

# ONE VOICE CHORUS SOCIETY

## BYLAWS



Amended Bylaws approved by the Membership on February 17, 2020  
to replace Bylaws filed May 14, 2012 with the Alberta Registrar of Corporations

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# ONE VOICE CHORUS SOCIETY

## BYLAWS

### Article 1 Preamble

#### 1.1 The Society

The name of the society is the One Voice Chorus Society, which may also be known or referred to as OVCS or the Society.

#### 1.2 The Bylaws

The following articles set forth Bylaws of the One Voice Chorus Society.

### Article 2 Defining and Interpreting the Bylaws

#### 2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 **Act** means the Societies Act Revised Statutes of Alberta 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 4.2.
- 2.1.3 **Artistic Director** means the individual engaged by the Society to fill the position of Artistic Director of the Chorus.
- 2.1.4 **Board** means the Board of Directors of this Society.
- 2.1.5 **Bylaws** means the Bylaws of this Society as amended.
- 2.1.6 **Chorus** means the total number of all Singing Members.
- 2.1.7 **Director** means any individual elected or appointed to the Board and installed as a member of the Board as described in Article 5.1.6.
- 2.1.8 **Director Elect** means any individual elected to the Board and not yet installed. A Director Elect is not considered a member of the Board until installed.
- 2.1.9 **Executive Session** means the executive session described in Article 5.3.
- 2.1.10 **General Meeting** means the general meeting described in Article 4.3.
- 2.1.11 **Member** means a Member of the Society.
- 2.1.12 **Officer** means any Officer listed in Article 5.4.
- 2.1.13 **Registered Office** means the registered office for the Society.



2.1.14 **Society** means the One Voice Chorus Society.

2.1.15 **Special Meeting** means the special meeting described in Article 4.4.

2.1.16 **Special Resolution** means:

- a. a resolution passed at a meeting of the Society by the vote of not less than 75% of the Voting Members who vote, provided that 21 days' notice of the meeting specifying the intention to propose the resolution was duly given;
- b. a resolution proposed and passed as a Special Resolution at a meeting of the Society of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the meeting so agree; or
- c. a resolution consented to in writing by all the Voting Members.

2.1.17 **Voting Member** means a Member entitled to a vote at the meetings of the Members of the Society.

## 2.2 Interpretation

2.2.1 In the interpretation of these Bylaws:

- a. pronouns in one gender include all genders and gender identities,
- b. words indicating persons in the singular include the plural and vice-versa, and
- c. words indicating persons also include corporations, partnerships, trusts and unincorporated organizations.

2.2.2 Headings are for convenience only and do not affect the interpretation of these Bylaws.

## Article 3 Membership

### 3.1 Classification of Members

There are three categories of Members:

- a. Singing
- b. Non-Singing
- c. On Leave

#### 3.1.1 Singing Members

To become a Singing Member, an individual must:

- a. successfully complete an audition as outlined in the Policies and Procedures Manual of the Society;
- b. pay membership dues as prescribed by the Board and outlined in the Policies and Procedures Manual of the Society; and
- c. adhere to such policies for Singing Members as may be prescribed by the Board and outlined in the Policies and Procedures Manual of the Society.

### 3.1.2 Non-Singing Members

To become a Non-Singing Member, an individual must:

- a. apply to the Board of Directors as outlined in the Policies and Procedures Manual of the Society;
- b. pay membership dues as prescribed by the Board and outlined in the Policies and Procedures Manual of the Society; and
- c. adhere to such policies for Non-Singing Members as may be prescribed by the Board and outlined in the Policies and Procedures Manual of the Society.

### 3.1.3 On-Leave Members

On-Leave status is available to Singing Members who elect to take a leave of absence from the Chorus for a period of not more than one year. To become an On-Leave Member, an individual must:

- a. be a Singing Member;
- b. apply to the Board of Directors as outlined in the Policies and Procedures Manual of the Society;
- c. pay membership dues as prescribed by the Board and outlined in the Policies and Procedures Manual of the Society; and
- d. adhere to such policies for Non-Singing Members as may be prescribed by the Board and outlined in the Policies and Procedures Manual of the Society.

