

Westwinds Music Society Bylaws

As approved at the November 10, 2024 Special Meeting of the Society.

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1.0 DEFINITIONS

- 1.1 **“Address of Record”** means the last email address furnished to the Society by a Member, together with their place of residence.
- 1.2 **“Artistic Director”** is the Music Directors’ representative on the Executive Board, as described further by these Bylaws.
- 1.3 **“Continued Participation”** means usual attendance to and participation in private or group lessons and regular rehearsals as provided by the Society.
- 1.4 **“Executive Board”** means the elected Officers, the Artistic Director as described in Article 4.0 and the Past President, each of whom is entitled to one vote at meetings of the Executive Board.
- 1.5 **“Executive Committee”** means the Executive Board and appointed Members composing the Administration of the Society, as described in Article 4.0.
- 1.6 **“Group”** means any musical group within the Society.
- 1.7 **“Member”** means any individual Member of the Society in good standing pursuant to Article 2.0
- 1.8 **“Music Directors”** are individuals hired as consultants on a contractual basis to provide musical instruction and conducting at rehearsals, performances and workshops.
- 1.9 **“Officers”** means those elected Members who hold one of the offices of President, Vice-President, Treasurer and Secretary.
- 1.10 **“Past President”** shall mean the immediate past President of the Society.
- 1.11 **“Policy”** shall be the composite of practice and Bylaws which shall be reduced to writing and approved by the Executive Board.
- 1.12 **“Society”** means the Westwinds Music Society.

2.0 MEMBERSHIP

- 2.1 Any person being the full age of eighteen years and older who supports the vision, values and mission statements of the Society is eligible to become a Member upon payment of the fees currently in effect, and upon engaging in Continued Participation.
- 2.2 Entry of a Member into the Society will be permitted at the discretion of the Executive Board and any directly affected Music Director.
- 2.3 A Member may voluntarily resign by written notice to the Society.
- 2.4 A Member may be expelled from the Society when:
 - i) The fees of that Member are more than two months in arrears;
 - ii) A unanimous vote of the Executive Board present at a duly convened meeting of the Executive Board directs such expulsion; and
 - iii) The Member has had an opportunity to appeal such impending expulsion by personal presentation or written submission to the

Executive Board made within 10 days of the Executive Board's communication of the expulsion to the Member.

- 2.5 A Member in good standing is entitled to:
- i) Receive notification of the general meetings of the Society as defined in these Bylaws;
 - ii) Attend the general meetings of the Society and vote, in person, on any question put to those in attendance;
 - iii) Speak at the general meetings of the Society; and
 - iv) Exercise other rights and privileges given to Members in these Bylaws.

3.0 MEETINGS

- 3.1 The Annual General Meeting and any Special General Meeting of the Society shall be at the time and place chosen by the Executive Board. Notice of such meetings shall be given to all members at least 21 days before such meeting dates. Notice shall be provided by email or by written notice either postage or electronic mailed, in either case to the Address of Record, and/or by announcements or written means at regularly scheduled rehearsals.
- 3.2 Meetings of the Executive Board and the Executive Committee shall be held at least twice per year, and as often as the business of the Society requires and shall be called by the Secretary upon instructions from the President, or in the absence of the President, by the Vice-President.
- 3.3 Notice of meetings of the Executive Board or Executive Committee shall be provided to all members of the said Executive Board or Executive Committee at least one week before the scheduled meetings, and shall be provided by written notice, electronic, mail, newsletter, telephone, facsimile or other reasonable means.
- 3.4 Any Member may attend the open portion of meeting of the Executive Committee, which portion is to be decided by the President, but voting is limited to the members of the Executive Board.
- 3.5 A quorum of Members for an Annual General Meeting and a Special General Meeting shall exist when at least 25 Members shall be present at a duly convened Annual General Meeting of the Society. If there is no quorum at an Annual General Meeting within fifteen minutes from the time appointed for that meeting, and provided that a minimum of three Officers and ten Members are in attendance, those Members present shall be deemed to constitute a valid quorum for purposes of any non-special business as set out in section 25 of the *Societies Act*, and those non-special portions of the meeting shall be conducted and its conclusions and resolutions shall be legal and binding as though a full quorum had been present.
- 3.6 A quorum shall exist for a meeting of the Executive Board when at least 3 members of the Executive Board are in attendance.

