

## **Olds Community Chorus Society Bylaws**

### **ARTICLE 1 – NAME**

1.1 This organization shall be known as the Olds Community Chorus Society and shall be referred to as the “OCCS” or Society in this document.

### **ARTICLE 2 – Defining and Interpreting the Bylaws**

#### 2.1 Definitions

2.1.1 Act means the Societies Act R.S.A 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 Annual General Meeting (AGM) – means the annual general meeting described in Article 5.1.

2.1.3 Board – means the Board of Directors of the OCCS which includes the Officers and Directors of the OCCS.

2.1.4 Bylaws –means the bylaws of the OCCS as amended.

2.1.5 Director – means any person elected or appointed to the board.

2.1.6 Member – means a Member of the OCCS.

2.1.7 Officer- means any Officer listed in Article 6.1.1.1

2.1.8 Registered Office – means the registered office for the OCCS.

2.1.9 Society – means the Olds Community Chorus Society

2.1.10 Special Resolution- means a resolution passed at a General Meeting of the membership of the OCCS. There must be 21 days notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting members who vote in person.

### **ARTICLE 3 – PURPOSE**

3.1 To provide people in the community and surrounding area an opportunity to sing a variety of music together as a chorus.

## **ARTICLE 4 – MEMBERSHIP**

### 4.1 Membership

4.1.1 Membership and admission of Members into the OCCS is determined by payment of a membership fee or by non-payment of said membership fee by a majority vote of the board at the beginning of each term. Fees will be determined by the board of directors annually prior to start-up in September.

4.1.2 Membership terms- The fall term begins in September and ends in December. The spring term starts in January and ends no later than May 31st.

### 4.2 Membership Fees

4.2.1 The board decides the annual membership fees.

4.2.2 Payment of the membership term fees is to be paid within the first three weeks of the term.

### 4.3 Membership rights and privileges

4.3.1 Any Member in good standing is entitled to:

- a) Receive notice of meetings of the society;
- b) Attend any meeting of society;
- c) Speak at any meeting of the society;
- d) Exercise other rights and privileges given to Members in these bylaws.

4.3.2 Voting members are Members of the OCCS who are in good standing, are at least 16 years of age and are entitled to one vote per motion.

4.3.3 A Member is in good standing when:

- a) Their membership fee is paid or not paid, by a majority vote of the board, for the term
- b) The Member is not suspended as provided for in Article 4.4

### 4.4 Suspension of Membership

#### 4.4.1 Decision to suspend

4.4.1.1 The board, at a Special Meeting called for that purpose, may suspend a Member's membership for the following reasons:

- a) If a Member has failed to abide by the Bylaws;
- b) If the Member has been disloyal to the Society;
- c) If the Member has done or failed to do anything judged to be detrimental to the Society.

4.4.2 Notice to the affected Member of the Board's intentions to suspend will be done personally by the Chorus Director or another member of the board. The reasons for the suspension will be given at that time. If requested, the Member will be granted permission to appear before the board to address the matter and may be allowed another Member to accompany them at that meeting.

4.4.3 The decision of the Board to suspend a member is final.

#### 4.5 Resignation of Membership

4.5.1 Any Member may resign by notifying a Member of the Board and returning their music. Once the Member has notified the Board, their name is removed from the Register of Members.

### **ARTICLE 5 – MEETINGS OF THE SOCIETY**

#### 5.1 The Annual General Meeting

5.1.1 The Society holds its AGM no later than October 30th of each calendar year. The Board sets the place, day and time of the meeting.

5.1.2 Notification of meetings will be by phone or by email at least twenty one days before the AGM. The notice will state the date, place, time and any business requiring a Special Resolution.

5.1.3 Agenda for the AGM deals with the following matters:

- a) Adopting the agenda;

- b) Adopting the minutes of the last AGM;
- c) Reviewing the financial statements setting out the Society's income, disbursements, and assets and liabilities and the auditor's report;
- d) Appointing the Auditors;
- e) Electing the Members of the Board;
- f) Considering matters specified in the meeting notice;
- g) Other specific motions that any member has given notice of before the meeting is called.

5.1.4 Quorum- Attendance by 20% of the Members at the AGM is a quorum.

5.1.5 If the chorus is unable to have a fall session, paid members from the previous completed winter session will have the right to vote at the AGM.

## 5.2 Special Meetings of the Society

5.2.1 A Special Meeting may be called at anytime:

- a) By a resolution of the Board to that effect; or
- b) On the written request of a least 3 board members or on the written request of at least one third of the voting members. The request must state the reasons for the meeting and the intended motion(s) to be presented if any.