Singing Members who become On-Leave Members give up Singing Member status for the duration of their term as On-Leave Members.

The specific procedures for ending On-Leave status are prescribed by the Board and outlined in the Policies and Procedures Manual of the Society.

## 3.2 Admission of Members

- 3.2.1 Any individual of majority age who endorses the mission of the Society may become a Member by meeting the requirements in Article 3.1.
- 3.2.2 Any individual of minority age who endorses the mission of the Society may become a Member by meeting the requirements in Article 3.1 and submitting to the Society the written consent of their parent or legal guardian.
- 3.2.3 The Board, in consultation with the Artistic Director of the Chorus, may set a limit on the number of individuals admitted as Singing Members and On-Leave Members.
- 3.2.4 The Board may set a limit on the number of individuals admitted as Non-Singing Members.
- 3.2.5 The Artistic Director of the Chorus may at their discretion and for artistic reasons limit the number of Singing Members assigned to any section of the Chorus.

## 3.3 Membership Fees

- 3.3.1 No fee is charged for applying to become a Member.
- 3.3.2 Membership fees for each category of Members are prescribed by the Board and outlined in the Policies and Procedures Manual of the Society.

- 3.3.3 The membership year is September 1 to August 31.
- 3.3.4 Membership dues must be paid on or before the payment date prescribed by the Board of Directors and outlined in the Policies and Procedures Manual of the Society.

### **3.4 Rights and Privileges of Members**

- 3.4.1 Any Member in good standing is entitled to:
  - a. receive notice of meetings of the Society;
  - b. attend any meeting of the Society;
  - c. speak at any meeting of the Society;
  - d. inspect the records of the Society as described in Article 6.5; and
  - e. exercise other rights and privileges given to Members in these Bylaws.
- 3.4.2 Each Member in good standing is entitled to vote at meetings of the Society. A Voting Member is entitled to one vote.
- 3.4.3 A Member is in good standing when:
  - a. the Member's membership fees are current; and
  - b. the Member is not in a state of accounts payable to the Society.

### **3.5 Termination of Membership**

#### **3.5.1 Voluntary Termination**

Any Member may voluntarily resign their membership in the Society upon verbal or written notice to the Board of Directors. In the event of verbal notice, the Board provides written confirmation of acceptance of the resignation to the resigning member.

#### **3.5.2 Probationary Period**

Singing Members are subject to a probationary period of one concert semester. The membership of any Singing Member may be terminated by the Artistic Director during the probationary period on the grounds that the Singing Member is not a good fit for the Chorus.

#### **3.5.3 Involuntary Termination**

A member may be expelled from the Society upon a majority vote by the Board of Directors for any cause which the Board may deem reasonable. The steps to be followed to complete the expulsion of a Member are prescribed by the Board and outlined in the Policies and Procedures Manual of the Society.

#### **3.5.4 Death**

The membership of a Member is ended upon their death.

### **3.6 Transmission of Membership**

No right or privilege of any Member is transferable to another individual. All rights and privileges cease when the Member dies or their membership is terminated.

### **3.7 Continued Liability for Debts Due**

Although a Member ceases to be a Member by death or termination of their membership, they are liable for any debts owing to the Society at the date of ceasing to be a Member.

### **3.8 Limitation on the Liability of Members**

No Member is, in their individual capacity, liable for any debt or liability of the Society.

## **Article 4 Meetings of the Society**

### **4.1 Types of Meetings**

Meetings of the Society are Annual General Meetings, General Meetings or Special Meetings.

### **4.2 Annual General Meeting**

- 4.2.1 The Society holds its Annual General Meeting no later than 90 days after the end of the fiscal year.
- 4.2.2 The Board sets the place, day and time of the Annual General Meeting.
- 4.2.3 The Board mails, emails or delivers a written notice to each Member at least 21 days before the Annual General Meeting. The notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.
- 4.2.4 The Annual General Meeting deals at a minimum with the following matters:
  - a. adopting the minutes of the last Annual General Meeting;
  - b. reviewing the financial statements setting out the Society's income, disbursements, assets, and liabilities;
  - c. considering matters specified in the meeting notice; and
  - d. considering specific motions put forward in writing by any Member to the Board at least two weeks before the date of the Annual General Meeting.

