

# 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. 2000, Chapter S-14, as amended from time to time.
- b) “Annual General Meeting” or “AGM” 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) “conflict of interest” includes a situation in which a Board or committee member could benefit personally, directly or indirectly, from a decision made by the Board or Committee of which it is a member.
- e) “Director(s)” means the director(s) of the Society as from time to time hold office as such in accordance with these Bylaws.
- f) “Director-At-Large” means any Director that is not also an Officer.
- g) “Officer(s)” means the officer(s) of the Society as from time to time hold office as such in accordance with these Bylaws.
- h) “Quorum” means a fixed minimum percentage or number of members of the Society who must be present before the members can conduct valid business.
- i) “Special Meeting” means a general meeting of members other than the Annual General Meeting.
- j) “Special Resolution” means a special resolution as that term is defined in the Act.
- k) “Town” means the Town of Canmore.
- l) “Town Council” means the Canmore town council.
- m) “Voting Member” means any person who is a member in good standing of the Society by holding a valid membership.

## **ARTICLE 3**

### **Seal**

3.1 The Canadian Mountain Arts Foundation will not adopt a seal.

## **PART II - MEMBERSHIP**

### **ARTICLE 4**

#### **Membership**

- 4.1 Membership is open to any individual interested in furthering the objectives of the Foundation.
- 4.2 Membership in the Society is annual.
- 4.3 In the conduct of Society business, all members are required to behave in accordance with these Bylaws.
- 4.4 If so determined by the Board, a fee may be charged for membership in the Society.
- 4.5 No member of the Society, in the member's individual capacity, is liable for a debt or liability of the Society.

### **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 and at any Special Meeting.

### **ARTICLE 6**

#### **Membership Ceases**

- 6.1 A member may terminate their membership in the Society by way of notice in writing or via email to the Secretary or President. The termination becomes effective upon receipt of the notice.
- 6.2 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. Grounds for expulsion include but are not limited to a member acting in contravention to the objectives of the

Society, a member whose conduct is considered unbecoming or unprofessional, a member who is negatively impacting the functioning of the Board or who is not fulfilling their duties on the Board.

## **PART III - BOARD OF DIRECTORS**

### **ARTICLE 7**

#### **Board of Directors and Appointment of Officers**

- 7.1 The affairs of the Society shall be managed by a Board which consists of not less than seven (7) and not more than twelve (12) voting Directors.
- 7.2 The Board may exercise all such powers and do all such acts as to fulfill the Society's mandate according to the objectives.
- 7.3 The Officers of the Society will consist of a President, Vice-President, Treasurer and Secretary and may include a Past President. Officers will be appointed by the Board of Directors at the first meeting of the Board following the Annual General Meeting, for such terms as are specified in Article 9 below, and at such other times in accordance with Section 10.2 below. Officers will be appointed from among the members of the Board and only an individual that has previously served as President of the Society may be appointed to the office of Past President.
- 7.4 The Directors that occupy the offices of President, Past-President (if such position is occupied), Vice-President, Treasurer and Secretary shall constitute the Executive Committee of the Board of Directors.

### **ARTICLE 8**

#### **Nominations and Voting for Board of Directors and Special Advisors**

- 8.1 The Past-President (or if the office of Past President is not occupied, the Secretary), in discussion with the Board, shall present a slate of candidates for election to the Board at the Annual General Meeting. Additionally, nominations shall be taken from the floor at the meeting.
- 8.2 Directors, other than the Town Director, will be elected at an Annual General Meeting by a majority vote of the Voting Members present, or by proxy.
- 9.1 In addition to those Directors elected at the Annual General Meeting, Town Council is entitled to appoint a member to sit as a voting Director on the Board (the "**Town Director**").

- 8.3 Each Director is entitled to one vote on all motions (subject to those on which he/she has a conflict of interest) proposed at all meetings of the Board which such Director attends in person or by proxy.
- 8.4 The Town is entitled to appoint one Town employee as a special advisor to the Board (the “**Special Advisor**”) who will advise the Board, and liaise with the Town, regarding arts and culture matters. The Special Advisor will be entitled to notice of, and to attend, each meeting of the Board but will not be entitled to a vote.

