

BYLAWS OF THE EDMONTON CHAMBER MUSIC SOCIETY

Approved: [Date]

1 NAME OF SOCIETY

The name of the society is "The Edmonton Chamber Music Society" herein referred to as the Society.

2 BYLAWS

These are the general Bylaws of the Society and replace all previous Bylaws.

3 MEMBERS OF THE SOCIETY

- 3.1 The following persons are automatically members of the Society:
 - 3.1.1 Any officer of the Society;
 - 3.1.2 Any member of the Board of the Society;
 - 3.1.3 Any subscriber to any series of concerts sponsored by the Society;
 - 3.1.4 Any person designated, in such manner as the Board shall consider appropriate, as a member, by a subscriber, where the subscriber has subscribed for more than one subscription, provided that the number of members so designated by such subscriber cannot exceed the number of subscriptions held by the subscriber;
 - 3.1.5 Any former officer of the Society;
 - 3.1.6 Any person granted a lifetime or honorary membership in the Society;
 - 3.1.7 Anyone designated as a member by the Board.
- 3.2 The Society in a general meeting may grant lifetime membership to any person who has significantly contributed to the Society or to chamber music generally.
- 3.3 The Board of the Society may grant honorary membership in the Society, limited to not more than one per calendar year, to any person it sees fit who supports the objects of the Society, but such honorary member shall not be entitled to vote at any general meeting of the society.
- 3.4 Membership in the Society is on an annual basis and any person who was a member of the Society ceases to be a member at the year-end of the Society unless the membership is renewed, or as noted in 3.1.
- 3.5 Any member of the Society may resign from the Society by delivering a resignation in writing to the President of the Society but such resigning member shall not be entitled to any refund of any membership fee paid or subscription price tendered.
- 3.6 Any member of the Society, other than honorary members, is eligible to be an officer of the Society, member of the Board or auditor of the Society.
- 3.7 Members are entitled to attend Board of Directors meetings.
- 3.8 The Board may, but is not required to, levy an annual membership fee.
- 3.9 The amount of such annual membership fee, if any, shall be approved at the Annual General Meeting of the Society.
- 3.10 Any annual membership fee levied by the Society and duly approved shall be included in the subscription price to any series of concerts presented by the Society.
- 3.11 Directors shall not receive any remuneration for their work on the Society's Board. However, members of the Society are entitled to be reimbursed reasonable out-of-pocket and ancillary expenses as may be authorized by the Board.
- 3.12 Any member of the Society may be removed from membership for any reason deemed sufficient by two thirds of the members of the Board. Any such member shall not be entitled to any refund of any membership fee paid or subscription price tendered.

4 OFFICERS OF THE SOCIETY

- 4.1 The following are the officers of the Society.
 - 4.1.1 President
 - 4.1.2 Past President
 - 4.1.3 Vice President

4.1.4 Treasurer

4.1.5 Secretary

4.2 Duties of officers:

The following are the duties of the officers of the Society:

4.2.1 **President**

4.2.1.1 To call meetings of the Board.

4.2.1.2 To chair meetings of the Board or if not able to attend Board meetings designate a member of the Board to act as chair in his or her place.

4.2.1.3 To chair the Annual General Meeting of the Society.

4.2.1.4 To coordinate the other members of the Board in the carrying out of their responsibilities.

4.2.1.5 To coordinate the representation of the Society in dealings with fund granting bodies, government and other groups with whom the Society has dealings.

4.2.1.6 To chair the nominating committee of the Society.

4.2.1.7 To ensure the Board of the Society carries out its duties under the bylaws.

4.2.1.8 To maintain the books and records of the Society, other than those maintained by the Treasurer or Secretary.

4.2.1.9 To generally act as chief executive officer of the Society.

4.2.2 **Past President**

4.2.2.1 To provide counsel and assistance to the Board based on his or her experience with the Society.

4.2.2.2 To act as a member of the nominating committee.

4.2.3 **Vice-President**

4.2.3.1 To assist the president in the carrying out of the duties of that office.

4.2.3.2 To act as the alternate to the president when the president is unable to carry out any of the functions of that office.

4.2.3.3 To coordinate the calling of the annual general meeting.

4.2.3.4 To determine the agenda for the annual general meeting.

4.2.3.5 To, in coordination with the secretary, arrange for notice of the annual general meeting together with all supporting materials to be sent to the members of the Society.