### **4.3 General Meeting of the Society**

- 4.3.1 The Society holds at least one General Meeting each year no later than the end of the fiscal year for the purpose of electing Directors.
- 4.3.2 A General Meeting may also be called at any time by the Board.
- 4.3.3 The Board sets the place, day and time of a General Meeting.
- 4.3.4 The Board mails, emails or delivers a written notice to each Member at least 21 days before the General Meeting. The notice states the place, date and time of the General Meeting.

### **4.4 Special Meeting of the Society**

- 4.4.1 A Special Meeting may be called at any time:
  - a. by the Board, or

- b. on written request to the Board from 10% or more of the Members of the Society. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at the Special Meeting.

4.4.2 The Board sets the place, day and time of a Special Meeting.

4.4.3 The Board mails, emails or delivers a written notice to each Member at least 21 days before the Special Meeting. The notice states the place, date, time and purpose of the Special Meeting.

4.4.4 In the case of a Special Meeting called pursuant to Article 4.4.1.b:

- a. Within 45 days of receiving a request for a Special Meeting, the Board must set a date for the Special Meeting that is satisfactory to the Members who requested the meeting.
- b. If at the end of said 45 days the Board has not set a date for the Special Meeting or if the date selected by the Board is not satisfactory to the Members who requested the Special Meeting, those Members may themselves set a date for the Special Meeting and must deliver notice to each Member as described in Article 4.4.3.

4.4.5 Only the matters set out in the notice for the Special Meeting are considered at the Special Meeting.

## 4.5 Quorum

Attendance of a majority of the Voting Members is a quorum at a meeting of the Society.

## 4.6 Proceedings at Meetings of the Society

### 4.6.1 Chair

The President chairs every meeting of the Society. The Vice President chairs in the absence of or at the request of the President. If neither the President nor the Vice President is present, the Voting Members present choose by majority vote one of the Directors in attendance to chair. If no Director is present, the Voting Members choose by majority vote one of the Voting Members in attendance to chair. At any time during a meeting of the Society, the Voting Members may by majority vote choose a new Chair from among the Voting Members in attendance.

### 4.6.2 Recording Officer

The Secretary records the proceedings of every meeting of the Society. In the absence of the Secretary, the Chair appoints a Voting Member to record the proceedings of the meeting. At any time during a meeting of the Society, the Voting Members may by majority vote choose a new Recording Officer from among the Voting Members in attendance.

### 4.6.3 Failure to Reach Quorum

4.6.3.1. The Chair may cancel a meeting of the Society if a quorum is not present within one-half hour after the set time for the meeting.

4.6.3.2. Except as provided in Article 4.6.3.4, no business other than the adjournment of the meeting shall be conducted at a meeting of the Society if a quorum is not present. If at any time during a meeting there ceases to be a quorum present, business then in

progress is suspended until there is a quorum present or the meeting is adjourned for lack of quorum.

4.6.3.3. If cancelled or adjourned for lack of quorum, a meeting is rescheduled for a date within 14 calendar days of the original meeting. The Board mails, emails or delivers a written notice of the place, date and time of the rescheduled meeting to each Member. The requirement for 21 days' notice does not apply for the rescheduled meeting.

4.6.3.4. If a quorum is not present within one-half hour after the set time for a meeting rescheduled pursuant to Article 4.6.3.3, the requirement for quorum will be waived and the meeting will proceed with the Members in attendance

#### 4.6.4 Voting

4.6.4.1 Each Voting Member has one vote.

4.6.4.2 A show of hands or equivalent open vote decides every vote at a meeting of the Society except for the election of Directors. The election of Directors is conducted by secret ballot.

4.6.4.3 A secret ballot may be used for a vote other than the election of Directors if a Voting Member requests it.

4.6.4.4 The Chair has the right of a Member to vote on all issues and resolutions. The Chair 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.

