AMENDED NOTICE – 3 November 2026. This notice replaces the notice issued on 2 November 2026. Amendments have been made to Article II, Article VI, Article VII, and Article IX of the proposed bylaws. Members are asked to review the amended bylaws in full; the amended document governs.

NOTICE OF SPECIAL GENERAL MEETING
AND NOTICE OF SPECIAL RESOLUTION
LETHBRIDGE AND DISTRICT MUSIC AND SPEECH ARTS FESTIVAL SOCIETY
(the "Society")

Please TAKE NOTICE that a Special General Meeting of the members of the Society will be held:

Date: 24 NOVEMBER 2026
Time: 6:00PM
Location: CASA LETHBRIDGE - 230 8th Street South, Lethbridge, AB

AND FURTHER TAKE NOTICE that at the meeting, the following resolution will be proposed as a special resolution under the Societies Act (Alberta):

BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The bylaws of the Society entitled "LETHBRIDGE AND DISTRICT MUSIC AND SPEECH ARTS FESTIVAL SOCIETY BYLAWS – ADOPTED December 9, 2022" are rescinded in their entirety.

2. The bylaws entitled "LETHBRIDGE AND DISTRICT MUSIC AND SPEECH ARTS FESTIVAL SOCIETY BYLAWS – PROPOSED: 2 NOVEMBER 2026 – AMENDED 3 NOVEMBER 2026", in the form attached to this notice as Schedule "A", are adopted as the bylaws of the Society in substitution for the rescinded bylaws.

3. Upon adoption, the heading of the new bylaws shall be changed from "PROPOSED: 2 NOVEMBER 2026 – AMENDED 3 NOVEMBER 2026" to "ADOPTED: 24 NOVEMBER 2026". No other change is to be made to their wording.

4. Any director or officer of the Society is authorized to certify this special resolution, to file it and the new bylaws with the Registrar of Corporations, and to sign all documents and do all things needed to give effect to this resolution.

To pass, this special resolution requires at least 75% of the votes cast by members entitled to vote who are present at the meeting.

Dated at Lethbridge, Alberta, this 3rd day of NOVEMBER, 2026.

By order of the Board of Directors,

Bryce Johnston, Chairman
Lethbridge and District Music and Speech Arts Festival Society

SCHEDULE “A” to the Notice of Special General Meeting dated 3 NOVEMBER 2026

LETHBRIDGE AND DISTRICT MUSIC AND SPEECH ARTS FESTIVAL SOCIETY BYLAWS
PROPOSED: 2 NOVEMBER 2026 – AMENDED 3 NOVEMBER 2026

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” (LethMSF) or “the Society”. The Society may operate under one or more alternative “brand name(s)” for marketing purposes, where and how permitted by law.

Section II – The Bylaws

a) The following articles set forth the Bylaws of the Society.

Article II – DEFINING AND INTERPRETING THE BYLAWS

Section I – Definitions

In these Bylaws, the following words, titles, or phrases have these meanings; words in the singular include the plural, and vice versa:

a) The Act means Alberta's Societies Act R.S.A. 2000, Chapter S-14, as amended, or any future statute substituted for it.

b) Annual General Meeting (AGM) means the annual general meeting as described in Article VII.

c) General Meeting means any meeting of Society membership, called by the Chair or Vice Chair, which is not an AGM or Special Meeting.

d) Special Meeting means any meeting called under Article VII, Section III, or as otherwise provided in these Bylaws.

e) Board means the Board of Directors of the Society.

f) Bylaws means the Bylaws of the Society as amended.

g) Director means any Member elected or appointed to the Board. Directors are eligible to vote at Board meetings and meetings of membership; at an AGM, General, or Special Meeting, they hold the same voting rights as members, but their voting privileges still fall within the bounds of Article V, Section XV.

h) Member (or “member”) means a current Member of the Society; membership does not automatically confer directorship or officership. Each Member is eligible for one vote at the AGM, General, and Special Meetings.

i) Officer means the Chair, Vice Chair, Secretary, or Treasurer, elected under Article VI. Officers are eligible to vote at all meetings; at an AGM, General, or Special Meeting, they hold the same voting rights as members, but their voting privileges still fall within the bounds of Article V, Section XV. Officers are Directors by virtue of their role within these Bylaws.

j) Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Society (see Article III, Section II).

k) Special Resolution is defined in the Act. These Bylaws defer to the Act's language to define this term.

