

## Bylaws of Salmon Arm Folk Music Society (the "Society")

  
T.K. SPARKS

### PART 1 – Definitions and Interpretations

#### Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"SAFMS" means Salmon Arm Folk Music Society;

"Board" means the Board of Directors of the Society;

"Directors" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

#### Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

#### Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

### PART 2 – Members

#### Application for membership

2.1 A person may apply for membership at the SAFMS office or online at the SAFMS website

#### Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

#### Member benefits

2.3 Members are entitled to certain benefits including voting privileges at SAFMS meetings, discounted ticket prices when available and news bulletins when published.

#### Membership dues

2.4 Dues shall be set only at an annual general meeting upon recommendation of the Board and approval by the majority of members attending the annual general meeting.

(a) membership dues are payable at any time during the Society's fiscal year and can be purchased at the SAFMS office or online at the SAFMS website;

(b) payment of dues ensures the benefits of membership from November 1st of any one year to October 31st of the following year.

#### Member not in good standing

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

#### Member not in good standing may not vote

2.6 A voting member who is not in good standing

(a) may not vote at a general meeting;

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members;

- (c) Must pay their membership dues 30 days prior to the stated start of a general meeting or annual general meeting to be deemed in good standing by the Society, and therefore qualified to vote and/or to stand for election.

### **Termination of membership if member not in good standing**

- 2.7** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

## **PART 3 – General Meetings of Members**

### **Time and place of general meeting**

- 3.1** A general meeting must be held at the time and place the Board determines. Notice of a general meeting will specify the place, day and hour of the meeting.

### **Ordinary business at general meeting**

- 3.2** Every general meeting, other than an annual general meeting, shall be considered an extraordinary general meeting.

### **Notice of special business**

- 3.3**
- (a) notice of an annual general meeting, including special business, must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business;
  - (b) an annual general meeting of SAFMS may be called by the Board or by the chair on behalf of members. Notice of such a general meeting will be given at least two weeks in advance of the general meeting in a local newspaper and on the SAFMS website;
  - (c) the annual general meeting of SAFMS shall be held in January each year. The time and place will be set by the board and will be announced in a local newspaper and on the SAFMS website at least fourteen (14) days in advance of the meeting;
  - (d) a general meeting will be called by the chair within fourteen days of a written request signed by not less than ten percent (10%) of the SAFMS members currently in good standing. Such a request must state the business to be discussed;
  - (e) all general and board meetings shall observe conflict of interest rules as defined in the Societies Act. Any issue that arises at a meeting that might yield financial or material gain for any member or Director may result in him or her being disqualified from discussing or voting upon the issue.

### **Chair of general meeting**

- 3.4** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
  - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
    - (i) the chair,
    - (ii) the vice-chair, if the chair is unable to preside as the chair, or
    - (iii) one of the other directors present at the meeting, if both the chair and vice-chair are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

**3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

**3.7** The quorum for the transaction of business at a general meeting is 12 voting members.

### **Lack of quorum at commencement of meeting**

**3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

**3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

**3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

**3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

**3.12** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,

- (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.13** At a general meeting, each member in good standing is entitled to one vote and voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

**3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

**3.15** Voting by proxy is not permitted, including electronic participation, in the voting process.

## **PART 4 – Directors**

### **Number of directors on Board**

**4.1** The business of SAFMS shall be conducted by twelve (12) directors elected by the membership at the annual general meeting. The directors, at the first board meeting following each annual general meeting of SAFMS shall be elected from their number, a Chair, Vice Chair, Secretary and Treasurer who shall be the Officers of SAFMS.

### **Directors may fill casual vacancy on Board**

**4.3** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

### **Term of appointment of directors filling casual vacancy**

**4.4** A director is appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy. The members, at the next annual general meeting, shall elect a new director to serve the unexpired balance of that term.

### **Age requirement**

**4.5** All directors, whether elected or appointed, must be nineteen (19) years of age or older as of the date they are elected or appointed and must be in good standing.

