

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 21 hereof.
- c) "Board" means Board of Directors of the Society as appointed pursuant to Article 7 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" a special resolution as that term is defined in the Act.
- g) "Quorum" a fixed minimum percentage or number of members of the society who must be present before the members can conduct valid business.

Article 3- Purpose

3.1 The Objectives of the Society are outlined below:

- To raise the profile of culture and arts in Canmore
- To represent the diverse group that makes up the arts community and speak with a strong voice at the municipal level
- To provide a focus for issues affecting the cultural sector
- To create opportunities for the arts and artists of Canmore
- 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 in the Society is annual and does not require affirmation by the Voting Members.

4.3 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.

6.3 Membership fees will be determined by the Board of Directors and will be reviewed as necessary.

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.

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.

Article 8- Nominations

8.1 The past president, along with a nominating committee, shall present a slate of officers for election to the board at the Annual General Meeting. Additionally, nominations shall be taken from the floor at the meeting.

8.2 Positions filled shall be: President, Vice-President, Secretary, Treasurer and at least two (2) members at large.

Article 9- Voting for the Board of Directors

9.1 Directors of the Society shall be duly elected at the Annual General Meeting by a majority vote of the members present or by proxy.

Article 10- Term and Continuation on the Board

10.1 The President shall be elected for a one (1) year term, (with the option of continuation) remaining on the Board as past-president the following year.

10.2 The Vice-President shall be elected for a one (1) year term and if possible, take over as President the following year

10.3 The Secretary and Treasurer shall be elected for a one (1) year term with the option of continuation.

10.4 The President, Past President, Vice-President, Secretary and Treasurer shall constitute the Executive of the Board of Directors

10.4 Directors at large shall be elected for a one year term.

Article 11- Resignation

11.1 A Director is disqualified and a vacancy on the Board 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.

Article 12- Vacancies, Board of Directors

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

12.2 Any person 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.

Article 13- Remuneration

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

Article 14- Liability of the Society

14.1 The Society and its Board, Directors or committee members will not be responsible for any actions or damages caused by any member or held liable for their actions.

PART IV- Duties of Society Officers
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Article 15- President

15.1 The President shall preside as Chairperson at all meetings of the Board and and 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 President.
- The President shall be a member ex-officio of all committees.
- The President shall also be charged with the general management and supervision of the affairs and operations of the Society.

Article 16- Vice-President

16.1 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).

Article 17- Treasurer

17.1 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.
- He shall also perform such other duties as may from time to time be determined by the Board.

Article 18- Secretary

18.1 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.

Article 19- Past President

19.1 The Past President shall act as a chairperson 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 president.

PART V- Committees of the Society
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Article 20- Committees

20.1 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 VI- Meetings

Article 21- Annual General Meeting (AGM)

21.1 The Annual General Meeting 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.

21.2 The President shall provide no less than twenty-one (21) days' notice of the AGM to all members.

21.3 At the AGM, the voting members may consider and transact any business properly brought before the members.

21.4 Proxy votes will be accepted at an AGM if presented on the approved Proxy form (attachment "A") and duly signed by a member in good standing.

Article 22 - Special Meetings (Board and General Membership)

22.1 Upon receipt of a request for a special meeting of the Society from no less than two (2) members, the President shall call either a general membership meeting or a board meeting, as appropriate, of the Society. Notice of such a meeting to be provided no less than seven (7) days before the time fixed for the holding of such meeting.

22.2 The seven days of notice must be full 24 hour days.

Article 23- Board Meetings

23.1 Board meetings shall be called by the current board and be held at least every two (2) months.

23.2.1 All Directors, including chairperson, shall vote on all motions put forth, except in a situation of conflict of interest (i.e. personal or monetary involvement). A member declaring a conflict and abstaining from the vote shall remove themselves from the meeting during the discussion and vote. This shall be recorded in the minutes. The member abstaining will be deemed to have voted with the result of the prevailing vote on the motion. E.G. if a motion passes, they must accept the motion result.

23.2 In the case of a tie vote, the chairperson shall not have a second and deciding vote.

Article 24- Error or Omission in Notice

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

Article 25- Quorum

25.1 A quorum for the transaction of business at any meeting of the general membership shall consist of not less than 20% of the voting members of the society.

25.2 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 members of the society.

PART VII- Financial Administration

Article 26- Signatures

26.1 The President, Treasurer, Secretary and one other board member, as approved by the board, shall have signing authority for the Society.

26.2 Any two (2) of the four (4) of the above mentioned, may sign and disperse Society funds.

Article 27- Auditing

27.1 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 members of the Society duly elected for that purpose.

Article 28- Fiscal Year

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

Article 29- Inspection of Books by Members

29.1 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 30- Fundraising

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

PART VIII- Society Dissolution

The Society may only be dissolved by a Board 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.

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

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 IX- Amendments to Bylaws

These Bylaws may be rescinded, altered or added to by a Special Resolution.

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.



APPENDIX "A"

P R O X Y

I, _____, being a member in good standing of the Canadian Mountain Arts Foundation do hereby designate _____ also a member in good standing of the Canadian Mountain Arts Foundation, to carry on and represent my vote on all matters on which I would otherwise be entitled to vote at the Annual General Meeting of the Canadian Mountain Arts Foundation to be held _____ (date) at Canmore , Alberta.

SIGNED and dated this _____ day of _____, 200__

Member's signature

Witness' Signature

Witness' Name (please print)