4.6.4.5 Voting by proxy is permitted. A Voting Member may designate another Voting Member as their proxy for the purpose of voting at a meeting of the Society. The form of the proxy is described in the Policies and Procedures Manual of the Society. No single Member may hold more than one proxy at a meeting.

4.6.4.6 A majority of the votes cast by the Voting Members present decides each issue and resolution, except as otherwise provided in these Bylaws.

4.6.4.7 The Chair declares a resolution carried or lost. This statement is final and does not have to include the number of votes for or against the resolution.

4.6.4.8 The Chair decides any dispute on the execution of any vote. The Chair decides in good faith and this decision is final.

#### 4.6.5 Robert's Rules of Order

Every meeting of the Society is conducted in accordance with the latest edition of *Robert's Rules of Order*, insofar as those rules do not conflict with these Bylaws or with any provision of law.

#### 4.6.6 Adjournment

The Chair may adjourn any meeting of the Society with the consent by majority vote of the Voting Members at the meeting. When the meeting resumes, it conducts only the unfinished business from the original meeting. No notice is necessary if the meeting is adjourned for less than thirty (30) days. The Society must give notice when a meeting is adjourned for thirty (30) days or more. Notice must be the same as for the initial meeting.

#### 4.6.7 Failure to Give Notice of Meeting

No action taken at a meeting of the Society is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice that was duly sent; or
- c. any error in any notice that does not affect the meaning of the notice.

#### 4.6.8 Written Resolution of All the Voting Members

All Voting Members may agree to a written resolution in lieu of voting at a meeting. This resolution is as valid as one passed at a meeting of the Society. It is not necessary to give notice or call a meeting. The resolution becomes effective upon the date of the last Member's consent.

## Article 5 Governance of the Society

### 5.1 Board of Directors

#### 5.1.1 Governance and Management of the Society

The Board governs the Society and is responsible for managing and operating the Society. The Board may appoint agents or engage persons as it deems necessary and such persons will have the authority prescribed by the Board and perform the duties prescribed by the Board.

#### 5.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Act.

The powers and duties of the Board include:

- a. promoting the purposes of the Society;
- b. promoting membership in the Society;
- c. making policies for managing and operating the Society;
- d. maintaining and protecting the Society's assets and property;
- e. approving an annual budget for the Society;
- f. financing the operations of the Society and raising monies;
- g. paying the expenses for managing and operating the Society;
- h. paying persons for services;
- i. protecting persons from debts of the Society;
- j. approving all contracts for the Society; and
- k. selling or disposing of any or all of the property of the Society.

#### 5.1.3 Composition of the Board

The Board consists of:

- a. between four and seven Directors elected or appointed from among the Voting Members, the exact number being determined by vote of the Board of Directors based on the needs of the Society;
- b. the Artistic Director of the Chorus as an *ex officio* non-voting member of the Board,



- c. any other individuals appointed by the Board as *ex officio* non-voting members of the Board.

A majority of the Directors must be Singing Members of the Society.

#### 5.1.4 Qualification of Directors

Singing, Non-Singing and On-Leave Members in good standing who have been active Members for at least four months as defined in the Policies and Procedures Manual of the Society are eligible for nomination and election as Directors.

#### 5.1.5 Election of Directors

Voting Members elect the number of Directors designated by the Board at each General Meeting described in Article 4.3.1. The specific procedures for nominating and electing Directors are described in the Policies and Procedures Manual of the Society.

#### 5.1.6 Installation of Directors

Individuals elected as Directors serve as Directors Elect until installed and must adhere to such policies for Directors Elect as may be prescribed by the Board and outlined in the Policies and Procedures Manual of the Society. Directors Elect do not have any of the powers and duties assigned to Directors.

The specific procedures for installing Directors are described in the Policies and Procedures Manual of the Society. Directors Elect must be installed as Directors within 120 days of their election.

#### 5.1.7 Term of Office

Directors are elected for a term of approximately one year. Directors serve until their successors are elected and installed.

There is no limit on the total number of terms for which a Member may serve as a Director, however a Director may serve for no more than four terms in a row.