### **Term of office**

- 4.6**
- (a) all directors will be elected for a term of three (3) years. At the annual general meeting four (4) directors will be elected for a term of three (3) years leaving four (4) directors with a remaining term of two to serve;
  - (b) the secretary shall keep accurate written record of the years in which directors were elected and when their terms will expire;
  - (c) directors whose three-year term is ending must retire from office at the annual general meeting held in the same year, but they may stand for re-election. An election may be by acclamation; otherwise, it must be by ballot;
  - (d) each director shall perform such duties as may be assigned by the chair or by the Board and each director shall sit on at least one standing committee.

#### **4.7 Board Meeting Attendance**

- (a) It is expected that all board members/directors will attend scheduled board meetings. Failure to regularly attend board meetings may signal a director's inability or willingness to meet the director's fiduciary duty to the organization and its mission.
- (b) A director fails to meet criteria for attendance as follows:
  - (i) two un-notified absences in a row ("un-notified" means the director did not call ahead/electronically notify the chair of SAFMS in reasonable time of upcoming meeting to indicate they would not be attending.
  - (ii) three notified absences in a row.
  - (iii) misses one third of the total number of board meetings in a twelve-month period.
- (c) If a director's attendance does not meet the above criteria;
  - (i) the Board Chair will promptly contact the director to discuss the problem.
  - (ii) The director's response will be shared with the entire board at the next meeting.
  - (iii) The Board of Directors will decide what action to take regarding future Board position.
- (d) If the board decides to terminate the board directorship, termination will be conducted as per this policy.
  - (i) The Board Chair will request a letter of resignation from the terminated director, as a result of their absenteeism.
  - (ii) The board will promptly initiate a process to begin recruiting a new board director.

## **PART 5 – Directors' Meetings**

### **Meeting schedule**

**5.1** The Board shall meet monthly during the year unless otherwise agreed upon by the board.

### **Calling directors' meeting**

**5.2** A directors' meeting may be called by the chair or by any 2 other directors.

### **Notice of directors' meeting**

**5.3** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

**5.4** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

**5.5** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

**5.6** The quorum for the transaction of business at a directors' meeting is a majority of the directors and all motions require a majority vote to be passed.

## **PART 6 – Board Positions**

### **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the chair, may hold more than one position:

- (a) chair;
- (b) vice-chair;
- (c) secretary;
- (d) treasurer.

### **Directors at large**

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of chair**

- 6.3**
- (a) the chair is responsible for supervising the other directors in the execution of their duties;
  - (b) to preside at all meetings of the SAFMS and the Board unless absent;
  - (c) to have cheque signing authority;
  - (d) to set the agenda for Board and general meetings;
  - (e) to be the primary spokesperson for SAFMS.

### **Role of vice-chair**

- 6.4**
- (a) the vice-chair is responsible for carrying out the duties of the chair if the chair is unable to act;
  - (b) to have cheque signing authority;
  - (c) to carry out such other duties as may be assigned by the chair of the Board.

### **Role of secretary**

**6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act;
- (f) overseeing the maintenance of the register of members.

## **Absence of secretary from meeting**

**6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

## **Role of treasurer**

**6.7** The treasurer is responsible for carrying out the following duties:

- (a) overseeing the financial records of SAFMS, including books of account, necessary to comply with the Society Act;
- (b) providing financial statements to the Board as required;
- (c) having cheque signing authority, which includes ensuring that the Society's signing authority is updated with its' financial institutions;
- (d) being a member of the Finance Committee.

## **PART 7 – Standing Committees**

### **Composition of the standing committees**

**7.1** Each Standing Committee shall include at least two (2) directors but may also include general members and music festival volunteers. The Executive Director shall sit on the Finance Committee. No other SAFMS employee shall sit on the SAFMS committees but they may consult as needed. The Board shall constitute other Standing Committees as needed.

