by Edward Benton Banai.

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APPENDIX D: History of Moon Voices Founding Circle

The Moon Voices founding representatives circle consists of a group of Indigenous women who were a formation of a three-year grant-based project entitled Indigenous Women Reclaiming Our Power.

- a. The project was originally created in response to the alarming rate of violence against Indigenous women and young Indigenous girls;
- b. During the three years, the work developed into a unique leadership ACTION circle utilizing strength-based experience and gifts and culturally- based ways of being and traditional teachings in combination with popular education techniques, storytelling, and community engagement to support decolonized healing, transformation, and mobilization towards reclaiming voice and power;
- c. As of March 31, 2012, the funding ended for the project, but the Moon Voices group was committed to continue to influence change and work towards creating a provincial platform for Indigenous women's voices to be heard on key issues that impact their daily lives;
- d. The three-year funded allowed this group to develop partnerships with regional groups and build a connection with community, giving them a solid foundation to build from;
- e. The group of Indigenous women are what make this circle, and therefore the MMVI will include this circle of women as it pursues its vision, mandate and objectives;