## ARTICLE 9

### Term and Continuation on the Board and as Officers or Special Advisor

- 9.2 Directors, other than the Town Director, shall be elected for a two (2) year term, (with the option of re-election).
- 9.3 The Town Director will hold his/her position until he/she is removed or replaced by the Town Council. The appointment, reappointment or replacement of the Town Director is to be confirmed in writing by the Town Council to the President or Secretary.
- 9.4 The Special Advisor will hold his/her position until he/she is removed or replaced by the Town. The appointment, reappointment or replacement of the Special Advisor is to be confirmed in writing by the Town to the President or Secretary.
- 9.5 Officers will be appointed for a two (2) year term (with the option of re-appointment).

## ARTICLE 10

### Resignation and Termination

- 10.1 A Director/Officer ceases to be a member of the Board of Directors or an Officer, as applicable, and a vacancy shall exist if:
- a) the Director/Officer 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) 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 the Special Meeting, provided that the Director shall be granted the opportunity to be heard at such a meeting.

- 10.2 In addition, Officers may be removed or replaced by resolution of the Board of Directors at any time between Annual General Meetings.

## **ARTICLE 11**

### **Vacancies - Board of Directors**

- 11.1 Vacancies on the Board, however caused, may exist as long as there is at least one Director.
- 11.2 Any member of 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 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**

### **Remuneration**

- 12.1 All Directors and Officers shall act without remuneration.

## **ARTICLE 13**

### **Liability and Indemnity 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 for the Directors and Officers of the Society.
- 13.2 The Society shall indemnify and hold harmless out of the funds of the Society every Director and Officer of the Society and his/her heirs, executors and administrators from and against all personal and legal liability arising out of any act or omission on the part of such Director or Officer, provided that said act or omission occurred within the course and scope of the Director's or Officer's duties on behalf of the Society and further provide that such act or omission was made honestly and with a view to the best interests of the Society and, in the case of criminal or administrative action or proceeding, the Director or Officer had reasonable grounds for believing and did believe, that his or her conduct was lawful.

## PART IV - DUTIES OF SOCIETY DIRECTORS AND OFFICERS

### ARTICLE 14

#### Directors and Officers Duties

- 14.1 **President:** The President shall preside as Chair 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. In the last year of the President's term (or renewal term as applicable), 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 or she shall distribute the funds of the Society under the direction of the Board.
  - He or she 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 Section 22.1) at the Annual General Meeting.
- 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 duties 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. In the

absence of the Past President, his duties shall be discharged by the President. Furthermore, he shall act in a support and advisory role to the current President.

- 14.6 **Town Director:** The Town Director will act as a liaison with the Town Council and represents the community of Canmore.
- 14.7 **Directors-at-Large:** The Directors-at-Large shall participate in all Board 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**

#### **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**

#### **Annual General Meeting**

- 16.1 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 30<sup>th</sup>.
- 16.2 The business at the Annual General Meeting will include the following:
- a) Adoption of the minutes of the previous AGM;
  - b) Consideration of the annual report of the Society and any other reports to the Society membership;
  - c) Consideration of the prior year's financial statements of the Society, and if applicable, the auditor's report thereon;
  - d) Appointment of the auditor of the Society for the following year, if applicable;
  - e) Election of the Directors; and
  - f) Any other matters specified in the meeting notice.
- 16.3 The President shall provide no less than twenty-one (21) days' notice of the AGM to all members.

- 16.4 At the AGM, the Voting Members may consider and transact any business properly brought before the members.
- 16.5 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.
- 16.5 All motions at the Annual General Meeting will be carried with a simple majority vote of those Voting Members present (in person or by proxy) at the meeting and entitled to vote thereon, other than motions on matters which require a Special Resolution or a two-thirds majority as prescribed in these Bylaws or by the Act.

## **ARTICLE 17**

### **Board of Director Meetings**

- 17.1 Meetings of the Board of Directors shall be called by the President and shall be held at least every two (2) months.
- 17.2 All voting members of the Board of Directors (see Section 8.3) present at the meeting shall vote on the motions put forth, other than those motions in respect of which the Director has a conflict of interest (i.e. personal or monetary involvement) and in such case the Director may not vote on the motion.
- 17.3 All members of the Board of Directors present at a meeting shall declare a conflict of interest as may be appropriate on any motion put forth at a meeting and shall remove themselves from the meeting during the discussion thereon and vote.
- 17.4 All motions will be carried with a two-thirds (2/3) majority vote of the Directors present at the meeting and entitled to vote thereon.
- 17.5 A resolution in writing executed by all of the Directors entitled to vote on that resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and shall be effected as of the date specified therein. Such resolution may be in two or more counterparts, any of which may be delivered by facsimile transmission or by electronic mail, which shall be deemed to constitute one resolution in writing.