l) Primary operating account means the bank account primarily used to disburse operational funds to vendors and contractors on a “day-to-day” basis.

m) Securities account(s) means any financial account whose funds are not accessible without selling or trading securities.

n) Policy Manual means the document created and maintained by the Board to outline Society policies. The Board is granted the authority to update, amend, and maintain these policies. No policy within the manual shall supersede these Bylaws.

o) Family Member means an individual's spouse or common-law partner; parent, step-parent, foster parent, or legal guardian; child, stepchild, foster child, or adopted child; sibling, half-sibling, or step-sibling; grandparent or grandchild; parent-in-law, child-in-law, or sibling-in-law; and any person residing in the same household as the individual or any other person whose relationship with the individual could reasonably be expected to impair the individual's independence or create a conflict of interest.

p) Active Society member means any member in good standing who, as of the date of the meeting, either attended at least one (1) of the three (3) most recent AGMs, or performed volunteer service for the Society, as recorded by the Society, within the previous twelve (12) months. This definition applies only to Sections specifically referencing “active Society member(s)”.

q) Good standing, as it applies to Society membership, means a current member (subject to renewal of membership outlined in the Policy Manual) of not fewer than sixty (60) days who has paid any fee in effect (if applicable), and is not suspended. Renewal of membership before its expiration shall preserve continuity of membership for the purposes of the sixty (60) day requirement.

r) Audit (or “audited”) is used in reference to an “audit of accounts”, as required by the Act. The Society’s audit of accounts shall be conducted within the bounds of the Act and its regulations. For the purposes of these Bylaws, a compilation, review engagement, or audit performed by an external accountant shall satisfy this requirement.

s) Nominating Committee and its procedures are defined in the Policy Manual.

t) Finance Committee and its procedures are defined in the Policy Manual.

u) Act of God means severe weather, natural disaster, or atmospheric phenomena, resulting in the inability to be physically present. Where a pandemic is in effect but the law does not strictly prohibit physical gathering, the Board may temporarily designate the pandemic as an act of God for the purposes of this definition.

v) AGM cycle means the period beginning at the close of one AGM and ending at the close of the immediate following AGM, regardless of its actual length. Where these Bylaws count years by AGM cycle, each AGM cycle shall count as one (1) year.

w) Cash or cash-like gift means any physical cash, cheque, prepaid credit card, wired or electronic funds, or other cash-like item of any value, or any gift card valued above twenty-five dollars ($25), presented by any organization, or by any individual of the age of majority in Alberta (or consented to by their parent or guardian).

x) Small, non-cash gift means any gift offered by any organization, or by any individual of the age of majority in Alberta (or consented to by their parent or guardian), that is not defined in w) of this Section and that meets all of the following criteria:

1) Not physical cash, cheques, prepaid credit cards, wired/electronic funds, or other cash-like items, except physical or e-gift cards;
2) Valued at equal to or less than twenty-five dollars ($25); and
3) Consumable or novelty in nature (gift cards, coffee, snacks, keychains, kitsch, etc.).

y) Gifts of Appreciation of Service means any gift, as defined in this Section, offered in recognition of Board-related service, individually or collectively.

z) Past Chair means the immediate Past Chair of the Board, except when expressly stated within a Section of these Bylaws.

aa) Eligible meeting records means any and all records which are required to be accessible to members by law or under the Act.

Article III – MEMBERSHIP

Section I – Society membership shall be open to any person who is of the age of majority in Alberta. Members have the right to attend and vote (subject to Section VI of this Article) at the AGM, General, and Special Meetings, and are responsible for behaving in accordance with these Bylaws and the objectives of the Society as registered under the Act.

Section II – Any person shall be admitted as a Member of the Society if they submit the prescribed membership onboarding form (found in the Policy Manual), provided they are not currently suspended and have not been expelled under Section VII.II of this Article or Article V, Section XV (unless reinstated by Special Resolution under Section VII.II of this Article or Article V, Section XV); the Board is made responsible for ensuring the ongoing and active nature of this form. Onboarding method(s) must be stated clearly within the Policy Manual. Membership follows a three (3) year term cycle (calculated by the year defined in Section III of this Article), and must be renewed to a new three (3) year term, as set out in the Policy Manual. All members shall be recorded in the Society's Register of Members.

Section III – The membership year is November 1 to October 31.