#### 5.1.8 Resignation of a Director

A Director may resign from the Board by giving written notice to the President or, if the President is unavailable, to the Vice President. The resignation may take effect immediately or on a date specified in the notice unless the resignation would leave the Board with fewer than four Directors. In such a case, the resignation cannot take effect until after a replacement for the resigning Director has been appointed.

No Director is permitted to resign if their resignation would leave the Society without any Director in charge of the Society's affairs.

#### 5.1.9 Suspension of a Director

A Director may be suspended for cause by a two-thirds vote of the Board at an Executive Session of the Board. A suspended Director forgoes their rights, responsibilities and privileges pending investigation or a Special Meeting of the Society, which must take place within 60 days of the start of the suspension.



#### 5.1.10 Removal of a Director

A Director may be removed for cause by a two-thirds vote of the Voting Members present at a Special Meeting of the Society called for this purpose at which a quorum is present. The call for the Special Meeting may be initiated by Members of the Society or by the Board, as described in Article 4.4.1.

#### 5.1.11 Vacancies on the Board

A vacancy on the Board may occur as a result of the resignation, removal or death of a Director or whenever the number of Directors is increased as authorized by these Bylaws.

In the event of a vacancy on the Board, the Board decides by majority vote either:

- a. to appoint a Member in good standing to fill the vacancy for the remainder of the term, such appointment to be approved by a majority vote of the Directors; or
- b. where the Board still consists of four Directors, to leave the vacated position vacant.

Any time fewer than the maximum number of Directors are elected, the remaining open positions on the Board are not considered vacancies for the purpose of this Article and may only be filled by election.

### 5.2 Meetings of the Board

#### 5.2.1 General Provisions

- 5.2.1.1 The President calls the meetings of the Board. Any Director may also call a meeting of the Board with a notice to all Directors stating the business of the meeting. The place, date and time of meetings are determined by the Board.
- 5.2.1.2 The President chairs every meeting of the Directors. The Vice President chairs in the absence of the President. If neither the President nor the Vice President is present, the Directors present choose a chair by majority vote.
- 5.2.1.3 Meetings of the Board may be held in person, by conference call, or by other electronic means that permit all individuals participating in the meeting to communicate with one another.
- 5.2.1.4 All meetings of the Board are open to Members of the Society, but only Directors may vote. Members are only permitted to participate in discussion when invited to do so by the Board. In the event the Board chooses to go into Executive Session, the Members in attendance will be asked to leave.
- 5.2.1.5 All meetings of the Board are conducted in accordance with the latest edition of *Robert's Rules of Order*, insofar as those rules do not conflict with these Bylaws or with any provision of law.

#### 5.2.2 Regular Meetings

- 5.2.2.1 The Board holds regular meetings as often as the business of the Society requires and at a minimum once a month.
- 5.2.2.2 The President or another designated Director delivers a notice for each regular Board meeting to each Director and each Member at least seven days before the meeting. The notice states the place, date and time of the meeting.

- 5.2.2.3 The Secretary records the proceedings of every regular meeting of the Directors. In the absence of the Secretary, the Chair appoints a Director to record the proceedings of the meeting.
- 5.2.3 Meetings Without Notice and Business Transacted Outside of Meetings
  - 5.2.3.1 Meetings may be held without notice between regular meetings if a quorum of Directors is present, provided that any business transacted at such meetings is minuted at the next regular meeting of the Board.
  - 5.2.3.2 Board discussions and votes may occur outside of meetings, provided that any business transacted in such discussions and all such votes are minuted at the next regular meeting of the Board.
  - 5.2.3.3 Directors may unanimously agree to and sign a written resolution in lieu of voting on a matter. This resolution is as valid as one passed by a vote of the Directors. The resolution becomes effective upon the date of the last Director's signature.
- 5.2.4 Quorum
  - 5.2.4.1 Attendance of a majority of the total number of Directors is a quorum at a Board meeting.
  - 5.2.4.2 Directors may attend Board meetings in person, by telephone, or by other electronic means.
  - 5.2.4.3 Attendance by proxy is not permitted.
- 5.2.5 Failure to Reach Quorum
  - 5.2.5.1 The Chair may cancel a Board meeting if a quorum is not present within one-half hour after the set time for the meeting.
  - 5.2.5.2 No business other than the adjournment of the meeting shall be conducted at a Board meeting if a quorum is not present. If at any time during a meeting there ceases to be a quorum present, business then in progress is suspended until there is a quorum present or the meeting is adjourned for lack of quorum.
  - 5.2.5.3 If cancelled or adjourned for lack of quorum, a meeting is rescheduled to a date within 14 calendar days of the original meeting. The President or another designated Director delivers notice of the place, date and time of the rescheduled meeting to each Director and each Member.
- 5.2.6 Voting
  - 5.2.6.1 Each Director, including the Chair, has one vote. Directors Elect do not have a vote.
  - 5.2.6.2 The Chair does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
  - 5.2.6.3 Voting by proxy is not permitted.
  - 5.2.6.4 A majority of the votes cast by the Directors present decides each issue and resolution, except as otherwise provided in these Bylaws.

