



Manitoba Moon Voices Inc. By - Law No. 2

A by-law relating generally to the conduct of the affairs of Manitoba Moon Voices Inc.

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

Manitoba Moon Voices is a non-profit organization supporting leadership and advancement for/by Aboriginal women in the Province of Manitoba

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ARTICLE 1 - Definitions & Interpretation

1. Definitions – In this by-law and all other by-laws and resolutions of the Corporation unless context otherwise requires:
 - a. *Aboriginal*: means individuals, who are included as Aboriginal Peoples. Section 35(2) of the *Constitution Act*, (1982) defines Aboriginal Peoples as “including the Indian, Inuit and Métis peoples of Canada, regardless of residency (the term Aboriginal, Native, and Indigenous are used interchangeably throughout)
 - b. *Indigenous* – same as a. and used interchangeably with *Aboriginal*
 - c. *Aboriginal/Indigenous Ancestry*: means the individual can provide supporting documentation proving Aboriginal/Indigenous ancestry;
 - d. *Act*: means the Corporations Act of Manitoba and any Act that may be substituted therefore, as from time to time amended;
 - e. *Articles*: means the articles of MMVI as from time to time amended, supplemented or restated;
 - f. *Auditor*: refers to the individual/firm appointed by the Board of Directors to undertake the annual financial audit of MMVI;
 - g. *Board of Directors* means the designated representatives of the governing body of MMVI;
 - h. *By-laws*: means this by-law and all other by-laws and special by-laws of MMVI from time to time in force and effect
 - i. *Female persons*: those indigenous person(s) who are or self-identify as female;
 - j. *Gender-Diverse*: those Indigenous person (s) who self-identify as female. (i.e. transgendered woman, two spirit)
 - k. *Grandmothers*: are those indigenous women who are recognized role models for their wisdom and knowledge of ancestral law;
 - l. *Indigenous*: is a term used to describe Aboriginal people of Turtle Island and will be utilized from time to time by MMVI;
 - m. *Meeting of council* means an Annual, General, or Special Assembly or Meeting of members;

- n. *Motion*: a motion is a proposal, or a proposition raised at a meeting and submitted for consideration, debate or vote by the Board of Directors;
 - o. *Membership*: means all Indigenous woman and person(s) that self-identify as female. (i.e. transgendered woman, two-spirit) registered with Manitoba Moon Voices Inc.
 - p. *Proven Aboriginal/Indigenous ancestry*: can provide documentation, such as Metis Card, Status card, Inuit card; or ancestry will be verified by documentation provided by the applicant;
 - q. *Recorded Address*: means, in the case of a member, her 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, his or her address as recorded in the records of MMVI;
 - r. *Regional north*: north of the 53rd parallel in the Province of Manitoba
 - s. *Regional south*: south of the 53rd parallel in the Province of Manitoba
 - t. *Resolution*: a decision of Directors or members at a special meeting or Annual Assembly;
 - u. *Signing officer(s)*: means, in relation to any instrument, any persons authorized to sign the same on behalf of MMVI pursuant to the provisions of this by-law or any a resolution passed pursuantthereto;
 - v. *Turtle Island*: Land mass known as North America.
2. *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 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.

Registered office

3. 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 place therein as the Board may from time to time determine by special resolution of the Board of Directors.

Article of Incorporation

4. The articles of corporation 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.

Financial Year

5. The fiscal year of MMVI shall be from the 1st day of April to the 31st of March inclusive of the following year.

Board of Directors

6. Number: The affairs of MMVI shall be managed by a Board of Directors numbering (8) Directors; consisting of (4) executive circle directors, (2) Regional directors 1 resident from the North (if available) and 1 resident from the South (if available), (1) Youth representative, and (1) Member at Large and (1) Grandmother.
7. Qualifications: Every Director of MMVI shall:
 - a. Be a female identifying person of Aboriginal/Indigenous Ancestry, and at least 18 years of age; other than the regional youth, who will be Aboriginal female ages 16-29 years old.
 - b. Be a full member;
 - c. Reside in the Province of Manitoba for the entire term as a Director;
 - d. Not be an undischarged bankrupt;
 - e. Not be an employee of MMVI or MMVI sponsored program, and if any Director becomes an employee of the MMVI or MMVI sponsored program she shall, immediately upon becoming an employee, resign as a Director of MMVI;
8. Election of Board of Directors:

- a. The election shall take place at an Annual or special assembly and notice given to members from time to time as specified by the Board;
- b. The directors, elected for election following this process:
 - i. The Directors must have a nominator and a seconder who is a full member of MMVI and registered 30 days prior to assembly at the time of nomination;
 - ii. The individuals nominated for directorship must accept and consent to the nomination by signing the nomination document and must be present at the Annual Assembly
 - iii. The individuals nominated for directorship will be provided the ability to address the assembly and its members for minute time limit, inclusive of nominator address to the assembly
 - iv. The voting for the election will be secret ballot approach where a third-party neutral election officer will be contracted.
 - v. Only Full Members can nominate, second or vote for a candidate
 - vi. Electoral officer to open nominations and provides prescribed nomination form/document
 - vii. Electoral officer to close nominations at the set time listed on agenda

9. Staggered terms:

- a. Elected Directors: 8 Directors elected by members as hereinafter set forth:
 - i. All the candidates shall be full members of MMVI, prior to being nominated for a spot as a director;
 - ii. At the first election (First annual AGA – May 23, 2015) following approval of the by-laws the 3 members nominated and receiving the greatest number of votes, will serve for three years.
 - iii. The remaining 4 members will be two-year terms.
 - iv. The youth candidate shall be voted in for a two-year term
 - v. The Grandmother shall be voted in for a one-year term.
 - vi. The next election following the first AGA election year, referred to above, the term of the elected directors with 2-year terms shall be completed and an election shall be held for the vacancies of directors. This shall result in two years of a staggered nature (see appendix A for explanation);
- b. 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.
- c. 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.

10. Executive Circle:

- a. There shall be an executive circle of the Board, consisting of the two (2) Co-chairs, Treasurer and Secretary. The Executive circle shall have such powers and authority as may be delegated to it by the Board of Directors subject to the restrictions if any, which may be imposed from time to time by the Board;
- b. The Executive Circle shall be selected by the Board of Directors, immediately after the Directors of the Board have been elected at an assembly

11. Vacancies: Vacancies occurring on the Board of Directors shall be filled in accordance with the following procedures;

- a. If there is a vacancy within the Executive Circle, of either Co-Chairs, Treasurer or Secretary, the Board of Directors will call a meeting to appoint someone in the circle to take this position;
- b. Any director position, if there is a vacancy, the Board may appoint a MMVI member in good standing to join the Board of Directors as-up to the next AGA where an election will be held for the remainder of the term.

12. Removal of Director:

- a. If a Director misses more than three (3) consecutive Board meetings, without just cause reason to the Board of Directors, then that Director may be removed from the Board by a majority vote of the remaining Directors;
- b. A Director may also be removed if it comes to the Boards attention in writing to the Secretary by consensus of the Board that they are not complying to the Code of Honour.
- c. A Director may also be removed from office by a resolution, if the Director is not complying to the terms of reference of which notice specifying the intention to pass the resolution has been given to the said Director;
- d. Any Director who has been removed shall be replaced by an appointment by the Board of Directors as deemed necessary and such replacement shall serve up to the next AGA where an election will be

held for the remainder of the term.

- e. The removed Director may not run for any Director positions for period of 4 years after removal.

Meetings of the Board

13. Time and Place of Meeting:

- a. Unless otherwise provided by the law, the Board of Directors meetings may meet at such time and places as determined by the Board;
- b. Immediately after the election of the Board of Directors at an Annual assembly, an initial meeting of the Board shall be held;
- c. Emergency Meetings of the Board may also be called by the Co-Chairs, or Secretary on direction in writing by two (2) other Directors.

14. Regular Board meetings:

- a. The Board may fix a day or days in any month or months for regular meetings.

15. Notice of meetings:

- 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 an emergency meeting has been called, a notice of meeting and purpose will be provided to the Board with as much time deemed possible based on circumstances.

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.

17. Chairperson of Meetings:

- a. One Co-chair shall take the lead of any meeting of the Board. If no such member of the Executive Circle is present at any meeting of the Board, the Directors shall choose one of their members to act as the Chairperson of such meeting.

18. Telephone, electronic or other means of communication facilities for participation in meetings:

- a. If all Directors of MMVI consent, a meeting of Directors may be held by means such as, telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously;
- b. A Director participating in such meeting by such means is deemed to be present at the meeting.

Voting of Board Members

19. Voting:

- a. All questions and motions arising at any meeting of the Board of Directors shall be decided by a majority of votes of the Directors present;
- b. Each Director other than the facilitating Chairperson shall have one (1) vote on any questions or motions put to a vote at any meeting of the Board, and in the 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 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.