Section IV – The Society may decide to impose a membership fee, by a simple majority vote of Society membership at an AGM, General Meeting, or Special Meeting, provided notice of intention to pass such motion is given not less than twenty-one (21) days prior to the meeting.

Section V – A Member may withdraw their membership by written notice to the Chair. Members who have withdrawn are no longer eligible to vote.

Section VI – Only Members in good standing may vote. Voting at virtual meetings shall be conducted under Article VII, Section I. Suspended members are ineligible to attend or vote at meetings.

Section VII.I – Suspension of Membership

a) Notice to the Member

1) The Member will receive written notice of the Board's intention to consider suspension.
2) The notice will state the reason(s) why suspension is being considered.

b) The Board, at a meeting of the Board called for that purpose, may suspend membership for one (1) year, for one or more of the following reasons:

1) If the Member has failed to abide by the Bylaws;
2) If the Member has acted against the interests of the Society; or
3) If the Member has disrupted meetings or the function of the Society.

c) Decision of the Board

1) The Member will have an opportunity to respond within two (2) weeks of the date of written notice.
2) The Board shall exclude the Member from its discussion of the matter, including the vote.
3) Suspension is passed by simple majority vote of the Board. The decision of the Board is **final**.

In the event that a member who is also a Director is suspended, their directorship shall be terminated. This individual shall be eligible for re-election at the AGM following one (1) year **after** the date of their suspension.

Section VII.II – Expulsion of a Member

a) The Board, at a meeting of the Board called for that purpose, may expel a Member permanently for one or more of the same grounds listed in Section VII.I b). Expulsion will only be considered where suspension is deemed insufficient, given the severity or repeated nature of the conduct.

b) Notice to the Member

1) The Member will receive written notice of the Board's intention to consider expulsion.
2) The notice will state the reason(s) why expulsion is being considered.

c) Decision of the Board

1) The Member will have an opportunity to respond within two (2) weeks of the date of written notice.
2) The Board shall exclude the Member from its discussion of the matter, including the vote.
3) The decision of the Board is **final**.

Expulsion shall require a two-thirds (2/3) majority vote of the Board of Directors. An expelled Member shall immediately forfeit all membership rights, including directorship. This individual shall become eligible for membership and directorship again through Special Resolution of the membership.

Section VIII – No Member shall receive remuneration for their services, unless those services are contracted through a majority Board decision.

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

Section X – Financial materials and eligible meeting records (as defined in Article II, Section I) of the Society may be inspected by members, upon request. The Board shall be given thirty (30) days to provide eligible requested records and materials upon receipt of the request.

Article IV – AFFILIATION

Section I – The Society may affiliate with other societies or organizations, as deemed advisable.

Article V – BOARD OF DIRECTORS

Section I – The affairs of the Society shall be managed by a Board of Directors, which shall function in accordance with these Bylaws and the Policy Manual. Directors shall be elected by a vote of Members present at the AGM under the voting procedure defined in the Policy Manual. No amendment to this procedure shall take effect for an AGM once notice of that AGM has been given. Nominations may be presented by the Nominating Committee, under procedures in the Policy Manual, or, where these Bylaws explicitly allow, from the floor.

The Board is granted the authority to allow nominations from the floor through a two-thirds (2/3) majority resolution; this resolution must be passed not less than twenty-two (22) days prior to the AGM. Membership shall be notified of the resolution within the bounds of the meeting's prescribed notice requirements; an agenda presented within the bounds of these requirements detailing the allowance of floor nominees shall be considered due notice.

Section II – The Board of Directors shall fulfill 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 is responsible for formulating and overseeing the implementation of policies consistent with the purpose of the Society.

Section IV – The Board of Directors must always act in the best interests of the Society.

Section V – The Board of Directors shall consist of no more than twelve (12), and no fewer than five (5) members; two (2) (or three (3) under the provisions of Section VI of this Article) of whom may be appointed under the provisions of Section VII of this Article. Appointed Directors **not** appointed under the provisions of Section VI of this Article shall fall strictly within the bounds of Section VII of this Article. A vacancy on the Board shall not invalidate the acts of the Board, provided a quorum is present.

