

# EDMONTON YOUTH ORCHESTRA ASSOCIATION

## BYLAWS

### ARTICLE 1 – PREAMBLE

#### 1.1 The Society

The name of the Society is the Edmonton Youth Orchestra Association.

#### 1.2 The Bylaws

The following set forth the Bylaws of the Edmonton Youth Orchestra Association.

### ARTICLE 2 – DEFINITIONS

2.1 In these Bylaws, the following words have these meanings.

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 means the annual general meeting described in Article 5.

2.1.3 Association means the Edmonton Youth Orchestra Association

2.1.4 Board means the Board of Directors of this Society.

2.1.5 Bylaws means the Bylaws of this Association as amended.

2.1.6 Director means any person elected to the Board. This includes the President and the immediate Past President.

2.1.7 Member means a member of the Association as provided for by the terms of Article 4.

2.1.8 Officer means any Officer listed in Article 6.2

2.1.9 Orchestra Member means a musician playing in either the Intermediate or Senior Edmonton Youth Orchestra.

2.1.10 Register of Members means the register maintained by the General Manager for the Board containing the names of the Members of the Association.

2.1.11 Registered Office means the registered office for the Association.

2.1.12 Special Meeting means the special meeting of the Members of the Association, as described in Article 5.

**2.1.13** Special Resolution means:

- a. a resolution passed
  - i. at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
  - ii. by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.
- b. a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or
- c. a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

**2.1.14** Voting Member means a Member entitled to vote at any meetings of the Association as provided for in Article 4.9.

**2.2 Interpretation**

**2.2.1** The following rules of interpretation must be applied in interpreting these Bylaws.

**2.2.2** Singular and plural: words indicating the singular Member also include the plural, and vice-versa.

**2.2.3** Headings are for convenience only. They do not affect the interpretation of these Bylaws.

**ARTICLE 3 - OBJECTS**

**3.1** The objects of the society are detailed in the Article of Incorporation.

**ARTICLE 4 – MEMBERSHIP**

**4.1** There are five categories of Membership:

- a. Full Members
- b. Associate Members
- c. Junior Members
- d. Lifetime Members
- e. Honorary Members

**4.1.1** Full Members

Every Orchestra Member age 18 or over is a Full Member of the Association.

One parent or guardian of an Orchestra Member (or Orchestra Members) under age 18 is a Full Member of the Association.

#### **4.1.2 Associate Members**

One parent or guardian of an Orchestra member (or Orchestra Members) age 18 or over is an Associate Member.

Any individuals interested in supporting and participating in the Association may be accepted as Associate Members upon application to and approval by the Board of Directors.

#### **4.1.3 Junior Members**

Every Orchestra Member under age 18 is a Junior Member of the Association.

#### **4.1.4 Lifetime Members**

A past Orchestra Member, past Board Member, past employee or contractor of the Edmonton Youth Orchestra may become a Lifetime Member if the Voting members at a General Meeting or Board, in either case by majority vote pass a resolution recognizing the contributions of the individual to the Association or its objects and designating the individual as a Lifetime Member.

#### **4.1.5 Honorary Members**

An individual may become an Honorary Member if the Voting Members at a General Meeting or Board, in either case by majority vote pass a resolution recognizing the contributions of the individual to the Association or its objects and designating the individual as an Honorary Member.

#### **4.2 Admission of Members**

Any individual may become a Member in the appropriate category by meeting the requirements in Article 4.2, 4.3 and 4.4. The individual will be entered as a Member under the appropriate category in the Register of Members.

Subject to the terms of the following Articles 4.5 and 4.6 in the event that an Orchestra Member is required to leave or chooses to leave the orchestra, the Association membership of the parents or guardians of that Orchestra Members (if under age 18) or the Association membership of that Orchestra member (if age 18 or over) shall automatically cease.

If the parent or guardian has more than one family Member under the age of 18 in the orchestra then the privilege of Associate Member continues as long as any family member under the age of 18 is in good standing in the Orchestra.

