

CANADIAN MOUNTAIN ARTS FOUNDATION BYLAWS**PART I - GENERAL****ARTICLE 1****Designation**

1.1 The Society shall be designated as “Canadian Mountain Arts Foundation” (the “Society”).

ARTICLE 2**Interpretation**

2.1 In these Bylaws unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and the following words shall have the following meanings unless the context otherwise requires:

- a) “Act” means the Societies Act R.S.A. 1980, c-S. 18, as amended from time to time.
- b) “Annual General Meeting” means that meeting to be held as set forth in **Article 16** hereof.
- c) “Board” means Board of Directors of the Society as appointed pursuant to **Article 8** hereof.
- d) “Director(s)” means the director(s) of the Society as from time to time hold office in accordance with these Bylaws.
- e) “Voting Member” means any person who is a member in good standing of the Society by holding a valid membership.
- f) “Special Resolution” **means** a special resolution as that term is defined in the Act.
- g) “Quorum” **means** a fixed minimum percentage or number of members of the **S**ociety who must be present before the members can conduct valid business.

ARTICLE 3**Purpose**

3.1 The Objectives of the Society are outlined below:

- a) To raise the profile of culture and arts in Canmore
- b) To represent the diverse group that makes up the arts community and speak with a strong voice at the municipal level
- c) To provide a focus for issues affecting the cultural sector
- d) To create opportunities for the arts and artists of Canmore
- e) To provide opportunities for the Canmore community to be exposed to a wide variety of Canadian artistic talent.

PART II - MEMBERSHIP

ARTICLE 4

Membership

- 4.1 Membership is open to anyone interested upon payment of the membership fee.
- 4.2 Membership fees will be determined by the Board of Directors and will be reviewed as necessary. *(moved from #6.3).*
- 4.3 Membership in the Society is annual and does not require affirmation by the Voting Members.
- 4.4 In the conduct of Society business, all members are required to behave in accordance with these Bylaws.

ARTICLE 5

Membership Voting Rights

- 5.1 Each member in good standing is entitled to one vote on all motions proposed at the Annual General Meeting.

ARTICLE 6

Membership Ceases

- 6.1 A member may terminate their membership in the Society by way of notice in writing; the termination becomes effective upon receipt of the notice. The membership fee will not be prorated nor refunded.
- 6.2 Membership may be suspended for non-payment of membership dues, for a period of two months, following which membership ceases if fees are not paid in full.
- 6.3 *Relocated to section 4 as it isn't related to 'membership ceases'.*
- 6.4 *(this becomes 6.3)* Membership may be terminated if, at a special meeting of members, a resolution is passed for the expulsion / removal of the member by at least two-thirds (2/3) of the votes cast at a special meeting provided that the member shall be granted the opportunity to be heard at such a meeting.

PART III - BOARD OF DIRECTORS

ARTICLE 7

Board of Directors

- 7.1 The affairs of the Society shall be managed by a Board which consists of not less than six (6) and not more than twelve (12) Directors and must include a President, Vice-President, Treasurer, Secretary, and at least two (2) Director-at-Large position.
- 7.2 The Board may exercise all such powers and do all such acts as to fulfill the Society's mandate as outlined in Article 3.1.
- 7.3 The President, Past-President, Vice-President, Treasurer and Secretary shall constitute the Executive Committee of the Board of Directors. *(moved from 10.4)*
- 7.4 All Directors must pay their own membership dues annually.

ARTICLE 8

Nominations and Voting for Board of Directors

- 8.1 The Past-President, along with a nominating committee, shall present a slate of candidates officers for election to the Board at the Annual General Meeting. Additionally, nominations shall be taken from the floor at the meeting.
- 8.2 The Director positions duly elected at the Annual General Meeting by a majority vote of the members present, or by proxy *(was #9.1)* shall be: President, Vice-President, Treasurer and Secretary and at least two (2) Director-at-Large positions. *(blend of previous 8.2 and 9.1)*
- 8.3 Voting members of the Board of Directors include the Executive Committee and all Director-at-Large Board positions.

ARTICLE 9 *(was section 10)*

Term and Continuation on the Board

- 9.1 The President shall be elected for a one (1) year term, (with the option of re-election continuation) remaining on the Board as Past-President the following year.
- 9.2 The Vice-President shall be elected for a one (1) year term and if possible, take over as President the following year.

9.3 The Secretary and Treasurer shall be elected for a one (1) year term (with the option of re-election ~~continuation~~).