### **The nominating committee**

**7.2** The Nominating Committee shall:

- (a) consist of two directors and a member of SAFMS appointed by the Board at least two months prior to the annual general meeting;
- (b) advise directors whose term is set to expire as well as any directors appointed during the year that they will have to stand for re-election if they wish to continue serving on the board;
- (c) ensure that a written notice is issued at least one (1) month in advance of the annual general meeting in a local newspaper and on the SAFMS website about the four (4) directorships expiring that year and about any other directorships that were filled by appointees during the year. This written notice will include a call for nominations for qualified candidates to be submitted no later than fourteen (14) days in advance of the annual general meeting;
- (d) prepare a list of all nominations received for the four directorships expiring that year and for any other directorships that were filled by appointment during the year and present the list at the annual general meeting;
- (e) put forth all nominations submitted and not accepted nominations from the floor;
- (f) oversee the election process at the annual general meeting.

## **PART 8 – Remuneration of Directors and Signing Authority**

### **Remuneration of directors**

- 8.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity. Directors shall be reimbursed for all pre-approved expenses necessarily and reasonably incurred while engaged in the affairs of SAFMS.

### **Signing authority**

- 8.2** A contract or other record to be signed by the Society must be signed on behalf of the Society by board members identified in Part 6 as having signing authority on behalf of the Society; namely, the chair, vice chair and treasurer:
- (a) by the chair, together with either the vice chair or treasurer;
  - (b) if the chair is unable to provide a signature, by the vice-chair together with the treasurer.

## **PART 9 – Employees of SAFMS**

### **Hiring employees**

- 9.1** The Board shall be authorized to operate the annual festival and other SAFMS events by hiring full and part-time employees as needed and in accordance with the annual budget.

### **Performance evaluations**

- 9.2** SAFMS shall monitor the performance of the Executive Director and the Artistic Director and complete an annual performance review for each position.

### **Members of SAFMS**

- 9.3** Employees may be members of SAFMS. Active employees are not permitted to vote at general meetings.

### **Attending Board meetings**

- 9.4** Employees may attend Board meetings on a voluntary basis.

## **PART 10 – Financial Accounts**

### **Fiscal year**

- 10.1** The fiscal year of SAFMS shall run from November 1<sup>st</sup> to October 31<sup>st</sup> of each year.

### **Statement of financial position**

- 10.2** A statement of financial position in the form of a balance sheet shall be prepared each year and presented at the annual general meeting.

### **Review of annual statement of financial position**

- 10.3** Directors or any member in good standing of SAFMS may request a review of the annual Statement of Financial Position presented at an annual general meeting. Such a review may be conducted by two or more members of SAFMS and/or the general public as appointed by the Board.

### **Appointing an auditor**

- 10.4** SAFMS may resolve to have an auditor prepare a report on the financial position of SAFMS. A director or employee of SAFMS must not be appointed as auditor.



## PART 11 – Exercise of Borrowing Powers

### **Spending and borrowing**

- 11.1** SAFMS may, subject to the provisions of the Society Act and these Bylaws, and with the approval of the members of SAFMS by way of special resolution in accordance with the Society Act, undertake major capital expenditures, borrow monies, and/or secure the repayment of monies so borrowed in such a manner as may be appropriate or required.

### **Restriction of borrowing powers**

- 11.2** SAFMS members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## PART 12 – Constitution and Bylaws

### **Members entitled to copy**

- 12.1** On being admitted to membership in SAFMS, each member is entitled to a copy of the SAFMS Constitution and Bylaws without charge.

### **No alteration**

- 12.2** The Constitution or Bylaws of SAFMS shall not be altered or added to except by special resolution of SAFMS passed at an annual general meeting.

### **Notice of changes to Constitution of Bylaws**

- 12.3** Notice of any annual general meeting at which alterations or additions to SAFMS Constitution and/or Bylaws are being proposed must be made in writing in a local newspaper at least thirty (30) days in advance. The text of any proposed alterations and/or additions shall be made available at the SAFMS office and on the SAFMS website.

### **Majority approval**

- 12.4** No resolution which amends the SAFMS Constitution and/or Bylaws shall be passed at an annual general meeting of the SAFMS unless it receives the approval of at least 75% of the members in good standing who are present. All other resolutions shall be passed by a simple majority.

### **Unalterable Provision: Dissolution of the Society**

- 12.5** Upon the dissolution of the Society, the assets available for distribution after payment of all debts, shall be transferred to some like charitable organization at the direction of the board of directors. This provision is unalterable.