If one of the parents or guardians of a former Orchestra Member is serving on the Board, then that parent or guardian may retain their membership privileges at the discretion of the Board.

#### **4.3 Membership Fees**

**4.3.1** Membership year

The membership year is September 1<sup>st</sup> to August 31<sup>st</sup>

**4.3.2** Setting Membership Fees

The Board shall decide annual membership fees for each category of Members prior to the start of auditions for the next membership year.

**4.3.3** Payment Date for Fees

Membership fees will be due within one (1) month of the first Orchestra rehearsal of the membership year.

**4.4** Rights, Privileges and Obligations of Members

**4.4.1** All Members in good standing are entitled to:

- a. Receive notice of meetings of the Association.
- b. Attend any Annual General Meeting or Special Meeting of the Association.
- c. Attend a Board meeting upon application to and approval by the Board.
- d. Speak at any meeting of the Association.
- e. Exercise other rights and privileges given to Members in these Bylaws.

**4.4.2** Voting Members

The only Members who can vote at meetings of the Association (Voting Members) are:

- a. Full Members
- b. Associate Members who are the parent or guardian of a Full Member who has granted that Member their Proxy.

**4.4.3** Number of Votes

A Voting Member is entitled to one (1) vote at a meeting of the Association.

**4.4.4** Member in Good Standing

A Member is in good standing when:

- a. The Member has paid membership fees or required fees to the Association (unless waived by the Board).
- b. The Member is not suspended as a Member as provided for under Article 4.12

**4.5** Suspension of Membership

**4.5.1** Decision to Suspend

The Board, at a Special Board Meeting called for that purpose, may suspend a Member's membership for a duration of their choosing for one or more of the following reasons:

- a. if the Member has failed to abide by the Bylaws or Policies of the Association;
- b. if the Member has disrupted meetings or functions of the Association; or
- c. if the Member has done or failed to do anything judged to be harmful to the Association.

**4.5.2** Notice to the Member

- 4.5.2.1** The affected Member will receive written notice of the Board's intention to deal with their possible suspension. The Member will receive at least two (2) weeks notice before the Special Board Meeting.
- 4.5.2.2** The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Association. The notice may also be personally delivered by an Officer of the Board; and
- 4.5.2.3** The notice will state the reasons why suspension is being considered.
- 4.5.3** Decision of the Board  
At a Board meeting called for the purpose of suspending a member:
  - 4.5.3.1** The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member;
  - 4.5.3.2** The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board. The Board may consult with other individuals as it deems necessary.
  - 4.5.3.3** The Board may exclude the Member from all or any portion of its discussion of the matter, including the deciding vote; and
  - 4.5.3.4** The decision of the Board will be final and not subject to appeal to the members.
- 4.6** Termination of Membership
  - 4.6.1** Resignation
    - 4.6.1.1** Any Member may resign from the Association by sending or delivering a written or electronic notice to the Secretary or President of the Association, or by verbally notifying the General Manager.
    - 4.6.1.2** Once a notice of resignation is received, the Member's name will be removed from the Register of Members. The Member will be considered to have ceased being a Member on the date his or her name is removed from the Register of Members.
  - 4.6.2** Death  
An individual ceases to be a Member at the time of death.
  - 4.6.3** Deemed Withdrawal
    - 4.6.3.1** Non-payment of membership fees after one (1) month may result in loss of full membership privileges, and non-payment of membership fees after 1 year will result in suspension from the Orchestra and membership in the Association unless special consideration is granted by the Board. The Board has the discretionary power to waive membership fees and other

outstanding balances at any time, and to suspend membership prior to one (1) year for non-payment if deemed necessary.

**4.6.3.2** Upon suspension, the name of the suspended Member will be removed from the Register of Members. The Member will be considered to have ceased being a Member on the date his or her name is removed from the Register of Members.