9.4 Director-At-Large positions shall be elected for a one (1) year term, (with the option of re-election).

ARTICLE 10

Resignation and Termination

10.1 A Director is ~~disqualified~~ ceases to be a member of the Board of Directors and a vacancy shall exist if:

- a) The Director resigns in writing, or;
- b) The Director is absent from three (3) consecutive Board meetings without the agreement of the Board and it is resolved at the subsequent meeting that the Director be removed and that the Director's office be vacated, or;
- c) The Director's position on the Board is terminated if, at a special meeting of members, a resolution is passed for the expulsion / removal of the Director by at least two-thirds (2/3) of the votes cast at a special meeting provided that the Director shall be granted the opportunity to be heard at such a meeting.

ARTICLE 11 (was Article 12)

Vacancies - Board of Directors

11.1 Vacancies on the Board, however caused, may exist as long as a sufficient number of Directors remain to constitute a quorum (as per ~~Article 20 25~~, section 20.2) of the Board.

11.2 Any member of ~~on~~ the Board may nominate anyone they see fit to fill the vacated position until the next Annual General Meeting. This person shall take a seat on the Board upon being duly voted in by the ~~present board members~~ voting members of the Board of Directors. Board of Directors positions are otherwise voted upon by members of the Society at the Annual General Meeting.

ARTICLE 12 (was Article 13)

Remuneration

12.1 All Directors shall act without remuneration except for any honorarium established and approved at the Annual General Meeting.

ARTICLE 13 (was Article 14)**Liability of the Society**

13.1 The Society and its Board of Directors, Directors or committee members will not be responsible for any actions or damages caused by any member or held liable for their actions. The Society shall maintain liability insurance for all events and Directors of the Society.

PART IV - DUTIES OF SOCIETY OFFICERS

ARTICLE 14 *(All Director position descriptions have been collapsed into one section they don't each need a different Article ie) 15, 16, 17,18, 19.)*

Elected Positions

14.1 President: The President shall preside as Chairperson at all meetings of the Board and at the Annual General Meeting and shall appoint all officials and committees as directed by the Board.

- He shall perform all other and such usual duties as are performed by the President.
- The President shall be an ex-officio member of all committees.
- The President shall also be charged with the general management and supervision of the affairs and operations of the Society.

14.2 Vice-President: The Vice-President shall act and perform the duties of the President in his absence in the conduct of his office. During the absence or inability of the President and Vice-President, the duties and powers of the President shall be exercised by a Director appointed by the Board for this purpose. In addition, the Vice-President will be responsible for special projects assigned or approved by the President. The Vice-President shall be groomed to take over the duties of the President the following year (if possible).

14.3 Treasurer: The Treasurer shall receive and disperse all funds of the Society in accordance with its Bylaws, and as directed by the Board.

- The Treasurer shall keep detailed accounts of all income and expenditures.
- He shall distribute the funds of the Society under the direction of the Board.
- He shall submit a financial statement setting out the Society's income, disbursements, assets and liabilities, audited and signed by the Society's auditor(s) (as determined by Article 27.1) at the Annual General Meeting.

(Proposed amendments updated March 16, 2011)

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- 14.4 **Secretary:** The Secretary shall record all meeting proceedings in the books kept for that purpose. He shall be the custodian of all records, correspondence and other documents belonging to the Society which he shall deliver when required by the Board. He shall perform such other duties as may from time to time be determined by the Board. In the absence of the Secretary, his duty shall be discharged by a Director appointed by the Board for this purpose.
- 14.5 **Past President:** The Past President shall act as **the Chair** for the Nominating Committee and conduct the election at the Annual General Meeting. Furthermore, he shall act in a support and advisory role to the current **P**resident.
- 14.6 **Director-at-Large:** The Director-at-Large shall be a voting member of the Board of Directors and shall participate in meetings, will be responsible for undertaking tasks to assist in the affairs of the Society and shall serve on sub-committees as may be required.

PART **IV** - COMMITTEES OF THE SOCIETY

ARTICLE 15 (was Article 20)

Committees

- 15.1 The Board may establish such committees, as may be required from time **to** time, to fulfill the roles and perform the duties of the Society, and confer decision-making authority on the committee, other than policy, finance and other matters otherwise specifically provided for elsewhere in these Bylaws. Any committee established by the Board shall report to the Board as often as directed.

PART **V** - MEETINGS

ARTICLE 16 (was Article 21)

Annual General Meeting

- 16.1 The Annual General Meeting (**AGM**) shall be held each year at a place agreed upon by the Board and on the date to be fixed by the Board, but in any event, the Annual General Meeting shall be held no later than June 30th.
- 16.2 The President shall provide no less than twenty-one (21) days notice of the AGM to all members.
- 16.3 At the AGM, the voting members may consider and transact any business properly brought before the members.

- 16.4 Proxy votes will be accepted at an AGM if presented on the approved Proxy form (attachment Appendix 'A') and duly signed by a member in good standing. Any member in good standing may request a Proxy form from the President.