Grandmother Advisory Circle

20. Grandmothers Advisory Circle:

- a. The grandmother advisory circle is comprised of a minimum of four (4) to maximum of (7) grandmothers, who will volunteer to sit in an advisory capacity to the Board of Directors;
- b. The grandmothers will sit in the advisory for a maximum of 4 years;
- c. A call for applicants to Grandmother advisory shall be announced by the Board to the full members in attendance at each assembly;
- d. Grandmothers will be identified and chosen at first Board meeting

immediately following the Annual General Assembly;

- e. The Grandmother advisory circle will be called upon to provide teachings, advice and direction;
- f. 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 make a decision, the final decision will be concluded with the Grandmothers in their circle utilizing traditional models;
- g. That one Grandmother will be selected from by her peers from within the Advisory Circle who will have voting privileges 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.

Duties of the Board of Directors

21. Management: The Board of Directors of MMVI shall:

- a. Manage all the affairs of the MMVI and make or cause to be made in its name any kind of contract into which MMVI may lawfully enter;
- b. Generally, save as hereinafter provided, the Board shall exercise all other powers and do all such other acts as MMVI may, by its bylaws or otherwise, be authorized to exercise.

22. Purchasing Duties:

- a. 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.

23. Payment of Travel Expenses (out of pocket):

- a. 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 or Directors.

24. Adhere to Code and Policies:

- a. 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 so shall be cause for removal of the Director.

25. 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 her in the performance of her duties;
- b. Nothing herein contained shall be construed to preclude any Director from serving MMVI as an officer or in any other capacity and receiving compensation thereof.

26. Honourarium:

- a. Notwithstanding that the Directors and Officers shall serve without remuneration for 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.

Executive Circle Officers

27. Election of Officers for Executive Circle:

- a. The members in attendance at the Assembly shall immediately after each election of Directors the new Board will select (2) Co-Chairs, a Secretary and a Treasurer;

28. Removal of Officers:

- a. The Board of Directors may remove any Officer of MMVI from office, or reinstate an Officer by a motion or resolution passed by at least two thirds (2/3) of all the Directors of MMVI provided the notice of the meeting includes a motion or a resolution to remove, or re-instate a specific Officer;
- b. At the same meeting, any office made vacant by a removal shall be filled by an Acting Officer until the original Officer is reinstated or the next election of Officers at an Annual Assembly;

c. Any Acting Officer must be a member of the Board of Directors.

29. Duties of Officers: The Officers of MMVI shall perform duties:

a. Co-chairs shall share and perform the following duties:

- i. Act as the official spokesperson for MMVI or delegate to a proxy;
- ii. Preside as Chairpersons at all meetings of the Board of Directors;
- iii. Generally, manage, supervise and delegate the affairs of MMVI;
- iv. Providing general leadership to MMVI executive circle and should understand the roles and responsibilities of the circle as a whole and understand the by-laws, code of honour, and other information;
- v. To be a role model to all other executive circle officers and adhere to MMVI Code of Honour;
- vi. Representing MMVI to the general community by responding to all general mail, emails, and telephone calls, other than where the Secretary is required by the by-laws and her duties to do so;
- vii. Sign all By-laws, resolutions and certified meeting minutes;
- viii. Appoint with the approval of the Board, any advisors necessary to assist her with the proper management of MMVI;
- ix. Discharge such other duties as the Board may from time to time determine;
- x. The two co-chairs are to share these duties and provide the Board updates and report on what duties, tasks and meetings they have attended;
- xi. In the event of the death, resignation or removal from office of a Co-Chair, the board will appoint another director to be co-chair until next AGA;

b. The Secretary shall perform the following duties:

- i. 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;
- ii. Give or cause to be given all notices required to members, Directors, or elected delegates concerning any meetings of the Board or MMVI;
- iii. 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 she shall release only when authorized by the Board to do so and only to such person or persons as may be named in the resolutions authorizing such release.

- c. The treasurer shall perform the following duties:
 - i. Be responsible for full and accurate accounts of all receipts and disbursements of MMVI in proper books of account;
 - ii. 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;
 - iii. Present the financial statements and report of the auditors at the Annual Assembly of MMVI;
 - iv. Discharge such other duties as the Board may determine from time to time.

Protection of Directors and Officers

30. 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 her office or trust or in relation thereto unless the same shall happen by or through her 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 in respect to 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.

Indemnities to Directors and others

31. 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:

- a. 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
- b. 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 own willful neglect or default.
- c. MMVI shall also indemnify any such person in such other circumstances as the Act or law permit 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.