**4.6.4** Expulsion

**4.6.4.1** The Association may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Association.

**4.6.4.2** Any decision to expel a Member will be final and not subject to appeal to the Board.

**4.6.4.3** On passage of the Special Resolution to expel a Member, the name of the Member will be removed from the Register of Members. The Member will be considered to have ceased being a Member on the date his or her name is removed from the Register of Members.

**4.7** Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Association.

**4.8** Continued Liability for Debts Due

Upon ceasing to be a Member, by death, resignation or otherwise, an individual will remain liable for any debts owing to the Association at the date of ceasing to be a Member. The Board has the option to waive any debts owing by a former Member.

**4.9** Limitation on the Liability of Members

No Member is, in that person's individual capacity, liable for any debt or liability of the Association.

**ARTICLE 5 – MEETINGS OF THE SOCIETY**

**5.1** The Annual General Meeting

**5.1.1** The Association holds its Annual General Meeting no later than November 30<sup>th</sup> of each calendar year, in Edmonton, Alberta at a place and time fixed by the Board of Directors.

**5.1.2** The General Manager shall mail, e-mail or deliver a notice of the Annual General Meeting to each Member at least twenty one (21) days before each Annual General Meeting. The notice shall state the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution. A virtual Annual General Meeting may be held in place of an in-person meeting, at the discretion of the Board, due to health advisories or other legislated requirements limiting gatherings.

**5.1.3** Agenda for the Meeting

The agenda for an Annual General Meeting will include the following matters:

- a. approval of the agenda;
- b. approval of the minutes of the last Annual General Meeting;
- c. President's, Treasurer's, General Manager's and Music Director's reports, where applicable;
- d. review of the financial statements setting out the Association's income, disbursements, assets and liabilities and the auditor's report;
- e. appointing a qualified firm of Professional Accountants the Association's auditors;
- f. electing the Members of the Board;
- g. electing the President from among the members of the Board
- h. considering matters specified in the meeting notice; and
- i. other specific motions that any members have given proper notice of, to the Board, at least seven (7) days before the meeting is called. Any such motions may only be added to the agenda for an Annual General Meeting if supported by the written request of a least ten (10) Voting Members in accordance with the terms of Article 5.2.1 (d).

#### **5.1.4 Quorum**

Attendance by twelve (12) voting Members at the Annual General Meeting shall constitute quorum.

### **5.2 Special Meeting of the Association**

#### **5.2.1 Calling of Special Meeting**

A Special Meeting may be called at any time:

- a. by the President
- b. by a resolution of the Board of Directors to that effect; or
- c. on the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or
- d. on the written request of at least ten (10) Voting Members. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.

#### **5.2.2 Notice**

The General Manager shall mail, e-mail or deliver a notice of the Special Meeting to each Member at least twenty-one (21) days before each Special Meeting. This notice shall state the place, date, time and purpose of the Special Meeting.

#### **5.2.3 Agenda for Special Meeting**

Only the matters set out in the notice of a Special Meeting shall be considered at the Special Meeting.

#### **5.2.4 Procedure at the Special Meeting**

The rules for voting and the-quorum requirements for every Special Meeting shall be the same as prescribed for an Annual General Meeting in accordance with the terms of Articles 5.1.4 and 5.3.5.

### **5.3 Proceedings at the Annual General Meeting or a Special Meeting**

**5.3.1 Attendance by the Public.**

Annual General Meetings of the Association are open to the public. A majority of the Members present may, by ordinary resolution, require any persons who are not Members to leave an Annual General Meeting.

**5.3.2 Failure to Reach Quorum**

The President shall cancel the Annual General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting shall be rescheduled for one (1) week later at the same time and at a suitable available location.

If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance, who shall thereupon constitute a quorum for such rescheduled meeting.

**5.3.3 Presiding Officer**

**5.3.3.1** The President shall chair every Annual General Meeting of the Association. The Vice-President will chair in the absence of the President.