- 3.7 In the event of a tied vote on any motion of the Executive Board, the President shall have a casting vote.
- 3.8 A quorum shall exist for a meeting of the Executive Committee when at least 7 members of the Executive Committee are in attendance, of which at least 4 members are not Elected Officers of the Executive Board. A tied vote on any motion will result in such motion being defeated.
- 3.9 A Special General Meeting of the Society may be called upon presentation of a written petition to the President, or in the absence of the President to the Vice-President, which petition contains the signatures of at least 25 percent of the Members of the Society. Notice of such Special General Meeting shall be provided at least 28 days before such meeting date by written notice either postage or emailed to the Address of Record, and/or by announcements or written means at regularly scheduled rehearsals.

4.0 **THE EXECUTIVE BOARD**

- 4.1 The Executive Board shall manage the affairs of the Society so as to strive to meet the goals and objects of the Society while adhering to the vision, values, mission and mandate of the Society.
- 4.2 The elected Officers of the Society, the Artistic Director and the Past President shall comprise the Executive Board.
- 4.3 The members of the Executive Board and appointed members of the Society shall comprise the Executive committee.
- 4.4 The elected Officers are President, Vice-President, Secretary and Treasurer.
 - 4.4.1 The President shall:
 - i) Be the chief executive officer of the Society;
 - ii) When present, preside at all meetings of the Society;
 - iii) Be an ex-officio member of all committees of the Society;
 - iv) Enter contracts on behalf of the Society when authorized to do so by the Executive Board; and
 - v) Prepare and present reports of the activities of the Society to the membership at the Annual General Meeting or on other occasions as may be deemed in the interests of the Society by the Executive Board.
 - 4.4.2 The Vice-President shall:
 - i) Preside at meetings in the absence of the President;
 - ii) Coordinate with key volunteers with respect to, and oversee, internal and external communications as they relate to Members and events; and
 - iii) Perform such duties as shall from time to time be assigned by the Executive Board.
 - 4.4.3 The Treasurer shall:
 - i) Receive and account for all funds paid to the Society;

- ii) Open and operate such bank, treasury branch, trust company or credit union accounts as the Executive Board may direct;
- iii) Account for all real and other property of the Society and keep such books of account as are reasonably necessary to accurately report the financial state of the Society;
- iv) Present financial statements of the Society to the membership at the Annual General Meeting or on other occasions as may be requested by the Executive Board; and
- v) Cooperate in such audit of the Society's books as may be required by the *Societies Act* of Alberta, or as may be requested by the Executive Board.

4.4.4 The Secretary shall:

- i) Record the proceedings of all meetings of the Society;
- ii) Keep custody of all records and minutes of meetings of the Society and of the Executive Board;
- iii) Execute those documents which require the signature of the Secretary as directed by the Executive Board; and
- iv) Maintain a record of the Members of the Society who are in good standing.

4.4.5 The Past President shall:

- i) Assist the elected Officers in their activities; and
- ii) Carry out other duties as determined by the Executive Board.

- 4.5 Appointed members of the Society as deemed necessary by the Executive Board shall be nominated by the membership and/or Music Directors and appointed by the Executive Board from time to time.
- 4.6 The term of appointment for appointed Members shall normally be for one year.
- 4.7 Individual portfolio responsibilities and portfolio names for appointed members shall be defined by the Executive Board.
- 4.8 Election of Officers will be made annually by written ballot during regular rehearsals of the Members within a period of five (5) consecutive days, or by such other means as approved by the Executive Board, including by the use of a digital voting platform, with each member being entitled to one (1) vote.
- 4.9 A Returning Officer shall be appointed by the Executive Board whose responsibility is to oversee nominations of Officers, notice of elections, casting of ballots and counting of ballots.
- 4.10 Notice of election of Officers shall be provided to all Members of the Society at least twenty-one (21) days before the scheduled election, and shall be provided by written notice, email, newsletter, telephone, facsimile or other reasonable means, said date of the election to be specified by the Executive Board.
- 4.11 Nominations for elected Officers will be made in writing to the Returning Officer no later than fourteen (14) days prior to the first election date.
- 4.12 A List of Nominees shall be provided by the Returning Officer to all members of the Society at least seven (7) days before the first election date, and shall be provided by

written notice, electronic mail, newsletter, telephone, facsimile or other reasonable means, said date of the election to be specified by the Executive Board.