### 5.3 Executive Session of the Board

- 5.3.1 Any Director may call for the Board to go into Executive Session at any time prior to or during a meeting of the Board. The purpose of an Executive Session is for the private discussion of personnel matters, legal affairs of the Society, or such other matters as any Director may reasonably determine require discussion in Executive Session.
- 5.3.2 If a meeting of the Board is noticed as an Executive Session, no individuals other than members of the Board may attend, unless specifically requested to do so by the Board.
- 5.3.3 If an Executive Session is called during a meeting of the Board, all individuals in attendance who are not members of the Board must absent themselves and remain absent until called to return by the Board.

### 5.4 Officers

- 5.4.1 The Officers of the Society are the President, Vice President, Secretary, Treasurer and Past President.
- 5.4.2 Election of Officers
  - 5.4.2.1 The Board elects all Officers except the Past President from among the Directors. These Officers serve until their successors are elected and installed.
  - 5.4.2.2 The Board fills the position of Past President by annual appointment. Only the immediately preceding president may be appointed to the position of Past President and they must be a Director to be eligible for appointment. If the immediately preceding president is not available or does not accept the appointment, the position of Past President remains vacant. The Past President holds office until the appointment of their successor or, in the absence of a successor, for a term of one year from the date of their appointment.
- 5.4.3 Removal of Officers
  - 5.4.3.1. An Officer may be removed for cause by a two-thirds vote of the Directors.

### 5.5 Duties of the Officers

- 5.5.1 The **President** serves as the chief executive officer of the Society. The duties of the President include:
  - a. coordinating and supervising the activities of the Board and the remaining Officers;
  - b. chairing all meetings of the Society and the Board; and
  - c. acting in such other capacity as may be directed by the Board.
- 5.5.2 The **Vice President** assumes the duties of the President in the event of the President's absence. The Vice President performs other duties as assigned by the Board.
- 5.5.3 The duties of the **Secretary** include:
  - a. maintaining the official records of the Society, in accordance with the provisions of applicable law;
  - b. keeping a written record of the proceedings of all meetings of the Society and the Board in the form and place directed by the Board;

- c. making sure a record of names and addresses of all Members is kept;
- d. making sure all notices of meetings of the Society are sent;
- e. making sure a record of all official correspondence of the Society is maintained in the form and place directed by the Board;
- f. making sure correspondence directed to the Society or any of its Members, Directors or Officers is received and distributed; and
- g. other duties as assigned by the Board.

5.5.4 The **Treasurer** is the chief financial officer of the Society and supervises all the financial activities of the Society. The duties of the Treasurer include:

- a. keeping adequate and proper accounts of the Society's funds;
- b. preparing and distributing to the Members on an annual basis a complete accounting of the Society's assets, liabilities, revenues, expenditures, gains and losses;
- c. preparing and presenting to the Board a monthly report detailing the Society's financial activities;
- d. preparing and maintaining the annual budget of the Society;
- e. disbursing Society funds as directed by the Board;
- f. making sure monies paid to the Society are deposited as directed by the Board;
- g. making sure membership fees are collected and deposited; and
- h. other duties as assigned by the Board.

5.5.5 The **Past President** serves in an advisory capacity to the Board in general and to the President in particular. The Past President performs other duties as assigned by the Board.