**5.3.3.2** If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the Annual General meeting, the Members present shall choose one (1) of the Members of the Board to chair, if available. Failing that they choose one (1) member to chair.

**5.3.4 Adjournment**

**5.3.4.1** The President may adjourn any Annual General Meeting with the consent of the Members at the meeting. Upon resumption the adjourned Annual General Meeting conducts only the unfinished business from the initial Meeting.

**5.3.4.2** No notice is required to be given to the Members not in attendance if the Annual General Meeting is adjourned for less than thirty (30) days.

**5.3.4.3** The Association must give notice of the date of resumption for the meeting when an Annual General meeting is adjourned for thirty (30) days or more. Such notice must be given in the same manner as for any Annual General meeting.

**5.3.5 Voting**

**5.3.5.1** Each Voting Member has one (1) vote at every Annual General Meeting. Unless a ballot is requested by not fewer than five (5) Voting Members a show of hands will be sufficient to determine the results of every vote at every Annual General Meeting.

**5.3.5.2** The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

**5.3.5.3** An Associate Member may vote as proxy on behalf of a Full Member for whom they are the parent or guardian of.



- 5.3.5.4** A majority of the votes of the Voting Members cast will be sufficient to resolve each issue placed before an Annual General Meeting, unless the issue is required to be decided by a Special Resolution.
- 5.3.5.5** On a show of hands, and unless a ballot is requested the President declares a resolution carried or lost. The President's determination shall be conclusive, and does not have to include particulars as to the number of votes for and against the resolution.
- 5.3.5.6** Five (5) Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the Annual General Meeting.
- 5.3.5.7** Members may withdraw their request for a ballot.
- 5.3.5.8** The President shall make a good faith determination in respect of any dispute on the validity of a vote and any such decision shall be final.
- 5.3.6** Failure to Give Notice of meeting  
No action taken at an Annual General meeting is invalid due to:
- a. accidental omission to give any notice to any Member;
  - b. any Member not receiving any notice; or
  - c. any error in any notice that does not affect the meaning.
- 5.3.7** Written Resolution of All the Voting Members  
All Voting Members may agree to and sign a resolution in writing without the necessity of calling a general meeting. If signed by all Voting Members, any such resolution is as valid as one passed at an Annual General Meeting or Special Meeting. The date of the resolution in writing is the date that it has been signed off by all Voting Members.

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

### **6.1** The Board of Directors

#### **6.1.1** Governance and Management of the Association

The Board governs and manages the affairs of the Association. The Board may hire a paid General Manager administrator to carry out operational functions under the direction and supervision of the Board.

#### **6.1.2** Powers and Duties of the Board

The Board has the powers of the Association, except as stated in the *Societies Act*. The powers and duties of the Board include:

- a. Promoting the objects of the Association;
- b. Promoting membership in the Association;
- c. Maintaining and protecting the Association's assets and property;
- d. Approving an annual budget for the Association;
- e. Paying all expenses for operating and managing the Association;
- f. Paying persons for services and protecting persons from debts of the Association;
- g. Investing any extra monies;

- h. Financing the operations of the Association, and borrowing or raising monies;
- i. Approving all contracts for the Association;
- j. Maintaining all accounts and financial records of the Association;
- k. Appointing legal counsel as necessary;
- l. Making policies, rules and regulations and reviewing bylaws for managing and operating the Association and using its facilities and assets;
- m. Selling, disposing of, or mortgaging any or all of the property of the Association; and
- n. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Association.
- o. Perform risk management assessments of the Association's activities.

### **6.1.3 Composition of the Board**

The Board consists of:

- a. One Director, who shall also be elected as the President;
- b. Up to eight (8) Directors-at-large elected at the Annual General Meeting from among the Full Members and Associate Members; and
- c. The immediate Past President

### **6.1.4 Election of the Directors and the President**

**6.1.4.1** At each Annual General meeting of the Board, the Voting Members shall elect Directors to open Board positions, with each elected Director to serve a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which that Directors was elected.