Section VI – Board Falls Below Minimum (Contingency)

a) Should the number of sitting Directors fall below the minimum prescribed in Section V of this Article, the Chair (or Vice Chair in the Chair's absence) shall call a Special Meeting, to be held not more than thirty (30) days following the date of the resignation or vacancy, received or assumed, which caused the Board to fall below the minimum. Notice shall be given in accordance with Article VII, Section IV.

b) At this meeting, Members in good standing may freely nominate, from the floor, any Member in good standing, notwithstanding the nomination procedures of the Policy Manual. Any Member in good standing who has previously served as a Director, including any Past Chair, shall be eligible for nomination and election at this meeting, regardless of Section VIII of this Article.

c) A Director elected at this meeting, or appointed under (d) of this Section, shall serve until the immediate following AGM, subject to (e) and (f) of this Section.

d) As a last resort, the Board may appoint a Past Chair as an interim Director, regardless of Section VIII of this Article, and extending the maximum number of appointees under Section VII of this Article to three (3), only where all of the following conditions are met:

1) The meeting described in (a) has been held, or failed to achieve quorum;
2) All appointments available under Section VII of this Article have been made, or attempted without success;
3) Following (1) and (2), the number of sitting Directors remains exactly one (1) below the minimum prescribed in Section V of this Article;
4) The Past Chair was not present at the meeting described in (a); and
5) The Past Chair is a Member in good standing and consents to the appointment.

For the purposes of this Section, “Past Chair” means any Member in good standing who has previously served as Chair of the Society.

e) At the immediate following AGM, the membership may, by simple majority resolution, extend the term of any Director elected or appointed under this Section for one (1) year, regardless of Section VIII of this Article. For the following Directors, nominations from the floor must first be considered and voted upon, and the extension may proceed only if no nominee is elected:

1) A Director appointed under (d) of this Section; or
2) A Director who would not otherwise be eligible for election at that AGM under Section VIII of this Article.

A Director whose term is not extended shall vacate their position at the close of the AGM.

f) The AGM immediately following an extension under (e) of this Section shall mark the end of service under this Section, and no further extension shall be granted. At that AGM, the Director shall be eligible for election to a full three (3) year term, regardless of any prior service. If elected, Section VIII of this Article shall apply to them as though newly elected; to clarify, from the date of that election, the Director may serve up to three (3) consecutive three (3) year terms, for a maximum of nine (9) consecutive years. If not elected, the Director shall vacate their position at the close of that AGM.

g) For all purposes of Section VIII of this Article:

1) Service under this Section shall not be counted against the maximums defined in Section VIII; and
2) Service under this Section shall be treated as time away from the Board for the purposes of the minimum two (2) year absence required by Section VIII, counted by AGM cycle. Each period of service ending at an AGM shall count as one (1) year of absence, including the first period, which begins at the meeting described in (a) or the appointment described in (d) and ends at the immediate following AGM, regardless of its actual length; to clarify, service ending at the first AGM counts as one (1) year, and service ending at the second AGM counts as two (2) years.

Section VII – The Board of Directors shall be granted authority to appoint up to two (2) interim Directors from within Society membership; these positions must be filled by election at the immediate subsequent AGM. The months an interim Director appointed within the bounds of this Section has served **before** being elected shall not be counted against their maximums as defined by Section VIII of this Article.

Section VIII – Each Director shall serve for a “term” period of three (3) years (calculated by AGM cycles) and may serve no more than three (3) consecutive terms, for a maximum of nine (9) consecutive years. A Director who has served the maximum may return to the Board after a minimum of two (2) years' absence; this absence shall be counted by AGM cycle, as defined in Article II, Section I.

Section IX – A Director may resign by written notice to the Chair or, in the case of the Chair, to the Vice Chair.

Section X – Any Director who is absent for **more than** three (3) of the scheduled (or re-scheduled) Board meetings, annually, shall be deemed to have vacated their position; no Board vote shall be required. A reasonable attempt to notify of automatic vacation from their position shall be sent by the Executive Committee to their personal email address, or via phone call or voicemail. This provision shall not apply where extenuating circumstances are communicated and validated by the Executive Committee. The AGM or the October Board meeting (whichever happens first) shall be considered the last meeting of the year, after which attendance records reset.

Section XI – Directors shall receive no remuneration for their duties as a Director. The Board shall be granted the authority to determine reimbursement to any Director for reasonable expenses incurred on approved business of the Society when properly substantiated. Under the provisions of Article III, Section VIII, a Director may be compensated for services outside their duties as a Director, provided that these services were not solicited by the interested party, and that said party exits before the discussion and remains absent during the required Board vote.