ARTICLE 17 (was Article 23)

Board of Director Meetings

- 17.1 Meetings of the Board of Directors shall be called by the President ~~current board~~ and shall be held at least every two (2) months.
- 17.2 All Voting members of the Board of Directors (see Article 8.3) ~~including the Chairperson~~ shall vote on the motions put forth, except in a situation of conflict of interest (i.e. personal or monetary involvement). A Director declaring a conflict and abstaining from the vote shall remove themselves from the meeting during the discussion and the vote. This shall be recorded in the minutes. The Director abstaining will be deemed to have voted with the result of the prevailing vote on the motion. ~~eg. if a motion passes, they must accept the motion result.~~
- 17.3 All members of the Board of Directors whether voting or non-voting shall declare a conflict of interest as may be appropriate (ie. personal or monetary involvement) and shall remove themselves from the meeting during the discussion and the vote.
- 17.4 ~~In the case of a tie vote, the Chairperson shall not have a second and deciding vote. All~~ motions will be deemed carried with a two thirds majority vote of a meeting quorum.

ARTICLE 18 (was Article 22)

Special Meetings - Board of Directors and General Membership

- 18.1 Upon receipt of a request for a special meeting ~~of the Society~~ from no less than five (5) members for a special meeting of the general membership and of two (2) members of the Board of Directors for special meetings of the Board of Directors, the President shall call either a general membership meeting or a Board of Directors meeting, as appropriate, of the Society. The time fixed for holding such a meeting shall not exceed 30 days from the date of the request. Notice of such a meeting to be provided no less than seven (7) days before the time fixed for the holding of such meeting.
- 18.2 The seven days of notice must be full ~~twenty-four~~ (24) hour days.

ARTICLE 19 (was Article 24)**Error or Omission in Notice**

- 19.1 No error or omission in giving notice of any Annual General Meeting, Special Meeting or Board of Directors meeting or any such adjourned meeting shall invalidate such a meeting or make void any proceedings which may have taken place.

ARTICLE 20 (was Article 25)**Quorum**

- 20.1 ~~Annual General Meeting, General Meeting, Special Meeting:~~ A quorum for the transaction of business at any meeting of the general membership shall consist of not less than twenty percent (20%) of the voting members of the Society. A simple majority of members present in person shall constitute a quorum at any general meeting or special meeting of members of the Society provided that in no case can any meeting be held unless there are four (4) members present in person.
- 20.2 ~~Board of Directors Meeting:~~ A quorum for the transaction of business at any meeting of the Board of Directors shall consist of not less than 50% of the Board of Directors. A simple majority of the members of the Board of Directors present shall constitute a quorum for the transaction of business, provided that there shall be a minimum of four (4) members of the Board present.

PART VI - FINANCIAL ADMINISTRATION**ARTICLE 21****Signing Authority Signatures**

- 21.1 The President, Vice-President, Treasurer, and Secretary ~~and one other Board member, as approved by the Board,~~ shall have signing authority for the Society.
- 21.2 Any two (2) of the four (4) of the above mentioned, may sign **for** and disperse Society funds.

ARTICLE 22**Auditing**

- 22.1 The books, financial accounts and records of the Treasurer shall be audited at least once each year by a Chartered Accountant or by two (2) members of the Society elected for

that purpose at the AGM. A complete and proper statement of the standing of the books for the previous year shall be presented at the AGM by the Auditor, or Treasurer and/or the two (2) members of the Society duly elected for that purpose.

ARTICLE 23

Fiscal Year

23.1 The fiscal year of the Society in each year shall be February 1st through January 31st.

ARTICLE 24

Inspection of Books by Members

24.1 The books and records of the Society may be inspected by any member at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer. Each Director shall at all times have access to such books and records.

ARTICLE 25

Fundraising

25.1 Funds may be raised by any means available to charitable organizations.

PART VII - SOCIETY DISSOLUTION

ARTICLE 26

Dissolution

26.1 The Society may only be dissolved by a Board of Directors decision, based on a survey duly put to the general membership in which at least two-thirds of the respondents to the survey have agreed to the dissolution of the Society.

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

26.3 If the Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by special resolution. In no event do any members receive any assets of the Society.

PART VIII - AMENDMENTS TO BYLAWS

ARTICLE 27

Bylaw Amendment

- 27.1 These Bylaws may be rescinded, altered or added to by a Special Resolution.
- 27.2 Any Special Resolution or change to these Bylaws will require a vote of at least 50% of members present at the meeting at which the vote will be taken. Notice of special resolution shall be distributed to all members at least three weeks prior to the meeting at which the vote will be held. A resolution in writing signed by all members personally shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.