**6.1.4.2** Voting Members may re-elect any Director of the Board for a maximum of two (2) consecutive terms.

**6.1.4.3** Voting Members shall elect the President at each Annual General Meeting. The President may only serve for a maximum of four (4) consecutive one (1) year terms, which shall run concurrently with any consecutive terms as a Director of the Board.

**6.1.4.4** All Members of the Board must be Full Members or Associate Members of the Association.

### **6.1.5 Resignation, Death or Removal of a Director**

**6.1.5.1** A Director including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation shall take effect either at the end of the month's notice, or on the date the Board accepts the resignation.

**6.1.5.2** Voting Members may, by majority vote at a Special Meeting called for that purpose, remove any Director including the President and the immediate Past President, before the end of such person's term.

**6.1.5.3** If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that a vacancy for the remainder of the term. This does not apply to the position of immediate Past President, which position shall remain vacant pending retirement of the current President of the Board.

## **6.1.6 Meetings of the Board**

**6.1.6.1** Meetings of The Board shall be held not less than four (4) times each year.

**6.1.6.2** Board meetings shall be held at the call of the President. The President shall also call a meeting of the Board if any two (2) Directors make a request in writing stating the business of the meeting.

**6.1.6.3** Notice of Board Meetings shall be delivered to each Director no less than one (1) week prior to any Meeting by any reasonable means of notification. Board Members may waive notice by unanimous consent. This clause may be waived if a quorum is present at a meeting where proper notice has not been given.

**6.1.6.4** A majority of the Directors present at any Board meeting is a quorum.

**6.1.6.5** If there is no quorum present at a Board meeting, the President shall adjourn the meeting to the same time, place, and day of the following week. At least five (5) Directors present at this later meeting will constitute a quorum.

**6.1.6.6** Each Director, including the President and the Past President, will have one (1) vote in respect of the matter for consideration at any meeting of the Board.

**6.1.6.7** The President shall not have second or casting vote in the case of a tie vote on any matter for decision by the Board. In the event of a tie vote on a Board motion, the motion will be defeated.

**6.1.6.8** Meetings of the Board are open to Members of the Association upon application, but only Directors may vote. Members shall only participate in a discussion at a meeting of the Board when invited to do so by the Board. By resolution of a majority of the Directors present at a Board meeting, a Member, or other persons present at the Board meeting may be required to leave the meeting.

**6.1.6.9** All Directors may agree to and sign a resolution in writing without the necessity of calling a Board meeting. If signed by all Directors, any such resolution is as valid as one passed at a Board meeting. The date of the resolution in writing is the date that it has been signed by all the Directors.

**6.1.6.10** A meeting of the Board may be held by conference call or on an online meeting platform provided that all Directors have the ability to hear and be heard by each other at the meeting. Directors who participate in a Board meeting by conference call or online are considered present for the meeting.

**6.1.6.11** Irregularities or errors committed in good faith shall not invalidate actions taken by any meeting of the Board.

**6.1.6.12** A Director may waive formal notice of a meeting.

## **6.2** Officers

**6.2.1** The Officers of the Association are the President, Vice-President, Secretary and Treasurer.

**6.2.2** At its first meeting after each Annual General Meeting, the Board shall elect from among the Directors all Officers except the President, for the following year.

**6.2.3** The Officers shall hold office until re-elected or until their respective successor have been elected.

## **6.3** Duties of the Officers of the Association

### **6.3.1** The President:

- a. Supervises the affairs of the Board,
- b. When present, chairs all meetings of the Association, the Board and the Executive Committee;
- c. Is an *ex officio* Member of all Committees, except the Nominating Committee;
- d. Acts as the spokesperson for the Association;
- e. Chairs the Executive Committee;
- f. Participates in the Nominating Committee; and
- g. Carries out other duties assigned by the Board.
- h. Ensures the General Manager files the annual return, records changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- i. Keeps in active communication with General Manager on the affairs of the Association.