Gifts of Appreciation of Service – Small, non-cash gifts, when intended for an individual Director, may be politely accepted, subject to their eligibility under Article II, Section I. Subsequent gifts offered from the same individual(s) or organization(s), during the same AGM cycle, shall either be approved by the Executive Committee (using the procedures outlined in the Policy Manual), or be politely declined.

Any Director offered any gift other than those defined in x) of Article II, Section I, extended only for them by any individual (whether within membership or not) or organization, shall politely decline such gift.

Should an individual or organization wish to present a gift to the collective Board of Directors, this shall be communicated to the Executive Committee by email or other written method, at which time, the Executive Committee may decide to accept or decline such gift using the procedures outlined in the Policy Manual. All gifts accepted on behalf of the collective Board must be accessible to all Board members; a gift is considered accessible to all Board members even if a Director's personal schedule prevents them from using it.

Section XII – A Director who is not performing the job required as stated in this Article may be removed from their position by a two-thirds (2/3) majority vote of the Board. The Board is granted the authority to create the procedure utilized to enforce this Section, which must be articulated in the Society's Policy Manual.

Section XIII – The Directors shall appoint an Executive Committee consisting of the Officers of the Society (see Article VI) and, if appropriate, the Past Chair. This Section does not apply to additional signatories mentioned in Article VI, Section VII.

a) The Executive Committee shall oversee, as necessary, all employees and contractors in handling the day-to-day business of the LethMSF.
b) The Executive Committee may appoint additional committees as needed.

Section XIV – At a meeting of the Board of Directors, to be considered “carried”, all motions must have a simple majority of eligible votes cast.

Outside of regular Board meetings, email voting shall be permitted and must be moved by the Chair, or in their absence, the Vice Chair, via email, but all votes must be received by the Chair or Vice Chair's Festival email account, and verified as sent from the address registered and verified by the Executive Committee. Board members shall be given not less than forty-eight (48) hours to respond, but may be given a longer deadline. Email resolutions must be carried by a two-thirds (2/3) majority of all sitting Board members who are eligible to vote, where a non-response shall be recorded as an abstention. This vote shall not require ratification once the motion has carried; all email resolutions shall be noted in the minutes of the in-person or virtual meeting immediately following. For expediency, business dependent on such a vote may commence after the email response constituting the two-thirds (2/3) mark has been received; however, all responses up until the deadline given in the initial motion shall be recorded in the minutes.

Section XV – Conflict of Interest

a) A Director, Officer, or Member who has a direct or indirect financial or personal interest in any matter before the Society or Board shall disclose that interest at the earliest opportunity, and before any discussion or vote on the matter.
b) The interested Director, Officer, or Member shall absent themselves from deliberation and voting on the matter.
c) All disclosures shall be recorded in the minutes of the meeting.
d) Failure to disclose a conflict of interest may be grounds for expulsion from the Society by a simple majority vote at a Special Meeting called for this purpose. This Section does not distinguish between a member and a Director; an expelled Director forfeits directorship and membership. The notice requirements of Article VII, Section IV and the right to respond under Article III, Section VII.II c) 1) shall still be upheld in this scenario; however, the remaining criteria in Article III, Section VII.II of these Bylaws need not be satisfied if this motion carries. Expelled members may have their eligibility restored by Special Resolution.

Section XVI – Statement of Indemnification

a) Directors shall incur no liability, either collectively or individually, in acting upon any papers, documents, or data believed by them to be genuine and accurate, and to have been executed, delivered, or assembled by the proper or accredited parties.
b) Directors shall incur no liability for anything done in good faith while exercising their duties as a Director.
c) Individual Directors shall not be liable for the act or omission of any other Director.
d) The Society shall indemnify and hold harmless each Director against any loss, expense, claim, or action arising from the performance or purported performance of their duties under the Act or these Bylaws, except where such liability arises from a failure to act in good faith.

Section XVII – The Board of Directors shall meet no fewer than eight (8) times in an AGM cycle. A majority of sitting Directors shall constitute a quorum.

Article VI – OFFICERS

Section I – At the first Board meeting following the AGM, the Directors shall elect a Chair, Vice Chair, Secretary, and Treasurer; these are Officers. Any Officer may be removed by a majority vote of the Board of Directors if they are not performing their duties as outlined in these Bylaws; removing an Officer does not impact their directorship.