## **Article 6 Finance and Other Management Matters**

### **6.1 Registered Office**

The Registered Office of the Society is located in Calgary, Alberta.

### **6.2 Finance and Auditing**

6.2.1 The fiscal year of the Society ends on July 31 of each year.

6.2.2 The Treasurer arranges for an annual audit of the books, accounts and records of the Society, to take place no later than 90 days following the fiscal year-end of the Society. The audit must be performed either by a qualified accountant or by two Members of the Society who are not currently Directors.

### **6.3 Seal of the Society**

6.3.1 The Board may adopt a seal as the Seal of the Society.

6.3.2 The Secretary has control and custody of the Seal of the Society, unless the Board decides otherwise.

6.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

## **6.4 Cheques and Contracts of the Society**

- 6.4.1 Two signatures are required on all cheques. The Board must pass a resolution each year following the Annual General Meeting to designate which Officers and Directors are authorized to sign cheques.
- 6.4.2 All contracts of the Society must be signed by Officers or other individuals authorized to do so by resolution of the Board.

## **6.5 Keeping and Inspection of Books and Records of the Society**

- 6.5.1 The Secretary keeps a copy of the minute books and records minutes of all meetings of the Society and the Board.
- 6.5.2 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Act, or any other statute or laws.
- 6.5.3 All financial records of the Society are open for inspection by the Members. Other records of the Society are also open for inspection, except for records that the Board designates as confidential.
- 6.5.4 A Member wishing to inspect the books or records of the Society must give written notice to the Secretary stating their request and the intended purpose of the inspection at least ten business days prior to the requested inspection date. The notice must state which records are requested and whether the Member intends to copy the records requested.
- 6.5.5 Such inspection will take place at the Registered Office or at such other location as may be requested by the Secretary.
- 6.5.6 The cost of copying any records of the Society will be at the sole expense of the Member making the request.
- 6.5.7 The Board may deny a request to inspect or copy the membership roster if the Board determines that granting the request may cause undue hardship to the Society and its Members or may subject the Society or its Members to legal action.

## **6.6 Borrowing Powers**

At no time may the Society borrow money from any person or financial institution.

## **6.7 Compensation**

- 6.7.1 No Member, Director or Officer of the Society receives any payment for their services as a Member, Director or Officer.
- 6.7.2 A Member, Director or Officer performing professional or technical services for the Society, unrelated to their position as Member, Director or Officer and within the scope of their regular field of employment, may be compensated for such services, provided such compensation has been previously approved by a vote of the Board.
- 6.7.3 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.
- 6.7.4 The laws of the Province of Alberta governing "interested" directors are incorporated in these Bylaws by reference.

## **6.8 Indemnity of Directors and Officers**

- 6.8.1 Except as may be otherwise provided by the laws of the Province of Alberta, the Directors and the Officers of the Society are not personally liable for the debts, liabilities, or other obligations of the Society, except where the debt, liability, or other obligation is caused, either directly or indirectly, by the malfeasance or negligence of one or more Directors or Officers in the performance of their duties.
- 6.8.2 The Society indemnifies each Director and Officer against costs or charges that such Director or Officer sustains or incurs in respect of any act made in the performance of their duties for the Society, except where the costs or charges result from acts of fraud, dishonesty, or bad faith.

## **Article 7 Amending the Bylaws**

### **7.1 Alteration, Amendment and Cancellation**

These Bylaws may be altered, amended, or cancelled by a Special Resolution at any Annual General Meeting, General Meeting or Special Meeting of the Society.

### **7.2 Notice of Proposed Changes**

The 21 days' notice of the Annual General Meeting, General Meeting or Special Meeting must include details of the proposed resolution to change the Bylaws.

### **7.3 Taking Effect**

The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting, General Meeting or Special Meeting and acceptance by the Corporate Registry of Alberta.

## **Article 8 Dissolution of the Society**

If the Society is dissolved, any funds or assets remaining after paying all debts and liabilities, including any proceeds received from gaming, are to be donated to one or more registered Canadian charities with similar purposes to the One Voice Chorus Society, selected by a majority vote of the Board.