### **6.3.2** The Vice President:

- a. Presides at meetings in the President's absence. If both the President and the Vice-President are absent, the Directors shall elect a Chairperson for the meeting.
- b. Replaces the President at various functions when asked to do so by the President or the Board;
- c. Chairs the Personnel Committee;
- d. Is a Member of the Executive Committee; and
- e. Carries out other duties assigned by the Board, and
- f. Takes the role of acting President in the event the President cannot continue in the role.

### **6.3.3** The Secretary:

- a. Attends all meetings of the Association, the Board, and
- b. Keeps accurate minutes of these meetings;
- c. Has charge of the Board's correspondence in conjunction with the General Manager;
- d. Ensures the General Manager maintains an accurate record of the names and addresses of all Members of the Association;
- e. Ensures the General Manager circulates notices of all meetings;
- f. Ensures that the General Manager keeps the Seal of the Society if deemed necessary;
- g. Carries out other duties assigned by the Board.

**6.3.4** The Treasurer:

- a. Ensures that the General Manager deposits all monies paid to the Association in an account with a chartered bank, treasury branch or trust company chosen by the Board;
- b. Works with the General Manager to provide a detailed account of revenues and expenditures to the Board as requested;
- c. Makes sure an audit of the financial position of the Association is prepared and presented to the Annual General Meeting;
- d. Chairs the Finance Committee of the Board, if one is deemed necessary by the Board;
- e. Is a Member of the Executive Committee; and
- f. Carries out other duties assigned by the Board.

**6.3.5** The Past President:

- a. Has a full vote on the Board and at Association Annual General Meetings and Special Meetings;
- b. Carries out such other duties as may be assigned by the Board;
- c. Is a Member of the Executive Committee; and
- d. Is not required to be a current Member of the Association.

**6.4** Board Committees

**6.4.1** Establishing Committees

The Board may appoint committees to advise the Board.

**6.4.2** General Procedures for Committees

**6.4.2.1** A Board Member shall chair each committee created by the Board. The Chairperson of each committee shall be responsible for calling meetings of the committee.

**6.4.2.2** Each committee is responsible to:

- a. Record minutes of its meetings;
- b. Distribute these minutes to the committee members and to the Chairpersons of all other committees; and
- c. Provide reports to the next Board meeting at the Board's request.

**6.4.2.3** Notices of committee meetings must be mailed or e-mailed five (5) business days before the scheduled date of each meeting. The notice must state the date, place and time of the committee meeting. Committee members may waive notice.

**6.4.2.4** A majority of the members of any committee shall represent a quorum for any meeting of the committee.

**6.4.2.5** Each member of the committee, including the Chairperson, has one (1) vote at every meeting of the committee. The Chairperson shall not have a casting vote in case of a tie.

**6.5** Standing Committees

The Board may establish standing committees, including for the following purposes, as deemed necessary:

- a. Executive Committee;
- b. Personnel Committee;
- c. Finance Committee; and
- d. Nominating Committee.

**6.5.1** The Executive Committee:

- a. Shall be comprised of the President, Treasurer, Past President and Vice-President.
- b. Is responsible for:
  - i. planning agendas for Board meetings with input from General Manager;
  - ii. carrying out emergency and unusual business between Board meetings;
  - iii. reporting to the Board on actions taken between Board meetings;
  - iv. carrying out other duties as assigned by the Board.
- c. Shall meet at least three (3) times each year. Meetings of the Executive Committee shall be called by the President or on the written request of the other two (2) Officers. Any such request must state the nature of the business of the meeting.
- d. All Officers may agree to and sign a resolution in writing without the necessity of calling a meeting of the Executive Committee. If signed by all members of the Executive Committee, any such resolution is as valid as one passed at a meeting of the Executive Committee. The date of the resolution in writing is the date that it has been signed by all members of the Executive Committee.
- e. A meeting of the Executive Committee may be held by a conference call, provided that all members of the Executive Committee have the ability to hear and be heard by each other at the meeting. Officers who participate in an Executive Committee meeting by conference call are considered present for the meeting.
- f. Irregularities or errors committed in good faith shall not invalidate actions taken at any meeting of the Executive Committee.
- g. An Officer may waive formal notice of an Executive Committee meeting.

