

Proposal for Bylaw Amendments for Board consideration and application-February 2021

LETHBRIDGE AND DISTRICT MUSIC AND SPEECH ARTS FESTIVAL
SOCIETY BYLAWS

ADOPTED – April 17, 2019

Article I - NAME

Section I – The Society

- a) The name of the society shall be the Lethbridge and District Music and Speech Arts Festival Society, which may also be known or referred to as “lethmsf” or the Society.

Section II – The Bylaws

- a) The following articles set forth Bylaws of the Lethbridge and District Music and Speech Arts Festival Society.

Article II – DEFINING AND INTERPRETING THE BYLAWS

Section I – Definitions – In these Bylaws, the following words have these meanings:

- a) Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- b) The Annual General Meeting means the annual general meeting as described in Article VII.
- c) Board means the Board of Directors of this Society.
- d) Bylaws means the Bylaws of this Society as amended.
- e) Director means any person elected or appointed to the Board. This includes the Chair, Vice-Chair, and immediate Past Chair.
- f) Member means a Member of the Society.
- g) Officer means any Officer listed in Article VII.
- h) Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Society.
- i) Society means the Lethbridge and District Music and Speech Arts Festival Society.
- j) Special Resolution means a resolution proposed and passed as a Special Resolution at an Annual General Meeting with less than twenty-one (21) days’ notice. All the voting Members eligible to attend and vote at the General Meeting must agree.
- k) Voting Member means a Member entitled to vote at the meetings of the Society.

Article III - OBJECTS OF THE SOCIETY REMOVED

Section I - The objects of the society are detailed in the Article of Incorporation.

- a) **“To continue to provide an adjudicated annual music and speech arts festival for the benefit of amateur and young aspiring artists.”**

Article IV - MEMBERSHIP

Section I – Each membership in the Society shall be open to any person, family, or corporation who is of legal age and agrees to abide by the objectives and bylaws of the Society.

Section II – All members may attend annual and special meetings which entitles them to one vote and all other membership rights that may be offered.

Section III – Any person shall be admitted as a member of the Society if he/she has:

- Participated in the Festival within the past year and/or;
- Supported the Society through attendance at the Festival and/or Concerts within the past year and/or;
- Contributed to the Society \$50 or more within the past year.
- Volunteered within the past year with the Society

Section IV – The membership year is September 1 to August 31.

Section V – The annual membership fee, if applicable, must be paid on or before September 1 of every year.

Section VI – A member may withdraw their membership by written letter to the Chair. A member may be expelled by a majority vote of the Board of Directors.

Section VII – Any member who has not withdrawn from membership nor has been suspended shall have the right to vote at any General or Special meeting of the Society. Members must be present in person at an Annual General Meeting or Special Meeting to cast a vote.

Section VIII – Suspension of Membership

- a) The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for one (1) year, for one or more of the following reasons:

- a.a) if the member has failed to abide by the Bylaws;
- a.b) if the Member has been disloyal to the Society;
- a.c) if the Member has disrupted meetings or function of the Society; or
- a.d) if the Member has done or failed to do anything judged to be harmful to the Society.

- b) Notice to the Member

b.a) The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.

b.b) The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

- b.c) The notice will state the reason(s) why suspension is being considered.

c) Decision of the Board

c.a) The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

c.b) The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board.

c.c) The Board may exclude the Member from its discussion of the matter, including the deciding vote.

c.d) The decision of the Board is final.

Section IX – No Society member shall receive any remuneration for his/her services.

Section X - The Society's fiscal year shall be from September 1 to August 31.

Section XI – Books and records of the Society may be inspected by members, in the Society's office during business hours, upon reasonable request.

Article V - AFFILIATION

Section I - The Society may affiliate with other Societies as deemed advisable.

Article VI - BOARD OF DIRECTORS

Section I – The affairs of the Society shall be managed by a Board of Directors which shall function with the provision of these Bylaws and in accordance with the policies of the Society.

Section II – The Board of Directors shall execute the governance responsibilities required for the sound and responsible stewardship of the assets, operations, and affairs of the Society.

Section III – The Board of Directors are responsible for formulating and overseeing the implementation of policies consistent with the purpose of the Society.

Section IV – The Board of Directors must act at all times in the best interest of the Lethbridge and District Music and Speech Arts Festival Society.

Section V - The Board of Directors shall consist of no more than twelve and no fewer than seven elected members and two appointed members.

Section VI - The Board of Directors shall have the power to appoint a Director in an elected position, on an interim basis, until the position shall be filled at an Annual General Meeting.

Section VII – Each Director shall serve for a period of three years (1 term) and may serve no more than three consecutive terms. No individual may serve more than nine consecutive years. A Director may return to the board after two years.

Section VIII – A Director shall resign by written notice to the Chair.

Section IX – Any Director, who misses three (3) meetings of the Board in succession, shall be deemed to have voluntarily vacated his/her position. The exception to this shall be where a leave of absence has been sought from and granted by the Board.

Section X – Directors shall receive no remuneration. The Board shall have the power to determine reimbursement to any director for reasonable expenses incurred on approved business of the Society when properly substantiated.

Section X: A Director who is not performing the job required as stated in the Bylaws shall be removed from the position by a majority vote of the board. ADDED AND SUBSEQUENT SECTIONS RENUMBERED 6

Section XI – The Directors, through a resolution, may designate employees as ex-officio members of the Board without voting rights.

Section XII – The Directors shall appoint an Executive Committee consisting of the officers of the association and the immediate past chair of the Board.

a) The Executive Committee shall oversee the Senior Administrative Employee in handling the day-to-day business of the Festival.

b) The Executive committee may appoint additional committees as needed.

Section XIII - At a meeting of the Board of Directors, all motions must have a simple majority of those voting.