Conflict of Interest

32. Every Director:

- a. Is in a fiduciary relation with MMVI and is under an obligation to act in the utmost good faith towards MMVI in her dealings with it or on its behalf. No Director shall place herself in a position where there is a conflict between her duties as Director and her other interests; as per section 13 b;
- b. 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 her interest in a proposed contract and has not voted or had discussion in respect of the contract, she is 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 her 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.

Insurance

33. 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.

Membership

34. Membership shall be open to all persons 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:

a. **Full Members:**

i. *Regular members:*

1. Female persons of Aboriginal ancestry, at least eighteen (18) years of age, who supports the Vision, Mission and Objectives of MMVI
2. Aboriginal as defined by the Constitution Act of 1982, or
3. Aboriginal ancestry and
4. A resident of the Province of Manitoba for more than 6 months

b. *Associate Members:*

i. *Aboriginal Group Member:*

1. Aboriginal grassroots women's group i.e. Aboriginal women's drum groups women's circles and/or Aboriginal women's organization, which represents Aboriginal women, and supports the Vision, Mission and Objectives of MMVI.

ii. *Organizational members shall include:*

1. A corporation, association, educational institute, First Nation, Tribal Council, Metis Locals, Metis Settlement, and all other organization, and associations or agencies that represent and/or advocate on behalf of Aboriginal women; who supports the Vision, Mission and Objectives of MMVI.
2. A registered and incorporated organization that supports MMVI and which wish to so signify by being

members, and which operate in the Province of Manitoba as accepted and approved by the Board of Directors.

- iii. Community allies:
 - 1. Community allies are those individuals and/or groups who work towards advocating, are inclusive and supportive of Aboriginal women; who supports the Vision, Mission and Objectives of MMVI.
 - 2. Must be a resident or operate in the Province of Manitoba
- iv. Community partners:
 - 1. The larger community, organizations, groups, and partners that may not be an Aboriginal group, but support, advocate and are inclusive to Aboriginal women; who supports the Vision, Mission and Objectives of MMVI.
 - 2. Must operate in the Province of Manitoba

Rights of Membership

35. The following provisions shall regulate the rights and duties of the members in each class of membership:

a. Full Members:

- i. May voluntarily attend conventions, regional conferences, Annual Assemblies or other general meetings related to MMVI, at their own expense
- ii. May vote at all membership meetings of MMVI
- iii. May be elected to Board of Directors or hold office provided that the Full Member has not had her privilege to do so suspended
- iv. May be a member of a committee of MMVI if appointed by the Board

b. Associate Members

- i. May voluntarily attend conventions, regional conferences, Annual Assemblies or other meetings of MMVI, at their own expense, with the right to take part in all discussions but not to vote on any questions or stand for election to any office of MMVI
- ii. May be a member of a Committee of MMVI if appointed by the Board, and may vote on committee decisions

36. Voting of Members

- a. At all conventions, regional conferences, Annual Assemblies or other general meetings of MMVI at which members vote, a member can have one vote and must be in good standing 30 days prior to the AGA.

Dispute resolution

37. Dispute resolution:

- a. Any dispute regarding a serious report of misconduct of members as described in the code of honour will be resolved by the Board, and if a decision cannot be made, the Grandmother Advisory Circle will be asked to step in; therefore the final decision rests in the hands of the Grandmothers.

Annual Assembly and other meetings of Members

38. Annual Assembly:

- a. Each year MMVI shall hold an Annual Assembly of members. The date and location of such meetings shall be determined by the Board of Directors of MMVI.

39. Special meetings of members:

- a. In addition to the Annual Assembly, the Board of Directors of MMVI may call, at any time, a special meeting of members to discuss urgent business.

40. Business at Annual Assembly: At the Annual Assembly of the members there shall be transacted, in addition to any other business, the following:

- a. Report by the Board of Directors of MMVI activities for the past year;
- b. Election of the Board of Directors, and Executive Circle if terms shall expire and confirmation of the Grandmother advisory circle every four (4) years;
- c. Presentation of the financial statements and report of the Auditors;
- d. Appointment of auditors for the next fiscal year;
- e. Any other business that might properly be placed on the agenda with prior approval by the Board.