4.2.4 **Treasurer**

4.2.4.1 To maintain the financial records of the Society.

4.2.4.2 To maintain the bank accounts of the Society.

4.2.4.3 To provide financial reports to the Board at least once every three months.

4.2.4.4 To receive and disburse funds of the Society in accordance with the directions of the Board.

4.2.4.5 To ensure standards for financial management processes are established and implemented.

4.2.4.6 To ensure that the Board has the documents and understanding needed to assess the current and future financial health of the Society.

4.2.4.7 To provide the annual general meeting with the latest audited financial statements of the Society for approval.

4.2.4.8 To provide to the annual general meeting an interim financial report to such date of the year in which the annual general meeting is taking place, as the Board may determine.

4.2.5 **Secretary**

4.2.5.1 To prepare the agenda and take minutes of all meetings of the Board.

4.2.5.2 To take minutes of the Annual General Meeting.

4.2.5.3 To provide copies of minutes of the Board to all members of the Board.

4.2.5.4 To provide copies of minutes of the Annual General Meeting to all members.

4.2.5.5 To ensure that the minutes of all meetings of the Board and of the AGM are properly kept and are accessible to the Board and membership.

4.2.5.6 To maintain a register of members of the Society.

4.2.5.7 To distribute such notices as may be directed to the Board or to members of the Society.

5 BOARD OF DIRECTORS

5.1 The Board consists of the following:

5.1.1 The officers of the Society;

5.1.2 Additional members of the Society, not fewer than three and not exceeding eleven in number, as may be elected at the annual general meeting of the Society. The Board may appoint additional Board members, provided that the number of members does not exceed eleven. Any such appointment must have the support of two-thirds of the existing Board members. Any member who is appointed by the Board must have his or her appointment ratified at the next Annual General Meeting of the Society. A person so appointed assumes office immediately upon appointment.

5.2 The members of the Board shall function as directors of the Society.

5.3 Duties and Procedure of the Board

5.3.1 The Board is charged with the day-to-day operations of the Society. For purposes of carrying out its duties, the Board shall meet as and when required, and shall determine the specific obligations of each member for the carrying out of the operations of the Society. All decisions of the Board shall be by a majority. In the event of an equality of votes, the chair shall cast an additional or deciding vote. A quorum shall consist of 50% of the members of the Board.

5.3.2 Meetings of the Board are normally in-person, but all or individual members may attend remotely via email, conference call, online tool, video conference, etc. All such attendance methods count toward quorum.

5.3.3 The Board may establish an Executive Committee from its members and assign its duties and procedures. The Executive Committee will consist of the President, the Vice-President, the Secretary, and the Treasurer. The Board may add other members to the Executive Committee as it sees fit.

5.3.4 The Board may establish ad-hoc or standing committees. Such committees shall be chaired by a member of the Board, prepare terms of reference to be approved by the Board, record minutes of its meetings, and report to the Board on a regular basis or upon its request.

5.3.5 The Board shall establish procedures to foster orderly renewal of its membership.

5.3.6 Any officer of the Society or member of the Board may be removed from office for any reason deemed sufficient by two thirds of the members of the Board.

6 NOMINATING COMMITTEE

6.1 The Nominating Committee consists of the following:

6.1.1 The President, who shall act as chair;

6.1.2 The Past President;

6.1.3 One additional member of the Board as determined by the Board; and

6.1.4 One additional member of the Society as determined by the Board.

6.2 The nominating committee shall canvass the members of the Society, in such manner as it in its sole discretion shall determine, to prepare a proposed slate of officers and additional members of the Board for presentation at the Annual General Meeting.

6.3 Any member wishing to submit their name for candidacy shall submit a resumé to the Nominating Committee for review at least one (1) calendar month before the Annual General Meeting.

6.4 The chair of the committee shall provide the committee's report to the Vice-President and to the Board in sufficient time for it to be included in the material provided to the members for the Annual General Meeting.

7 SIGNING OFFICERS

7.1 For all Society accounts, the signing officers of the Society shall, unless otherwise specifically provided by the Annual General Meeting of the Society, consist of any two of the following:

7.1.1 President;

7.1.2 Treasurer; and

7.1.3 One additional member of the Board. This member shall be appointed by motion of the Board on an annual basis.

7.2 No two or more signing officers shall be related or share a household.

8 FINANCES

8.1 The financial records of the society shall be reviewed and audited at least once each year. The audit must consist of, at minimum, a financial audit carried out by a duly qualified professional accountant (including persons who hold the designation of a C.A., C.M.A. or C.G.A.) or by two members of the Society who do not have signing authority on any of the Society's bank accounts. An audit shall be a complete and proper statement of the standing of the books of the Society.

