FOR INFORMATION ONLY

This plain-language guide is provided to help members review the proposed bylaws. It is not the document being voted on at the 24 November 2026 Special General Meeting, and it may simplify or omit details. In case of any difference, the bylaws attached as Schedule "A" to the Notice of Special General Meeting dated 3 November 2026 govern.

The official notice is available at:
https://lethmsf.org/wp-content/uploads/2026/11/Amended-Notice-of-Special-Resolution-3-November-2026.pdf

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LethMSF Bylaw Changes – Plain-Language Guide

Proposed: Nov 3, 2026

The proposed bylaws keep the Festival's basic setup but add much more detail on membership, the Board, money, audits and meetings. This guide walks through them in the order of the new document.

How to read it: anything marked Minimal Change only had wording tidied up. Anything (new) or meaningfully different gets a short, plain-language summary.

What "Special Resolution" means: a lot of big decisions now need one. Under Alberta's Societies Act, that's a vote of at least 75% of those voting at a general meeting, with at least 21 days' notice. The old bylaws defined it in their own (confusing) way; the new ones just use the Act's definition.

Article I – Name

Section I – The Society

The official name stays the same. The short form "LethMSF" is now written in, and the Society can use other "brand names" for marketing, as long as the law allows it.

Section II – The Bylaws – Minimal Change

Article II – Defining and Interpreting the Bylaws

The definitions list has grown from 11 terms to 27. The ones that change how things work:

- **The Act, AGM, Board, Bylaws, Register of Members** – Minimal Change.
- **General Meeting** (new): any members' meeting called by the Chair or Vice Chair that isn't an AGM or Special Meeting.
- **Special Meeting** (new): a meeting called under the Special Meeting rules in Article VII.
- **Director**: must now be a Member. Directors vote like everyone else at members' meetings, but still have to follow the conflict-of-interest rules.
- **Member**: one member, one vote. Being a member doesn't make you a Director.
- **Officer**: Chair, Vice Chair, Secretary and Treasurer. Officers are automatically Directors.
- **Special Resolution**: now simply uses the Act's definition (see intro). The old version required everyone to agree.
- **Voting Member** and **Society** definitions are gone ("Society" is now defined in Article I).
- **Primary operating account** (new): the everyday bank account used to pay vendors and contractors.

- **Securities account** (new): an investment account where you'd have to sell investments to get the money.
- **Policy Manual** (new): the Board's rulebook for day-to-day procedures. The Board can update it, but it can never override the bylaws.
- **Family Member** (new): a broad list of relatives, in-laws, household members, or anyone close enough to cause a conflict of interest. Used for the auditor independence rules.
- **Active Society member** (new): a member in good standing who attended one of the last three AGMs, or volunteered in the past 12 months. Only used for dissolution.
- **Good standing** (new): you've been a member for at least 60 days, paid any fee, and aren't suspended. Renewing on time keeps your 60 days intact.
- **Audit** (new): means the audit required by the Act.
- **Nominating Committee** and **Finance Committee** (new): their rules live in the Policy Manual.
- **Act of God** (new): severe weather or disaster that makes meeting in person impossible. The Board can also count a pandemic.
- **AGM cycle** (new): the time from one AGM to the next, counted as one year no matter how long it actually is. Used for counting terms.
- **Cash or cash-like gift** (new): cash, cheques, prepaid cards, e-transfers, or gift cards over $25.
- **Small, non-cash gift** (new): something worth $25 or less, like coffee, snacks, a keychain or a small gift card.
- **Gifts of Appreciation of Service** (new): any gift given to thank Board members for their service.
- **Past Chair** (new): the immediate Past Chair, unless a section says otherwise.
- **Eligible meeting records** (new): the records members are legally allowed to see.

Article III – Membership

Section I – Who can join

Membership is now for individual people who are adults in Alberta. Families and corporations can no longer hold a membership. Members can attend and vote, and are expected to follow the bylaws.

Section II – How to join

You no longer "qualify" by performing, attending, donating $50 or volunteering. Instead, you fill out a membership form (described in the Policy Manual). Memberships last three years and then need to be renewed. Anyone currently suspended or expelled can't join.

Section III – Membership year

The membership year moves from September 1–August 31 to November 1–October 31.

Section IV – Membership fees

A fee can only be introduced if the members vote for it at a meeting, with at least 21 days' warning. The Board can't set one on its own.

Section V – Withdrawing – Minimal Change

Section VI – Who can vote

Only members in good standing can vote (so, members for at least 60 days). Virtual voting follows the rules in Article VII. Suspended members can't attend or vote.

Section VII.I – Suspension

The Board can still suspend a member for one year, at a Board meeting called for that purpose. The reasons are simplified to: breaking the bylaws, acting against the Society, or disrupting meetings or Festival operations. The member gets written notice and two weeks to respond. They're left out of the discussion and vote, and a simple majority decides. A suspended Director loses their seat, but can run again at the AGM after their year is up. Registered mail is no longer required.

