

COCHRANE MUSIC SOCIETY

BYLAWS

ARTICLE 1: Name:

- 1.1 The name of the society shall be the Cochrane Music Society (the "Society").

ARTICLE 2: BOARD OF DIRECTORS:

- 2.1 There shall be a Board of Directors, elected from among the members in good standing, consisting of an Executive, and Directors of Special Committees (the "Board").
- 2.2 The Executive shall have a minimum of three members consisting of a President, Vice President, Secretary and/or Treasurer.
- 2.3 The Executive will appoint Directors of Special Committees as required to undertake special projects.
- 2.4 A Special Committee will serve until the special project for which it was appointed is completed and the Board dissolves the Special Committee.
- 2.5 A Special Committee will have a minimum of three members, unless the Board determines otherwise.
- 2.6 **President:**
 - (1) The President will:
 - (a) preside at all meetings of the Society, including the Annual General Meeting, General Meetings, Special Meetings and meetings of the Board of Directors ("Society Meetings");
 - (b) have charge of the Seal of the Society; and
 - (c) authenticate the Seal of the Society by his/her signature.
 - (2) In the absence of the President, the Vice-President will discharge the President's duties.
- 2.7 **Vice President:**
 - (1) The Vice President will:
 - (a) preside at Society Meetings when the President is absent;
 - (b) assist the President when required; and

(c) authenticate the Seal of the Society by his/her signature if the President should die, or otherwise be unable to act.

(2) In the absence of both the President and the Vice-President, the Board will appoint a member of the Board to discharge the duties of the President.

2.8 Secretary:

(1) The Secretary will

- (a) attend all Society Meetings and keep accurate minutes of same;
- (b) be responsible for preparing Society Meeting agendas under the direction of the President or Vice-President, as the case may be;
- (c) keep a record of all members of the Society in good standing, including their addresses and telephone numbers;
- (d) notify all members in good standing of the Annual General Meeting and other Society Meetings as required;
- (e) receive and prepare all correspondence of the Society; and
- (f) organize and keep all records of the Society in a safe place.

(2) In the absence of the Secretary, the Board will appoint a member of the Board to fulfill the Secretary's duties.

2.9 Treasurer:

(1) The Treasurer will

- (a) receive all monies paid to the Society and be responsible for deposit of same in the Society bank account;
- (b) properly account for such monies, and keep such books as are necessary or required by law;
- (c) prepare and annual financial statement to be duly audited as required by law; and
- (d) ensure that the annual financial statement is submitted to the appropriate provincial agency or organization as necessary and as required by law.

(2) The office of Secretary and Treasurer may be filled by one person if the majority of members present at the Annual General Meeting are in favour.

2.10 The Music Director will be a paid music instructor appointed by the Board. The Music Director may attend Society meetings in an *ex officio* capacity. The honoraria for the Music Director will be determined from time to time by the Board.

2.11 The Board members shall serve as officers of the Society until the next Annual General Meeting.

- 2.12** Vacancies on the Board shall be filled by a special General meeting called for that purpose. See Article 6.3 (e) for removal of a Director.
- 2.13** Except for the Music Director, no Board member or member of the Society shall receive any remuneration.

ARTICLE 3: MEMBERSHIP:

- 3.1** Any person eighteen (18) years of age or older may become a member of the Society by filling out the prescribed membership form and paying an annual membership fee.

ARTICLE 4: MEMBERSHIP FEES:

- 4.1** Membership fees will be determined from time to time by a two-thirds(2/3) majority vote of the Board.
- 4.2** Membership fees must be paid in full before a person can become a member of the society.
- 4.3** A person may request that the Board waive, defer, or reduce the membership fees if payment of such fees would create an economic hardship for that person. The Board will determine whether to waive, defer or reduce membership fees for the applicant by a two-thirds (2/3) majority vote.
- 4.4** Refunds of membership fees will be made to a member who cancels his membership by providing written notice to the Board. If such notice is received during any month, the refund will be for only those full months remaining for which the member had paid in full.
- 4.5** A member who gives notice to cancel his membership must return all Society property before a refund will be made to that member.
- 4.6** Any member in default in the payment of dues shall be suspended from all privileges, and if, after notice by the Treasurer, the default is not remedied within a period of thirty (30) days, the membership of such member shall be automatically terminated.

ARTICLE 5: RIGHTS AND RESPONSIBILITIES OF MEMBERS:

- 5.1** The Music Director will determine the musical abilities of any new member, and place the new member in any band or any section of any band at the Music Director's sole discretion. As much as possible, the Music Director will assign the new member the instrument of the new member's choice.