- 4.13 A nominee for the position of an elected Officer must be a Member in good standing.
- 4.14 The term of office for elected Officers shall be a minimum of 1 year and for the Past President shall be for a maximum of 1 year.
- 4.15 Any member of the Executive Board may be expelled from the Executive Board by a unanimous vote of all other members of the Executive Board, but in the case of the Artistic Director, only after consultation with the other Music Directors. In the case of any expulsion pursuant to this clause the affected member of the Executive Board shall have the opportunity to appeal such impending expulsion by personal presentation or written submission to the Executive Board made within 10 days of the Executive Board's communication of the expulsion to such affected individual.
- 4.16 If an elected position on the Executive Board becomes vacant before the next scheduled election of Officers then the Executive Board shall, subject to a suitable replacement being available, appoint such replacement pending either the next scheduled election of Officers, or Special General Meeting of the membership during which the replacement shall be nominated and elected by show of hands of all Members present.
- 4.17 The Executive Board may act by resolution to further the objects of the Society, and for greater certainty but without restricting the generality the foregoing may;
- i) Undertake to support in any form the music education of the Members;
 - ii) Establish and operate any music library, resource centre, equipment inventory or similar facility, and provide certain supplies for its Members;
 - iii) Promote and support any activity by Members whether for performance, competition, or any associated purpose, which seems to it advantageous in furthering the objects of the Society;
 - iv) Establish and maintain liaison with any similar group whether in Canada or elsewhere;
 - v) Solicit, receive and hold gifts, donations, grants or devices, by way of bequest or otherwise, upon such trusts and conditions as may seem appropriate to the Executive Board;
 - vi) Administer any property however acquired, and purchase, sell or lease equipment or any real property, and borrow or lend any funds, such borrowing or lending being subject to a special resolution passed by the Members;
 - vii) Invest any surplus funds in such investments as are approved by the Executive Board, provided always that any profits or accretions be applied only to the objects of the Society;
 - viii) Employ any staff, consultative or other service or assistance on such terms such as may seem appropriate to the Executive Board, and for such purposes as may appear to it sufficient;
 - ix) Establish necessary fees owed by the membership, and required in terms of payments, which will allow continued operation of the Society and which reflect overall expenses and fundraising revenues.

- 4.18 No member of the Executive Board, except the Artistic Director, may be paid any remuneration for their time and services, but may be reimbursed for reasonable expenses incurred in undertaking their duties; such expenses to have been previously approved by the Executive Board.
- 4.19 Any member of the Executive Board may delegate their duties when such delegation is deemed necessary and has been approved by the Executive Board.

5.0 THE ARTISTIC DIRECTOR

- 5.1 The Artistic Director shall (a) be nominated by majority vote of the Music Directors who are, at the time of the vote, under contract to the Society, and (b) be approved by the Executive Board.
- 5.2 The Artistic Director must, at the time of their term, be under contract to the Society.
- 5.3 The term of appointment of the Artistic Director shall normally be for a period of one year to commence at a time to be determined by the Executive Board.
- 5.4 The Artistic Director shall
- i) Provide guidance to the Executive Board on matters of artistic, educational, and musical importance, and on matters related to the Music Directors, and on other matters that they shall deem to be in the best interests of the Society.
 - ii) Be responsible for ensuring that the Policies affecting the musical direction of the Society, both in spirit and practice, are understood and followed by the Music Directors.
 - iii) Attend the regularly scheduled meetings of the Executive Committee and/or Executive Board;
 - iv) Undertake additional duties and/or projects outside of the regular duties of the Music Directors, as prescribed by the Executive Board, to enhance the artistic, educational and musical experience of the Members;
 - v) Secure the services of additional Music Directors as required by the organization, by nominating a candidate for Music Director after consultation with the Music Directors currently on contract with the Society, as well as approval by the Executive Board.
 - vi) Review the performance of Music Directors when requested to do so by either the Executive Board or the majority of other Music directors currently on contract with the Society.
- 5.5 The Artistic director will be compensated contractually for time spent in attendance at Executive Committee and/or Executive Board meetings and for additional activities described by Article 5.4, at a rate to be negotiated annually.