5.2.2 Notice of the Special Meeting will be delivered via email or phone to the members at least twenty one days before the meeting stating the place, date, time and the purpose. Only matters set out in the notice will be considered at the Special Meeting.

## 5.3 Proceedings at the Annual or a Special Meeting

5.3.1 The Presiding Officer is the President and in his/her absence the Vice-President. If either the President or the Vice-President is absent, another member of the Board may preside.

5.3.2 The Presiding Officer will cancel the meeting if there is a failure to reach a quorum within one half hour after the set time. The rescheduled date will be determined by the Board according to 5.1.1 and 5.2.2.

### 5.3.3 Adjournment

5.3.3.1 The President may adjourn any meeting with the consent of the Members, only to deal with the unfinished business from the meeting. No notice is necessary if the meeting is adjourned for less than 30 days; otherwise notice must be the same as for the AGM.

### 5.3.4 Voting

5.3.4.1 Each voting member has one vote by show of hands. A ballot may be used if requested.

5.3.4.2 The president cannot break a tie vote with a second vote.

5.3.4.3 A majority of votes rules unless the vote is for a Special Resolution (See 2.1.10)

## **ARTICLE 6 – GOVERNANCE OF THE SOCIETY**

### 6.1 The Board of Directors

#### 6.1.1 Composition of the Board

The Board consists of the Officers and at least three Directors at large.

6.1.1.1 The Officers of the Society are the President, Vice President, Secretary, Treasurer and the Librarian.

6.1.1.2 The Choral Director(s) is an ad hoc non-voting member of the Board.

6.1.1.3 The Board has the discretion, according to the Societies needs, to change the number, designation and responsibilities of the Officers and/or Directors.

#### 6.1.2 Powers and Duties of the Board

6.1.2.1 The Board has the powers of the Society which include the following except as stated by the Societies Act:

- a) Promoting the objects of the Society;
- b) Maintaining and protecting the Society's assets and property;
- c) Approving the annual budget for the Society;
- d) Paying all expenses for operating and managing the Society;
- e) Paying persons for services and protecting persons from debts of the Society;
- f) Investing any extra monies;
- g) Financing the operations of the Society, and borrowing or raising monies;
- h) Approving all contracts for the Society;
- i) Maintaining all accounts and financial records of the Society;
- j) Appointing legal counsel as necessary;
- k) Making policies, rules, regulations for managing and operating the Society, and using its facilities and assets; and
- l) Selling, disposing of, or mortgaging any or all of the property of the Society.

### 6.1.3 Duties of the Officers

#### 6.1.3.1 President:

- a) Supervises the affairs of the Board;
- b) When present, chairs all meetings of the Society;
- c) Acts as spokesperson for the Society; and
- d) Carries out other duties assigned by the Board.

#### 6.1.3.2 Vice President

- a) Presides at meetings in the absence of the President;
- b) Replaces the President at various functions when asked to do so by the President or the Board; and
- c) Carries out other duties assigned by the Board.

#### 6.1.3.3 Secretary

- a) Attends all meeting of the Society and the Board;
- b) Records accurate minutes of these meetings;
- c) Responsible for the Board's correspondence;
- d) Maintains a current record of names and contact information of all Members of the Society ;
- e) Sends all notices of various meetings;
- f) Keeps the Seal of the Society in the event the Society obtains a Seal; and
- g) Carries out other duties of assigned by the Board.

#### 6.1.3.4 Treasurer

- a) Deposits all monies paid to the society in a chartered bank, treasury branch or trust company chosen by the Board;
- b) Presents a detailed account of revenues and expenditures to the Board as requested;
- c) Prepares and presents an audited statement of the financial position of the Society to the Annual General Meeting;
- d) Collects and deposits annual fees;
- e) Maintains the financial records and books of the Society;
- f) Pays the outstanding debts of the Society;;

g) Files the annual return, changes in the Directors and Officers of the Society, amendments in the bylaws and other incorporating documents with the Corporate Registry; and

h) Carries out other duties as assigned by the Board.

#### 6.1.3.5 Librarian

a) Ensures that all music owned by the Society is properly organized, filed and stored;

b) Prepares music packages for the members in coordination with the Choral Director at the beginning of each term.

c) Collects music at the end of each term from the members;

d) Prepares and maintains a master list of the music inventory; and

d) Carries out other duties as assigned by the Board.

#### 6.1.4 Election and Appointment of the Board

6.1.4.1 Board members are elected at the first AGM of the Society and every succeeding AGM thereafter from among the voting members.