- 8.2 The audited financial statements for the fiscal year ending in the calendar year preceding that in which the Annual General Meeting is occurring shall be presented at the Annual General Meeting.
- 8.3 The financial records of the Society may be inspected by any member of the Society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such financial records.
- 8.4 Any member of the Board may approve contracts and expenditures for services within their areas of responsibility and provided they are within budgets approved by the Board.
- 8.5 Any exercise of any power to incur debt shall only be done upon approval of two-thirds of the Board members who are present to vote at a duly constituted meeting of the Board.

9 GENERAL AND SPECIAL MEETINGS

- 9.1 The Society may hold Special, General and Annual General Meetings. The Society shall hold an **Annual General Meeting** on a date determined by the Board prior to November 30 of each calendar year. Special or general meetings may be held at any time. Special meetings shall consider special resolutions. If no such special resolution is presented the meeting shall be considered a general meeting.
- 9.2 Notice of Annual General Meeting, Special meetings and General meetings shall be delivered by electronic means (including email, fax, telephone) or mailed to last known address of each member of the Society by first class mail at least 21 days before the date of the meeting. The Board may, by ordinary resolution, authorize notice to the membership of Special, General and Annual General Meetings by publication in a general circulation newspaper of the Edmonton area or, alternatively, by notice in a program leaflet or note delivered to attendees at any subscription concert that the Society holds prior to the Special, General and Annual General Meeting. In both such cases the notice shall be published or distributed, as the case may be, on 21 days' notice.
- 9.3 Notice of meetings need not attach or publish the agenda, resolutions or documents to be reviewed at such meetings but may notify persons entitled to receive such notice that the agenda, resolutions or documents are available at the Society's website or, at the request of any person entitled to vote at such meetings the agenda, resolutions and documents shall be sent by ordinary mail to such person requesting those documents.
- 9.4 The Agenda of the Annual General Meeting shall consist of the following:
 - 9.4.1 Call to Order;
 - 9.4.2 Approval of the Agenda;
 - 9.4.3 Approval of the Minutes of the previous Annual General Meeting;
 - 9.4.4 Approval of the Minutes of any other general meeting whose minutes had not been previously approved;
 - 9.4.5 Conferring of any life memberships in the Society;
 - 9.4.6 Presentation of the audited Financial Statements;
 - 9.4.7 Presentation of the Proposed Budget;
 - 9.4.8 Report of the President;
 - 9.4.9 Reports of Members of the Board;
 - 9.4.10 Report of the Nominating Committee;
 - 9.4.11 Election of Officers and additional members of the Board;
 - 9.4.12 Election of Auditors;
 - 9.4.13 Any motions proposed in the Notice of Meeting;
 - 9.4.14 Other Business; and
 - 9.4.15 Adjournment
- 9.5 The quorum for Special, General and Annual General Meetings shall be seven members of the Society entitled to vote.
- 9.6 All members of the Society, except honorary members, are entitled to vote at any Special, General or Annual General Meetings of the Society.
- 9.7 All decisions at General and Annual General Meetings shall be made by a two-thirds majority of members present who are entitled to vote. In the event of an equality of votes, the chair shall cast an additional or deciding vote. All decisions involving special resolutions shall be by a plurality of 75% of members present who are entitled to vote.
- 9.8 Any person elected to any position in the Society shall hold office until the next annual general meeting of the Society.
- 9.9 The financial records of the Society shall be available for inspection at the annual general meeting.
- 9.10 The Society, upon the written request of 50 members of the Society shall convene a special or general meeting of the Society as the case may be. The members requesting the meeting shall specify the business to be transacted at the meeting including the text of any resolution (including special resolutions) that are to be

presented. Notice of such meeting shall be given in the same manner as for Special, General and Annual General Meetings.

9.11 The Board may at any time call a general meeting of the Society. Notice of such meeting specifying the business to be transacted at such meeting shall be given in the same manner as for the Special, General or Annual General Meetings.

10 AMENDMENT OF BY-LAWS

10.1 The Bylaws may be rescinded, altered or added to by a "Special Resolution" passed by not less than 75% of such members entitled to vote as are present in person at a general or special meeting of the Society, provided that written notice specifying the intention to propose the resolution was given at the time of notification of members of the general or special meeting.

10.2 Changes take effect upon being registered and accepted by Alberta Corporate Registry.

11 DISSOLUTION OF THE SOCIETY

11.1 In the event of dissolution of the Edmonton Chamber Music Society, any remaining moneys shall be used first to pay any outstanding debts of the Society. If any money remains after the payment of debts, this money will be given to the Department of Music of the University of Alberta, Edmonton, Alberta, to be used for the express purpose of establishing a scholarship fund the nature of which will be determined by the Department of Music.

Revised [Date]