Section II – The Chair shall:

a) Supervise the affairs of the Board.
b) Chair all meetings of the membership, the Board, and the 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) Carry out other duties as assigned by the Board.
f) Hold custody of all non-financial records of the Society in a secure location (digitally or on paper), unless expressly stated otherwise within these Bylaws.

Section III – The Vice Chair shall:

a) Preside at meetings defined in Section II of this Article, in the Chair's absence.
b) Assume the office and duties of the Chair in their absence, incapacity, or resignation.
c) Carry out other duties as assigned by the Board.

Section IV – The Secretary shall:

a) Attend all meetings of the membership, the Board, and the Executive Committee; the Secretary must notify the Executive Committee of any potential absences and assist them in finding a suitable alternative from within the Board of Directors.
b) Be responsible for recording, formatting, and distributing the minutes of all Board, Executive Committee, and whole-Society meetings.
c) Share custody of all Society meeting records with the Chair. Committee meeting records fall under the custody of the respective committee Chairs.
d) Carry out other duties as assigned by the Board.

Section V – The Treasurer shall:

a) Ensure that the Society’s financial records and budget forecasting are prepared and accurate, and that annual financial statements are prepared by an external, qualified accountant.
b) Present a detailed account of revenues and expenditures to the Board at scheduled meetings.
c) Present the required audit of accounts of the Society at the AGM.

d) Chair the Finance Committee of the Board.
e) Carry out other duties as assigned by the Board.
f) Hold custody of all financial records of the Society in a secure location, digitally or on paper.

Section VI – The Past Chair* shall:

a) Chair the Nominating Committee.
b) Carry out other duties as assigned by the Board.

*The Past Chair might not be a Director or Officer, and in this case, would be considered an ex officio Board member **without** voting rights. Should a Past Chair no longer be a Director, **and** not be willing or able to serve, the duties outlined in Section VI of this Article shall fall upon the Vice Chair.

Section VII – The funds of the Society shall be disbursed from the primary operating or securities accounts as directed by the Board of Directors, and with the signature or other approval of two (2) members of the Executive Committee or those designated under this Section (see Article V, Section XIII). The Board may designate additional signatories from within the Board. These delegates shall not be considered Executive Committee members; their authority shall only extend to the authorization of financial transactions as laid out in this Section.

Transactions made using facilities authorized by Article VIII may require only one authorized signatory, and as such, shall be bound by strict procedures which shall be clearly articulated in the Policy Manual. Facilities authorized by Article VIII shall not be used until these procedures are agreed upon through a majority Board resolution, and presented within the Policy Manual published to the Society's website.

Article VII – MEETINGS

Section I – Meetings shall be held in person whenever possible. Virtual meetings are allowed only when meetings cannot be held in person within the bounds of the law, or due to an act of God. Quorum shall be calculated as outlined in Section V of this Article. Voting shall be conducted as normal, but virtually; the processes for which shall be clearly articulated in the Policy Manual. Proxy voting shall not be permitted.

This Section, except for the prohibition of proxy voting, applies only to meetings of the membership (where not expressly stated otherwise in these Bylaws). Meetings of the Board, the Executive Committee, and any other committee may be held in person, virtually, or in a hybrid format, as determined by the Board; any person participating virtually in such a meeting shall be deemed present for all purposes.

Section II – The AGM of the Society shall normally be held during the third (3rd) week in October, in each fiscal year, or within eighteen (18) months of the previous AGM; in the case of an AGM held **after** October 31, the immediate following AGM must be held during the third (3rd) week in October during the immediate following year. The business of the AGM shall include receipt of the annual reports, including the audited financial report prepared by a qualified external accountant. Notice of the date, time, place, and all business to be presented at such a meeting shall be given to the members at least twenty-one (21) days before the meeting date. The **delivery method** of notice for this meeting shall fall within the bounds of Section IV of this Article.

Section III – A Special Meeting shall be called by the Chair or Vice Chair upon the request of the Board, or a quorum of membership of the Society (see Section V of this Article). This meeting shall be called not more than sixty (60) days from the date of request. Notice shall be given in accordance with Section IV of this Article, or any longer notice period these Bylaws require for the business to be discussed.