#### 6.1.5 Terms of Office

6.1.5.1 Board members once elected will hold a term for 1 year.

#### 6.1.6 Resignation or removal of a Board member

6.1.6.1 Any Board member may resign by giving 1 month's notice in writing.

6.1.6.2 Any Board member may be removed by a majority vote by the Society's members at a Special meeting called for this purpose.

6.1.6.3 The Board may appoint a Member in good standing to fill the vacancy for the remainder of the term.

#### 6.1.7 Meeting of the Board



6.1.7.1 The President will call at least 2 meetings each year on a mutually agreed date.

6.1.7.2 Notice of Board meetings is communicated via email or telephone to each member with a minimum of 5 days notice.

6.1.7.3 Twenty per cent (20%) of Board members present is a quorum. If no quorum is present, the meeting will be rescheduled to a later date.

6.1.7.4 Each voting member has 1 vote. A tie vote means the motion is defeated and the President does not have a second or casting vote.

6.1.7.5 Meeting are open to the Membership of the Society and the public, but cannot vote and can only speak when invited to do so by the Board. They may be asked to leave by a majority of the Board members.

6.1.7.6 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

## **ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS**

### 7.1 The Registered Office

7.1.1 The Registered Office of the Society is located in Olds, Alberta.

### 7.2 Finance and Auditing

7.2.1 The fiscal year of the Society ends on June 30th of each calendar year.

7.2.2 There must be an audit of the books, accounts and records of the Society at least once each year, prior to filing the Annual Return.

7.2.2.1 Two members of the Society will be appointed at each AGM to do the audit.

7.2.2.2 An audited statement of the previous year will be presented at each AGM.

7.2.2.3 Each year, on or before the last day of the month immediately following it's anniversary month, the Society shall make a return to the Registrar.

### 7.3 Seal of the Society

7.3.1 The Board may adopt a seal as the Seal of the Society

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal can only be used by the Board members authorized by the board to do so in a motion.

### 7.4 Cheques and Contracts of the Society

7.4.1 The Treasurer and one Director of the Board shall counter sign all cheques.

7.4.2 All contracts must be signed by the board members or other persons authorized to do so by resolution of the Board.

7.4.3 The keeping and inspection of the books and records of the Society

7.4.3.1 The Secretary keeps a copy of the minute books and records minutes of all meeting of the Members and the Board.

7.4.3.2 The Secretary keeps the original minute books at the Registered Office of the Society. This record contains minutes from all meetings of the Society and the Board.

7.4.3.3 The Board keeps and files all necessary books and records of the Society as required by the bylaws, the Societies Act, or any other statute or laws.

7.4.3.4 Any member of the Society may inspect the books or records upon reasonable notice to the President or Secretary of their intention to do so unless the records are designated confidential by the Board.

### 7.5 Raising of funds or Borrowing

7.5.1 The Society may borrow or raise funds to meet it's objects and operations. The Board decides the amounts and ways to raise the monies including giving or granting securities.

7.5.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

## 7.6 Payments

7.6.1 Unless authorized at any meeting and after notice for the same shall have been given, no officer or member of the Society shall receive any remuneration for his/her service.

7.6.2 Reasonable expenses incurred while carrying out the duties of the Society may be reimbursed upon Board approval.

## 7.7 Protection and Indemnity of Directors and Officers

7.7.1 Each Board member holds office with protection from the Society. The Society indemnifies each Board member against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Board member for acts of fraud, dishonesty, or bad faith.

7.7.2 No Board member is liable for the acts of any other board member including any loss or damage due to the bankruptcy insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Board member is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Society unless the act is fraud, dishonest or bad faith.

7.7.3 The Board will rely on in good faith, on the accuracy of any statement or report prepared by the Society's Auditors, Treasurer or any other board member. The Board will not be liable for any loss or damage as a result of acting on that statement or report.

## **ARTICLE 8 – AMENDING THE BYLAWS**

8.1 These Bylaws may be altered, amended, or cancelled by a Special Resolution at any AGM or Special Meeting of the Society by a majority vote of the Membership.

8.2 The amended bylaws take effect after approval of the Membership and acceptance by the Corporate Registry of Alberta.

## **ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY**

9.1 The Society does not pay any dividends or distribute its property among its members.

9.2 In the event that the OCCS ceases to function due to lack of Membership or interest for a minimum of two years, the last existing Board may vote to dissolve the Society.

9.3 If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that are similar to those of the OCCS. The organization to receive the assets will be decided upon by the last existing Board Members.