Section VII.II – Expulsion (new)

The Board can now permanently expel a member, but only when a suspension isn't enough because the behaviour was serious or kept happening. It takes a two-thirds Board vote, after written notice and two weeks to respond. An expelled member loses everything, including any Board seat, and can only come back if the members pass a Special Resolution.

Section VIII – No pay for members

Members still aren't paid for volunteering, but the Society can now hire a member for a specific job if the Board approves it by majority vote.

Section IX – Fiscal year – Minimal Change

Section X – Looking at records

Members can ask to see financial materials and the meeting records they're legally entitled to. The Board has 30 days to provide them. The old rule about visiting the office during business hours is gone.

Article IV – Affiliation – Minimal Change

Article V – Board of Directors

Section I – Electing Directors

Members elect Directors at the AGM, using a voting process written in the Policy Manual. That process can't be changed once the AGM notice has gone out. Candidates normally come through the Nominating Committee. Nominations from the floor are only allowed if the Board approves them by a two-thirds vote at least 22 days before the AGM, and members are told in the meeting notice or agenda.

Sections II, III and IV – Board duties – Minimal Change

Section V – Board size

The Board can now have 5 to 12 Directors (it was 7 to 12). Up to two can be appointed (three in an emergency, see Section VI). An empty seat doesn't cancel Board decisions, as long as there's quorum.

Section VI – If the Board gets too small (new)

This is a backup plan for when the Board drops below 5 Directors:

1. The Chair calls a Special Meeting within 30 days.
2. At that meeting, members can nominate anyone in good standing from the floor, including former Directors who would normally have to sit out.
3. If that doesn't work and the Board is still exactly one short, the Board can appoint a former Chair as a last resort, if they agree.
4. These emergency Directors serve until the next AGM. Members can then vote to extend them for one more year (after first trying to elect someone from the floor, in some cases).
5. After that, they either get elected to a regular three-year term or step down. Emergency service doesn't count toward term limits.

Section VII – Interim Directors

The Board can appoint up to two interim Directors from the membership. Those seats must be filled by election at the next AGM. Time served as an interim Director doesn't count toward term limits.

Section VIII – Terms – Minimal Change

Still three-year terms, three terms in a row maximum (nine years), then a two-year break. Years are now counted by AGM cycle.

Section IX – Resigning – Minimal Change

The Chair now resigns to the Vice Chair.

Section X – Missing meetings

Old rule: miss three meetings in a row and you're out. New rule: miss more than three scheduled Board meetings in a year and you're automatically out, no vote needed. The Executive Committee will try to let you know. Real extenuating circumstances can be excused. The count resets after the AGM or October Board meeting, whichever comes first.

Section XI – Pay, expenses and gifts

Directors still aren't paid and can still be reimbursed for approved expenses. New: a Director can be paid for work outside their Board role, if they didn't ask for the work and they leave the room for the discussion and vote.

Gifts (new):

- A Director can accept a small gift ($25 or less, like coffee or a small gift card).
- A second gift from the same person or group in the same year needs Executive Committee approval, or must be declined.
- Anything bigger, or any cash, must be politely declined.
- Gifts for the whole Board go through the Executive Committee, and must be available to every Board member.

Section XII – Removing a Director

A Director who isn't doing the job can be removed by a two-thirds Board vote (the current 2022 bylaws say simple majority). The Board writes the process in the Policy Manual.

Section XIII – Executive Committee

The Officers, plus the Past Chair "if appropriate," form the Executive Committee. It now oversees all employees and contractors, not just one senior employee. Extra cheque-signers aren't automatically on this committee.

The old section letting the Board name employees as non-voting Board members has been removed.

Section XIV – Voting and email votes

Board motions pass by a simple majority of eligible votes. New: the Chair (or Vice Chair) can start an email vote between meetings. Directors get at least 48 hours to reply. It needs a two-thirds yes from all eligible Directors, and no reply counts as an abstention. Work can start once the two-thirds mark is reached. The result goes in the next meeting's minutes.

Section XV – Conflict of interest (new)

If anyone (member, Director or Officer) has a personal or money interest in a decision, they must say so before discussion starts, then sit out the discussion and vote. It's recorded in the minutes. Hiding a conflict can get someone expelled by a simple majority at a Special Meeting called for that reason, with proper notice and a chance to respond.

Section XVI – Indemnification – Minimal Change

Section XVII – Board meetings and quorum

The Board still meets at least eight times a year, now counted by AGM cycle. New: a majority of sitting Directors makes quorum.

Article VI – Officers

Section I – Electing Officers – Minimal Change

New clarification: being removed as an Officer doesn't remove you from the Board.

Section II – Chair

Same duties, plus one new one: the Chair keeps all non-financial Society records safe (on paper or digitally).

Section III – Vice Chair – Minimal Change

Section IV – Secretary

The Secretary now must tell the Executive Committee if they'll miss a meeting and help find a fill-in from the Board. They handle minutes for Board, Executive and members' meetings, and share custody of meeting records with the Chair. Committee chairs keep their own committee records. Keeping the member address list is no longer the Secretary's job.