## **ARTICLE 18**

### **Special Meetings**

- 18.1 Upon receipt of a request for a Special Meeting from no less than two (2) Directors, the President shall call a meeting 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 will be provided no less than seven (7) days before the time fixed for the holding of such meeting, or no less than twenty-one (21) days in the event a Special Resolution is to be passed at the Special Meeting.

- 18.2 The days of notice must be full twenty-four (24) hour days.
- 18.3 At a Special Meeting, the Voting Members may consider and transact such business as was properly contained in the notice of the meeting.
- 18.4 All motions for a Special Resolution will be carried by the vote (in person or by proxy) of not less than 75% of those members present (in person or by proxy) at the meeting and entitled to vote thereon. All motions for any resolution at a Special Meeting which is not required to be a Special Resolution will be carried by the vote (in person or by proxy) of not less than two-thirds (2/3) of those members present (in person or by proxy) at the meeting and entitled to vote thereon.
- 18.5 Proxy votes will be accepted at a special meeting if presented on the approved Proxy form (attachment Appendix 'A') and duly signed by a member in good standing. Any Voting Member in good standing may request a Proxy form from the President.
- 18.6 A resolution in writing signed by all Voting Members personally shall be valid and effectual as if it had been passed at a Special Meeting of the members duly called and constituted. Such resolution may be in two or more counterparts, any of which may be delivered by facsimile transmission or by electronic mail, which shall be deemed to constitute one resolution in writing.

## **ARTICLE 19**

### **Notice**

- 19.1 A notice of Annual General Meeting, Special Meeting or Board of Directors meeting shall be served by the Society on any member or Director, as applicable, so entitled to receive notice by any of the following means:
  - a) personally by phone;
  - b) electronically by email at the email address for such member or Director recorded with the Secretary of the Society;
  - c) in writing at the street address for such member or Director recorded with the Secretary of the Society; or
  - d) by publication in a local newspaper of general circulation (e.g. Rocky Mountain Outlook).
- 19.2 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**

### **Quorum**

- 20.1 Five (5) Voting Members must be present in order to constitute a quorum at an Annual General Meeting or Special Meeting of the Society, provided that in no case can any meeting be held unless there are three (3) Voting Members present in person.
- 20.2 At least 50% of the members of the Board must be present in person in order to constitute a quorum for the transaction of business at any Board meeting.

## **PART VI - FINANCIAL ADMINISTRATION**

### **ARTICLE 21**

#### **Signing Authority**

- 21.1 The President, Vice-President, Treasurer, and Secretary 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 an accredited auditor 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 January 1<sup>st</sup> through December 31<sup>st</sup>.

**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 member 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.

25.2 Funds may be borrowed from an established banking institution to conduct the business of the society if approved by Special Resolution.

25.3 A decision to borrow funds must be approved at a meeting of the Board of Directors.

**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 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. Board members select this organization by special resolution.

**PART VIII - AMENDMENTS TO BYLAWS****ARTICLE 27****Bylaw Amendment**

27.1 These Bylaws may be rescinded, altered or added to by a Special Resolution at a general meeting or special meeting of the Society.

- 27.2 Any change to these Bylaws will require a vote of at least 75% of members present at the Special Meeting at which the vote will be taken.
- 27.3 Notice of a Special Resolution to approve any amendment to these Bylaws shall be distributed to all members via email at least twenty-one (21) days prior to the meeting at which the vote will be held.
- 27.4 A resolution in writing to amend the Bylaws signed by all Voting Members personally shall be valid and effectual as if it had been passed by Special Resolution at a Special Meeting of the members duly called and constituted. Such resolution may be in two or more counterparts, any of which may be delivered by facsimile transmission or by electronic mail, which shall be deemed to constitute one resolution in writing.

**APPENDIX "A"**

**P R O X Y**

I, \_\_\_\_\_ (name), being a member in good standing of the Canadian Mountain Arts Foundation do hereby designate \_\_\_\_\_ (name), 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 on \_\_\_\_\_ (date) in Canmore, Alberta.

Signed and dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_  
Member's Signature

\_\_\_\_\_  
Witness' Signature

\_\_\_\_\_  
Witness' Name (please print)