**6.5.2** The Personnel Committee:

- a. The Personnel Committee Consist of the Vice-President, who shall be the Chairperson, and two (2) other Members appointed by the Board;
- b. Is responsible for:
  - i. recommending job descriptions, qualifications, and a performance appraisal system for the General Manager and Music Director;
  - ii. interviewing applicants for the position of General Manager and Music Director of the Association and recommending an appointment to the Board;
  - iii. recommending policies on personnel to the Board including for recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits
  - iv. acting as a mediator for personnel problems;
  - v. recommending personnel policies for volunteers;
  - vi. reporting on the year's activities at the Annual General Meeting as necessary; and
  - vii. carrying out other duties assigned by the Board.

**6.5.3** The Finance Committee:

- a. The Finance Committee shall be comprised of the Treasurer, who shall be the Chairperson, and two (2) other Members appointed by the Board.

- b. Is responsible for:
  - i. recommending budget policies to the Board;
  - ii. investigating and making recommendations to the Board for acquiring funds and property;
  - iii. recommending policies on disbursing and investing funds to the Board;
  - iv. establishing policies for Board and committee expenditures;
  - v. arranging the annual audit of the books;
  - vi. reporting on the year's activities at the Annual General Meeting as necessary; and
  - vii. carrying out other duties assigned by the Board.

**6.5.4** The Nominating Committee:

- a. The Nominating Committee shall be comprised of the immediate Past President, who shall chair the committee, and two (2) other Members appointed by the Board.
- b. Is responsible for:
  - i. preparing a slate of nominees for the President's position;
  - ii. preparing a slate of nominees for each vacant Director position;
  - iii. orienting new board Members; and
  - iv. presenting its recommendations to the Annual General Meeting as necessary.

**6.6** The General Manager

**6.6.1** The Board may hire a General Manager to carry out assigned duties

**6.6.2** The General Manager shall report to and be responsible to the Board, and shall act as an advisor to the Board and to all Board Committees. The General Manager shall not be entitled to vote at any meeting of the Members, Board or any Committee.

**6.6.3** The General Manager shall act as the administrative officer of the Board in:

- a. Attending Board, and other meetings, as required;
- b. Interpreting and applying the Board's policies;
- c. Keeping the Board informed about the affairs of the Association;
- d. Maintaining the Association's books in conjunction with the Treasurer;
- e. Preparing budgets for Board approval;
- f. Carrying out other duties assigned by the Board, and
- g. Managing and coordinating the day to day operations of the Association.
- h. Keeping the Board updated and apprised of all information relevant to the ongoing operation of the Association.
- i. Informing the Board of developments or activities that could be harmful to the Association and its membership.

**ARTICLE 7 – FINANCE AND OTHER MANAGEMENT MATTERS**

**7.1** The Registered Office

The Registered Office of the Association shall be maintained in Edmonton, Alberta. Another place for the registered office may be by resolution of the Members passed at a Special General

Meeting or by resolution of the Board, as long as notice of the change is thereafter filed with Corporate Registry.

**7.2. Finance and Auditing**

**7.2.1** The fiscal year of the Association ends on June 30<sup>th</sup> of each year.

**7.2.2** There must be an audit of the books, accounts and records of the Association at least once each year conducted by a qualified accountant appointed at the immediately preceding Annual General Meeting. At each Annual General Meeting of the Association the auditor shall submit complete financial statements of the books for the previous year for review by the Members.

**7.3 Seal of the Association**

**7.3.1** The Board may adopt a seal as the Seal of the Association.

**7.3.2** The Secretary or the General Manager shall be charged with control and custody of the seal, unless the Board decides otherwise.