41. Notice of Annual or Special Assembly: No public notice of any Annual or Special Meeting of MMVI shall be required, but notice shall be given to each member as follows:
- a. Notice of the time and place of every such Assembly shall be given to each member by sending a written notice by prepaid mail or facsimile to the member at her last address on the records of MMVI at least fourteen (14) days prior to the day fixed for such assembly.
42. Quorum:
- a. A quorum at any Annual or Special Assembly of MMVI shall consist of a majority of those members attending the Assembly.
43. Adjournment:
- a. Any Assembly of MMVI or meeting of the Board of Directors of MMVI 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 Chair may adjourn any Assembly or meeting because of the limitation of time, lack of quorum or any other reason which, in her opinion is reasonable;
 - c. No notice shall be required of the resumption of an adjourned Assembly or meeting.
44. Voting at Annual or Special Meetings:
- a. Only registered and attending members from among the Full members may vote at any Annual or Special Assembly of MMVI;
 - b. Each eligible voting member shall be entitled to one vote;
 - c. Not permitted to vote by proxy in any elections.
45. MMVI Fees:
- a. 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 prior to the Annual General Assembly date.

Executive Director

46. Executive Director:

- a. The Board of Directors may from time to time hire an Executive Director and may delegate to that person full power to manage and direct the business and affairs of MMVI (except such matters and duties as by law must be performed by the board of directors and/or by the members) and to employ and discharge agents and employees of the Corporation 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 the Corporation and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Corporation.

Committees

47. Internal Committees:

- a. The Board of Directors may from time to time appoint such committees as it deems necessary or appoint for such purposes and with such powers as the Board shall see fit;
- b. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make;
- c. Any committee member may be removed by motion of the Board of Directors;
- d. The Board of Directors may fix any remuneration for committee members who are not directors of MMVI.

48. External Committees:

- a. 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 Aboriginal Women in Manitoba;
- b. Unless otherwise noted, participation shall be for a period of their term with MMVI.

Execution of Documents

49. Execution under the Articles of Incorporation:

- a. All deeds, transfers, licenses, contracts and engagements on behalf of MMVI shall be signed by the Secretary or her designate and one of the

Co-chairs or Treasurer.

50. Cheques, Drafts, Notes, Etc.:

- a. 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 her designate and one of the Co-chairs , and in such manner as the Board of Directors may from time to time designate by resolution.

Auditors

51. Auditors:

- a. The full members shall at each annual Assembly appoint an auditor to audit the accounts of MMVI for report to members who shall hold office until the next following annual Assembly; provided, however, that the Directors may fill any casual vacancy in the office of the auditor;
- b. If an appointment is not so made, the auditor in office may continue until a successor is appointed;
- c. The remuneration of the auditor shall be fixed by the Directors.

Amendments

52. 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.

Winding up or Dissolution

53. Dissolution:

- a. 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;

- b. 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 Aboriginal women's organization or Aboriginal organizations carrying on similar objectives of MMVI, as may be determined by the Board of Directors in office at the time of dissolution.

Repeal of Previous By-Laws

54. 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.

Signed by the Executive officers this day _____

Co-Chair

Co-Chair

Secretary

APPENDICES

APPENDIX A

TERMS OF OFFICE

First Annual AGA (May 23, 2017)

3 members with highest votes received three-year terms

4 members received two-year terms

***one three-year term member resigned before term ended

Third Annual AGA (August 26, 2017)

2 - Co-Chairs

1 holding three-year term
(remains)

1 holding two-year term
(to be elected)

1 - Treasurer - three-year term (remains)

1 - Secretary - two-year term (to be elected)

1 - Northern Region (north of 53rd) (two-year term)
(to be elected)

1 - Southern Region (south of 53rd) (two-year term)
(to be elected)

1 - Member at large (two-year term)
(to be elected)

1 - Youth Representative (two-year term)
(to be elected)

APPENDIX B

MISSION, VISION, GOAL AND OBJECTIVES

Our Vision:

Building stronger connections among Indigenous women, 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 everywhere.

Our Mission Statement:

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

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

Our Goal:

To build a strong connection among Indigenous women, 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 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 girls

- **Advocacy - Emotional:**
To serve as a vehicle for Indigenous women 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'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 their families in all areas of our lives.

APPENDIX C

GUIDING PRINCIPLES: 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 ever present 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 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, families, and Nations.

Humility

- We commit to modeling and acting with humility and integrity that honors 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.

APPENDIX D

HISTORY

MOON VOICES FOUNDING CIRCLE

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

- a. The project was originally created in response to the alarming rate of violence against Aboriginal women and young Aboriginal 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 Aboriginal 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 Aboriginal women are what make this circle, and therefore the MMVI will include this circle of women as it pursues its vision, mandate and objectives;