6.0 OPERATION OF THE SOCIETY

- 6.1 The Society shall operate in accordance with these Bylaws and Policies as established by the Executive Board from time to time.

- 6.2 The fiscal year of the Society shall be from June 1st to May 31st of each year.
- 6.3 The operations of the Society shall be carried on without the purpose of gain for its Members, and any profits or accretions shall be used to sustain the objects of the Society.

7.0 PURCHASES AND CONTRACTS

- 7.1 The Society will not be bound by purchases and other commitments made by any member or Artistic Director except the President or Treasurer.
- 7.2 Subject to agreement from the Executive Board, the President or Treasurer may make commitments to suppliers, Music Directors, clinicians, teachers and other outside parties.

8.0 RECORDS

- 8.1 The books, records, minutes and financial statements of the Society shall be kept in the custody of the Treasurer and Secretary as required by Articles 4.4.3 and 4.4.4 respectively, and shall be available for inspection by any member in good standing at the Annual General Meeting or other such time as previously arranged and deemed reasonable by the Executive Board.
- 8.2 The financial statements of the Society setting out income, disbursements, assets and liabilities shall, annually, be audited in compliance with requirements of the *Societies Act*.
- 8.3 The audited financial statements shall be presented to the members of the Society either at a general meeting or by written notice, email, newsletter, telephone facsimile or other reasonable means.

9.0 LIABILITY AND INDEMNITY

- 9.1 Every Officer of the Society and their heirs, executors and administrators and estate and effects, respectively, who has acted honestly and in good faith and without willful neglect or default, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against:
 - i) All costs, charges, and expenses whatsoever that such officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
 - ii) All other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs of the Society.
- 9.2 No Officer of the Society, whether elected or appointed, shall be liable for the acts, receipts, neglects or defaults of any other Officer or employee, nor for joining in any receipt or other act for conformity, nor for any loss, damage or expense incurred by the Society through any insufficiency or deficiency of title to any property acquired by the

Society, nor for any loss whatsoever arising from investment or placing on deposit of the Society's funds, nor for any error or omission of their own, nor for any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of office or in relation thereto, unless the same shall happen through their own willful neglect or default.

10.0 MISCELLANEOUS MATTERS

- 10.1 Contracts and cheques issued by the Society must be signed by the President and Treasurer, except as otherwise stipulated by Article 10.3.
- 10.2 The Society may employ a staff position as Executive Assistant to administer its day to day affairs, such duties as being assigned by the Executive Board.
- 10.3 The Executive Assistant may sign contracts and cheques in lieu of either the President or Treasurer.
- 10.4 The budget of the Society shall be prepared such that the projected expenses to be incurred in any fiscal year are not greater than the projected revenues plus cash on hand in that fiscal year.
- 10.5 No rescission, alteration or amendment of these Bylaws shall be made except by Special Resolution of the Members as defined in the Societies Act.
- 10.6 The services of any Music Director may be terminated by majority vote of the other Music Directors currently on contract with the Society, and approved by the Executive Board.
- 10.7 The Board may adopt a seal as the Seal of the Society which can only be used by the Officers duly authorized by the Executive Board; said Officers being named by passing of motion by the Executive Board. The Secretary shall control the Seal unless otherwise directed by the Executive Board.

11.0 DISSOLUTION

- 11.1 The Society shall not be voluntarily dissolved unless a Special Resolution as defined in the *Societies Act* is passed by the membership.