Section XIV – Statement of Indemnification

a) Directors shall incur no liability, either collectively or individual, in acting upon any papers, documents, data or information believed by them to be genuine and accurate, and to have been executed, delivered or assembled by the proper parties.

b) Directors shall incur no liability for anything done in good faith and in the purported exercise of his/her duties as a director.

c) Individual Directors shall not be liable for the act or omission of any other Director.

d) Lethbridge and District Music and Speech Arts Festival shall indemnify and save harmless each and all of the members of the Board of Directors from and against any loss, expense, claim, demand, action or thing of any nature whatsoever, arising out of their performance or purported performance of their powers, duties and function under the Societies Act or Lethbridge and District Music and Speech Arts Festival Society By-Laws, except that this indemnity shall not in any way extend so as to protect any member from liability relating to his or her failure to act in good faith.

Section XV – Meetings

a) The Board of Directors shall meet at least eight times in a fiscal year.

Article VII - OFFICERS

Section I – At the first Board meeting, following the Annual General Meeting, the Directors shall elect a Chair, a Vice-Chair, a Secretary, and a Treasurer. No officer shall receive remuneration for the performance of their duties. Any officer may be removed, by a majority vote of the Board of Directors, if they are not performing their duties as specified by the Society.

Section II – The Chair shall:

- a) Supervise the affairs of the Board;
- b) Chair all meetings of the Society, the Board and Executive Committee
- c) Serve as an ex officio member of all Committees, except the Nominating Committee;
- d) Act as the spokesperson for the Society;
- e) Carries out other duties assigned by the Board

Section III – The Vice-Chair shall:

- a) Preside at meetings in the Chair's absence
- b) Assume the office and duties of the Chair in their absence, incapacity or resignation of the Chair.
- c) Carries out other duties assigned by the Board

Section IV – The Secretary shall:

- a) Attend all meetings of the Society, Board, and Executive Committee
- b) Be responsible for the records of all proceedings of the Society
- c) Maintains an accurate list of names and addresses of all Society members
- d) Carries out other duties assigned by the Board

Section V – The Treasurer shall:

- a) Ensure that the Society's financial records, budget forecasting and annual financial statements are maintained under generally accepted accounting standards
- b) Present a detailed account of revenues and expenditures to the Board at scheduled meetings
- c) Present the financial review of the Society at the Annual General Meeting
- d) Chair the Finance Committee of the Board
- e) Carries out other duties assigned by the Board

Section VI – The Past Chair shall:

- a) Chair the Nominating Committee
- b) Carries out other duties as assigned by the Board

Section VII – The funds of the Society shall be disbursed as directed by the Board of Directors, and over the signatures of two of the Chair, Vice-Chair, and/or Secretary or designated Director of the Board.

Article VIII - MEETINGS

Section I – The Annual General Meeting of the Society shall be held during the third week of October, in each fiscal year, at a time specified by the Board of Directors. The business of the Annual General Meeting is to receive the annual reports, including the Accountant’s report and to elect Directors. Notice of the date, time and place of such meeting and all business to be presented at such meeting shall be given to the members at least twenty on (21) days before the date of each meeting.

Section I – The Annual General Meeting of the Society shall normally be held during the third week of October in each fiscal year or within 18 months of the previous AGM. The business of the Annual General Meeting shall be to receive the annual reports, including the audited financial report and to elect Directors. Notice of the date, time and place of such meeting and all business to be presented at such meeting shall be given to the members at least twenty-one (21) days before the date of each meeting. Meetings shall be held in person whenever possible. However, if the Society is unable to convene in person, a virtual meeting shall be allowed providing there is a quorum present.

Section II – A Special Meeting shall be called by the Chair or Vice-Chair upon the request of the Board. Notice of the date, time and place of such meeting and all business to be presented at such meeting shall be given to the members at least fourteen (14) days before the date of such meeting.

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Section III – The Membership will be notified of General and Special meetings fourteen (14) days prior to the meeting by any or all of the following: on the “lethmsf” web site, e-newsletter, email, and or through community media.

Section IV – Ten members at an Annual or a Special Meeting shall constitute a quorum. A resolution shall be passed by a simple majority.

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Article IX- BORROWING POWERS

Section I - The Board of Directors may, at its discretion, and by a resolution of the members of the Board, borrow for the purpose of attaining the aims and objectives of the Society, and may pledge the assets of the Society for this purpose.

Article X - AUDIT

Section I – The Books, accounts, and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting.

Article XI – SEAL

Section I – The Board may adopt a seal as the Seal of the Society.

Section II – The Seal shall be kept in the control and custody of the Chair unless otherwise decided by the Board.

Section III – The Seal of the Society may only be used by officers authorized by the Board. The Board shall pass a motion to name the authorized Officers.

Article XII – PARLIAMENTARY AUTHORITY

Section I - The rules contained in the current edition of Robert’s Rules of Order shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of the Society may need to adopt.

Article XIII - AMENDMENTS

Section I - A notice of Motion to amend the by-laws shall have been given not less than twenty-one (21) days prior to the Annual General Meeting. These by-laws may be rescinded, altered or added to by a “Special Resolution.”

Article XIV – DISSOLUTION OF THE SOCIETY

Section I – The Society may be dissolved when a quorum of Society members in good standing, vote in favor of dissolution.

Section II – The Society does not pay any dividends or distribute its properties among members of the Society.

Section III – Upon dissolution of the Society any assets remaining after the payment of debts and liabilities are to be transferred to a registered non-profit society that will continue the operation and management of the Lethbridge and District Music and Speech Arts Festival. In absence of a non-profit society with the same objective(s) as the Lethbridge and District Music and Speech Arts Festival Society, the assets shall be transferred to the Community Foundation of Lethbridge and Southwestern Alberta.