Section IV – Notice of each General and Special Meeting, stating the date, time, place, and all business to be presented, shall be given at least fourteen (14) days before the meeting, by at least two (2) of the following delivery methods:

a) Society website's homepage

b) E-newsletter
c) Email
d) Social media

This Section's notice period shall not apply to an AGM (see Section II of this Article). Notice of all Special Resolutions shall comply with the Act.

Section V – Ten (10) members shall constitute a quorum of membership unless otherwise expressly stated in these Bylaws. A resolution at any membership meeting shall be carried with a simple majority by show of hands or secret ballot; Special Resolutions are bound by the voting requirements within the Act. This Section shall not apply to a resolution relating to the dissolution of the Society (see Article XIII).

Article VIII – BORROWING POWERS

Section I – General Provisions

Borrowing Authority – The Board of Directors may, through majority Board resolution, borrow within the bounds of this Article. The limit defined in **Sections II and III** of this Article applies to **total outstanding liabilities**, not to any single transaction. The limit defined in **Section IV** of this Article applies to the **combined authorized credit limit**. All borrowing limits in this Article shall be calculated using the **most recent** approved annual operating budget which has been **reported to membership** at either:

a) An AGM, or
b) A Special Meeting called for the purpose of reporting an annual budget, where not less than twenty-one (21) days' notice of the business to be discussed has been provided to the membership.

Adjusting the Borrowing Limit – In the event that an approved, reported budget lowers a previous borrowing limit as defined in this Article, resulting in the Society's current outstanding liabilities exceeding the updated limit, existing liabilities may remain outstanding within the bounds of their original terms. No additional borrowing, including further draws on existing revolving credit, shall be undertaken until the total outstanding liabilities fall within their respective updated limits; for the purposes of this paragraph, Sections II and III (combined) shall be considered separate from Section IV. The Board is granted the authority and charged with the responsibility to create, amend, and maintain all procedures to enforce a reasonable repayment plan within the bounds of the agreed-upon payment terms with the financial institution providing the service(s), in order to bring the Society's borrowing into compliance. The procedure(s) for resolving discrepancies as described in this paragraph shall be clearly articulated in their own section within the Policy Manual.

For credit facilities requiring security, the Board is granted the authority to reasonably pledge against Society assets. Only assets which are legally available to be pledged may be used as security.

Section II – Lump-Sum or Fixed Term Borrowing

The Board of Directors may borrow a dollar value (when combined with all outstanding liabilities bound by Section III of this Article) not exceeding 50% of the budget defined in Section I of this Article, for the purpose of executing the aims and objectives of the Society. The Board shall include such liabilities within the financials presented to membership at the AGM immediately following the borrowing, and each subsequent year liabilities remain outstanding. Borrowing bound by this Section can be sought whenever required, so long as the limit outlined in Sections II and III of this Article is not exceeded, and the reporting requirements remain upheld.

Section III – Line(s) of Credit

The Board may maintain lines of credit for operational convenience; details of these accounts (including outstanding liabilities) shall be included within the financials presented to membership at the AGM immediately following their opening, and each subsequent year they remain open, or while outstanding liabilities exist against the accounts. The

accounts must be kept current and in good standing, strictly adhering to the payment terms agreed upon with the financial institution providing the service(s).

Borrowing Limit – This Section's total liabilities, when combined with those relating to Section II of this Article, must not exceed the total borrowing cap (outlined in Section II of this Article). Should the Society fail to meet the payment obligations as outlined in this Section, the account(s) shall remain unused until made current.

The Board is granted the authority and charged with the responsibility to create, amend, and maintain all procedures to enforce this Section within the Policy Manual.

Section IV – Credit Cards

The Board may maintain one or more credit cards for operational convenience. Details of each account (including outstanding liabilities) shall be included within the financials presented to membership at the AGM immediately following its opening, and each subsequent year it remains open, or while outstanding liabilities exist against it. The statement balance on all credit card accounts must be repaid in full no later than the due date referenced on their respective most current statements.

Borrowing Limit – Accounts bound by this Section, when combined, shall have a limit not exceeding 25% of the budget defined in Section I of this Article. Should the Society fail to meet the payment obligations outlined in this Section, these accounts shall remain unused until the total outstanding liabilities in all accounts bound by this Section are repaid in full. The borrowing limit discussed in Sections II and III of this Article does not apply to this Section.