Section V – Treasurer

Annual financial statements must now be prepared by an outside, qualified accountant. The Treasurer presents the audit at the AGM and keeps the financial records safe.

Section VI – Past Chair

Same duties. New: the Past Chair might not be on the Board anymore. If so, they can sit in without a vote. If they can't or won't serve, their duties (like chairing the Nominating Committee) go to the Vice Chair.

Section VII – Signing for money

Payments still need two signatures, now from any two Executive Committee members or other Directors the Board names as signers. Those extra signers only get signing authority, not an Executive Committee seat. New: credit cards and other borrowing tools can be used with one

signature, but only after the Board approves strict rules for them and posts them in the Policy Manual on the website.

Article VII – Meetings

Section I – In person vs. virtual (new)

Meetings happen in person whenever possible. Virtual meetings are only allowed if the law won't allow gathering in person, or because of an "act of God" (like a storm or, if the Board says so, a pandemic). Virtual voting rules go in the Policy Manual. Proxy voting (voting on someone else's behalf) isn't allowed. The Board and committees are able to meet in any format they decide.

Section II – AGM

Still held the third week of October, or within 18 months of the last one, with 21 days' notice. New: if an AGM ends up being held after October 31, the next one has to go back to the third week of October the following year, so the schedule gets back on track.

Section III – Special Meetings

New: members could already request a Special Meeting, but no number was set. Now at least 10 members (a quorum) must ask, and the meeting must be held within 60 days of the request.

Section IV – Notice

General and Special Meetings still need 14 days' notice. New: the notice must now go out in at least two of these ways: the website homepage, the e-newsletter, email, or social media. Notice for Special Resolutions follows the Act.

Section V – Quorum and voting – Minimal Change

Still 10 members for quorum and a simple majority to pass. Votes can be by show of hands or secret ballot. Special Resolutions and dissolution have their own rules.

Article VIII – Borrowing Powers

The old rule was one sentence: the Board could borrow and pledge assets whenever it wanted. Now there are clear limits.

Section I – General rules (new)

All limits are based on the latest annual budget that's been reported to members (at an AGM, or a Special Meeting with 21 days' notice). If a new, smaller budget lowers the limit and the Society is over it, existing debt can stay, but no new borrowing happens until it's back under. The Board can pledge Society assets as security, but only assets that can legally be pledged.

Section II – Loans (new)

Loans plus lines of credit can't add up to more than **50% of the budget**. Any loans must be reported to members at every AGM while they're outstanding.

Section III – Lines of credit (new)

Allowed for convenience, counted inside that same 50% limit. They must be kept up to date. If a payment is missed, the line can't be used until it's caught up. Reported at the AGM.

Section IV – Credit cards (new)

All credit cards together can have a total limit of no more than **25% of the budget** (separate from the 50%). The full balance must be paid off by each due date. Miss that, and the cards are frozen until

everything is paid. If a lower budget drops the limit, the Board has 90 days to lower card limits or close cards.

Article IX – Audit

Section I – Who does the audit

The audit must be done every year by a qualified accountant, chosen by the Board. The old option of having two members do it is gone. New independence rules: the auditor can't be a Director, Officer or employee, a family member of one, or someone financially tied to one.

Section II – Members can order their own audit (new)

If members have concerns about the finances presented at an AGM, they have 90 days to challenge them. If 10 members ask in writing, a Special Meeting (with 21 days' notice) is held within 100 days of the AGM, where members can pick their own independent auditor by Special Resolution. The Treasurer has 60 days to hand over the records. The Society pays, and going over budget for it doesn't count against the Board.

Article X – Seal

Mostly the same, with small updates: the Society can have more than one seal, any Director the Board authorizes can use it (not just Officers), and they sign it out using a process the Chair sets up.

Article XI – Parliamentary Authority – Minimal Change

Article XII – Amendments

Bylaw changes can now be made at an AGM, General Meeting or Special Meeting, by Special Resolution. Members get at least 21 days' notice, including the exact wording. Changes only take effect once they're registered with the government.

Article XIII – Dissolution of the Society

Section I – Closing the Society

It's now much harder to close the Society. It takes a Special Resolution at a meeting where **at least half of all active members** are present. Before, a quorum of 10 voting yes was enough.

Section II – No dividends – Minimal Change

Section III – Where the money goes first

Leftover assets still go to a non-profit that will keep the Festival running. That group now has to be approved by Special Resolution.

Section IV – Second choice (new)

If there's no such group, members can choose another non-profit that supports or produces the fine arts. It can get money from religious groups, but can't be run by one.

Section V – Fallback – Minimal Change

If members can't agree, assets go to the Community Foundation of Lethbridge and Southwestern Alberta, as before.

Section VI – Conflicts (new)

Members with a conflict of interest can't vote on where the assets go.

Section VII – Charity rule (new)

If the Society is a registered charity when it closes, its assets must go to a "qualified donee" under federal tax law, no matter what the sections above say.