- 5.2** A member will receive a copy of the Society By-laws and protocol.
- 5.3** A member may attend any Society meeting.
- 5.4** Any member unwilling to abide by the Society By-laws and or protocol can be expelled from the Society by a majority vote of all members in good standing attending a meeting with the expulsion of that member on the agenda.

ARTICLE 6: MEETINGS:

6.1 Annual General Meeting:

- (a) The Annual General Meeting will be held each year no later than six (6) weeks following year end.
- (b) The Board must give all members in good standing at least fourteen (14) days written notice of the Annual General Meeting.
- (c) Written notice may be given by letter, fax, e-mail, or by running an ad in the local newspaper.
- (d) Election of President, Vice-President, Secretary and Treasurer will take place at the Annual General Meeting if these positions were not filled at a general meeting held at the end of the previous year.
- (e) A further number of directors (not less than three), will be elected from the Society membership at the Annual General Meeting.
- (f) A quorum for the purposes of the Annual General Meeting will be one third (1/3) of the members in good standing on the day of the Annual General Meeting.
- (g) The Annual General Meeting will be governed by Roberts Rules of Order.
- (h) All members in good standing are entitled to vote at the Annual General Meeting. Voting shall be by a show of hands, or by secret ballot, or proxy, as deemed appropriate by the Board.

6.2 General and or Special Meetings:

- (a) The President or Board may direct the Secretary to call a General and or Special Meeting of the members at any time.
- (b) The President shall direct the Secretary to call a General and or Special Meeting of all the members in good standing upon receiving a petition signed by one-third (1/3) of the members in good standing. The petition must set out the reasons for calling the meeting, and must be provided in writing fourteen (14) days prior to the date requested for the General and or Special Meeting.
- (c) A quorum for a General and or Special Meeting will be twenty (20) percent of all the members in good standing. Robert's Rules of Order will be used.
- (d) All members in good standing are entitled to vote at a General and or Special Meeting. Voting shall be by a show of hand, or by secret ballot, or proxy as deemed appropriate by the Board.

6.3 Board Meetings:

- (a) Board meetings will be held as often as required, but at least once every three (3) months.
- (b) The President will notify all Board members of Board meetings at least three (3) days prior to a Board meeting. The President may notify Board members in person, by letter, telephone fax or e-mail.
- (c) A quorum for a Board meeting will be one third (1/3) of the members of the Board.
- (d) The Board may ask a Board Member to resign if the Board Member misses two consecutive meetings without due cause as determined by the Board.
- (e) If at any time three Board Members or one-third (1/3) of the Society members in good standing file a written motion of non-confidence in any of the Directors or Officers, the President shall direct the Secretary to call a meeting of the Board. The Board will follow the procedure provided in Robert's Rules of Order for dealing with votes of non-confidence. Seventy-five (75) percent of the Board members must vote in favour of the non-confidence motion for it to pass.

ARTICLE 7: SPENDING OR BORROWING:

- 7.1 The Board shall authorize all expenditures over \$200.00 prior to money being spent.
- 7.2 The Treasurer shall report on all expenditures at regular Board meetings.
- 7.3 All invoices, statements, tenders, and any kind of estimate of cost shall be submitted to the Treasurer prior to regular Board meetings, and as required.
- 7.4 The Board must not borrow any money in the name of the Society without a supporting resolution of seventy-five (75) percent of the members in good standing present at a special general meeting called for the purpose of presenting an intent to borrow.
- 7.5 All money borrowed or raised by the Society must be used to further the Society's objectives.

ARTICLE 8: AUDITING:

- 8.1 The fiscal year of the Society shall be from September 1, to August 31.
- 8.2 The Board may appoint two members in good standing, or two Board members to audit the financial records of the Society each year. The members so appointed shall be called the Audit Committee.
- 8.3 The Audit Committee shall present their report at the Annual General Meeting.

ARTICLE 9: BOOKS AND RECORDS:

- 9.1** Any member in good standing is entitled to examine the financial records and Minute Book of the Society at the Annual General Meeting, or upon giving reasonable notice to the Secretary, at any other time.

ARTICLE 10: AMENDMENTS TO BY-LAWS:

- 10.1** These By-laws may be altered, rescinded or added to by a special resolution of seventy-five (75) percent of the members in good standing present at any special meeting called for that purpose.

ARTICLE 11: DISSOLUTION:

- 11.1** In the event that seventy-five (75) percent of the members in good standing vote to dissolve the Society at an Annual General Meeting or Special meeting called for that purpose, all assets of the Society shall be donated to one or more non-profit association located in the Town of Cochrane, in the Province of Alberta. The members present at the meeting shall determine which non-profit association will receive the assets.

The Bylaws of THE COCHRANE MUSIC SOCIETY are adopted by the members of the Society on Wednesday the 31st. day of March, 1999.

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