Where a lowered limit (as outlined in Section I of this Article) results in the combined authorized credit limit of accounts bound by this Section exceeding the updated limit, the Board shall reduce the authorized limits or close accounts as necessary to bring them within the updated limit; the Board shall be given ninety (90) days, following the date of the meeting prescribed in Section I of this Article, to bring these accounts into compliance. Use of these facilities may continue during this period, provided the total outstanding liabilities do not exceed 25% of the budget defined in Section I of this Article.

The Board is granted the authority and charged with the responsibility to create, amend, and maintain all procedures to enforce this Section within the Policy Manual.

Article IX – AUDIT

Section I – The books, accounts, and other financial records maintained by the Treasurer shall be audited at least annually by a qualified accountant. The Board shall be responsible for appointing an auditor and facilitating the audit. Society membership may, by Special Resolution, appoint an auditor of its choosing if it is unsatisfied with or concerned about the financials presented; see Section II of this Article.

The individual conducting the audit shall not be:

a) a Director, Officer, or employee of the Society;
b) a Family Member as defined in Article II, Section I of a Director, Officer, or employee of the Society; or
c) financially dependent upon, or have a financial relationship that could reasonably be expected to impair their independence with, a Director, Officer, or employee of the Society.

Section II – Membership is given ninety (90) days immediately following an AGM to challenge the financials presented at the same AGM. Within one hundred (100) days of the AGM in question, notwithstanding Article VII, Section III, and upon written request from a quorum of membership outlined in Article VII, Section V, the Chair (or Vice Chair in the Chair's absence) shall call a Special Meeting for the purpose of appointing an auditor, by Special Resolution, adhering to the notice requirements defined in Article VII, Section IV; the notice period for this meeting shall be changed to not less than twenty-one (21) days. This auditor must meet the same independence criteria as outlined in Section I of this Article.

Immediately following this meeting, the Chair (or Vice Chair in the Chair's absence) shall direct the Treasurer to make available all necessary financial records to the auditor the membership has chosen; this transfer of records must be facilitated by the Treasurer within sixty (60) days. The cost of this audit shall be borne by the Society, and any resulting departure from the approved budget shall not be considered a failure of the Board.

Article X – SEAL

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

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

Section III – The Seal(s) of the Society may only be used by Directors authorized by the Board. The Seal(s) shall be signed out by the Director taking responsibility for their temporary use. The Society grants the Chair authority to facilitate and outline this sign-out process.

Article XI – PARLIAMENTARY AUTHORITY

Section I – The newest edition of Robert's Rules of Order shall govern the Society in all cases where they are applicable. Robert's Rules of Order shall not supersede these Bylaws.

Article XII – AMENDMENTS

Section I – These Bylaws may be rescinded, altered, or added to by Special Resolution at the AGM, a General Meeting, or a Special Meeting; for the purposes of the Act, each is a general meeting. Notice of the proposed amendment, stating that it will be proposed as a Special Resolution and including its wording, shall be given to members in accordance with Article VII, Section IV, not less than twenty-one (21) days prior to the meeting; an agenda meeting these requirements made available within the bounds of Article VII, Section IV, shall be considered sufficient notice. Amendments take effect upon registration with the Registrar of Corporations, as required by the Act.

Article XIII – DISSOLUTION OF THE SOCIETY

Section I – The Society may be dissolved by Special Resolution at a meeting at which at least 50% of active Society members are present.

Section II – The Society shall 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, subject to Section VII of this Article, to a registered non-profit society that will continue the operation and management of the Festival. This donee must be approved by Special Resolution at the meeting described in Section I of this Article.

Section IV – In the absence of an organization defined in Section III of this Article, the members present may, by Special Resolution, decide to transfer all assets to an alternative non-profit organization whose main objective is to provide active support for, and/or production of fine arts; this organization may receive funding from religious organizations, but must not be controlled by any religious organization.

Section V – If no resolution defined in Sections III or IV of this Article can be agreed upon and carried by Special Resolution, the assets shall automatically be transferred to the Community Foundation of Lethbridge and Southwestern Alberta.

Section VI – In the case of transferring assets during dissolution of the Society (as outlined in Sections III, IV, and V of this Article), members who have, or are known to have, a conflict of interest shall be ineligible to vote on any motion relating to asset transfer.

Section VII – Notwithstanding Sections III, IV, and V of this Article, if the Society is a registered charity at dissolution, its remaining assets must be transferred to one or more qualified donees under the Income Tax Act (Canada).