**7.3.3** The Seal of the Association can only be used by such Officers as from time to time shall be authorized by resolution of the Board.

**7.4 Cheques and Contracts of the Association**

**7.4.1** The Board shall from time to time designate the Officers of the Board authorized to sign cheques drawn on the monies of the Association. Two signatures shall be required on all Association cheques, provided that the Board may authorize the General Manager to sign cheques alone for certain amounts and circumstances designated by resolution of the Board. The General Manager may not be authorized to sign that person's own pay cheque.

**7.4.2** All contracts of the Association must be signed by the Officers or other persons authorized to do so by resolution of the Board.

**7.5 The Keeping and Inspection of the Books and Records of the Association.**

**7.5.1** The Secretary shall keep a copy of the Minute Books and shall record minutes of all meetings of the Members and of the Board.

**7.5.2** The Secretary shall keep the original Minute Books at the Registered Office of the Association. The Minute Books shall contain minutes from all meetings of the Association, the Board and the Executive Committee.

**7.5.3** The Board shall keep and file all necessary books and records of the Association as required by the Bylaws, the *Societies Act*, or any other statute or laws.

Members shall be permitted to inspect the Minute Book.



- 7.5.4** A Member wishing to inspect the Minute Books of the Association must give reasonable notice to the President or the Secretary of the Society of such Member's intention to do so.
- 7.5.5** Unless otherwise permitted by the Board, inspection of the Association's Minute Book will take place only at the Registered Office, or other regular business premises operated by the Association, or another location mutually agreed upon with the Member, and only during normal business hours.
- 7.5.6** All financial records of the Association are open for such inspection by the Members, during normal business hours and with reasonable notice to the Association, addressed to the General Manager.
- 7.6** Borrowing Powers
- 7.6.1** The Association may borrow or raise funds to meet its objects and operations. The Board shall have the authority to decide the amounts and ways to raise money, including authority in respect of the giving or granting of security.
- 7.6.2** The Association may issue debentures for borrowed money only upon resolution of the Board confirmed by a Special Resolution of the Association.
- 7.7.** Payments
- 7.7.1** No Member, Director or Officer of the Association shall be entitled to receive any payment for his or her services as a Member, Director or Officer.
- 7.7.2** The reasonable expenses of a Member, Director or Officer incurred while carrying out duties of the Association may be reimbursed upon Board approval.
- 7.8** Protection and Indemnity of Directors and Officers
- 7.8.1** Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in the proper conduct of that person's role with the Association. The Society will not indemnify any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.8.2** No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or as a result of any action taken in the fulfilment of that Director or Officer's role with the Association, unless the act is fraudulent, dishonest or taken in bad faith.
- 7.8.3** Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's duly qualified accountant. Directors or Officers shall not held liable to the Association 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 cancelled, altered or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Association.
- 8.2** The twenty-one (21) days' notice of the Annual General or Special Meeting of the Association must include details of any proposed resolution to change the Bylaws.
- 8.3** Any amended bylaws shall take effect after approval by Special Resolution at the Annual General Meeting or Special Meeting and after such amendments have been accepted as filed by the Corporate Registry of the Province of Alberta.

#### **ARTICLE 9 - PARLIAMENTARY AUTHORITY**

- 9.1** Matters of procedure not covered by the Societies Act or these Bylaws shall be governed by the most recent edition of Roberts' Rules of Order, Newly Revised so long as it is not inconsistent with the provisions of the Societies Act.

#### **ARTICLE 10 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY**

- 10.1** The Association may not pay any dividends or distribute its property among its Members.
- 10.2** If the Association is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that has objects similar to those of the Edmonton Youth Orchestra Association.
- 10.3** Upon dissolution of the Association, the Members shall select the organization to receive the assets of the Association by Special Resolution. In no event shall any Members be entitled to receive any assets of the Association.