

Bylaws of British Columbia Country Music Association
5-14,065

(as at March 18th, 2018)

Part 1 - Interpretation

1 (1) In these bylaws, unless the context otherwise requires:

"**directors**" means the directors of the society for the time being;

" **Society Act**" means the *Society Act* of British Columbia from time to time in force and all amendments to it;

"**registered address**" of a member means the member's address as recorded in the register of members.

(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 - Membership

3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4 A person may apply to the directors for membership in the society and on acceptance by a majority of the directors is a member.

5 Every member must uphold the constitution and comply with these bylaws.

6 The annual membership dues and classes shall be determined from time to time by the Board of Directors.

7 A person ceases to be a member of the society

(a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,

(b) on his or her death or, in the case of a corporation, on dissolution,

(c) on being expelled, or

(d) on having been a member not in good standing for 12 consecutive months.

8 (1) A member may be expelled by a special resolution of the members passed at a general meeting, and may never be permitted membership again.

(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 - Meetings of Members

10 General meetings of the society must be held at the time and place, in accordance with the *Society Act*; that the directors decide.

11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12 The directors may, upon fourteen (14) days notice, convene an extraordinary general meeting.

13 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

14 The annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting, provided that at least thirty (30) days written notice of the time and place of such meeting shall be given to all members in the manner provided by these by-laws.

Part 4 - Proceedings at General Meetings

15 Special business is

(a) all business at an extraordinary general meeting except the adoption of rules of order, and

(b) all business conducted at an annual general meeting, except the following:

(i) the adoption of rules of order;

(ii) the consideration of the financial statements;

(iii) the report of the directors;

(iv) the report of the auditor, if any;

(v) the election of directors;

(vi) the appointment of the auditor, if required;

(vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

16 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is ten (10%) per cent of the members in good standing or a minimum of 25 members in good standing in attendance at the AGM

17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting,

if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

- 18 Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 19 If at a general meeting
 - (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 20 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
 - (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 22 (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting shall be given personally; and is by show of hands; except for voting for members to serve on the Board of Directors or as otherwise required by the directors of the society.
 - (3) Voting by proxy is not permitted.
- 23 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 - Directors and Officers

- 24 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
 - (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 25 (1) The president, vice president, secretary, and treasurer are the officers of the society.
- (2) The Board of Directors shall consist of nine (9) voting directors, each of whom at the time of his/her election and throughout his/her term of office shall be a member of the Society. Upon election to the Board of Directors, each director will hold office for a term of two (2) years, terminating on the date of the Annual General Meeting. The candidates for the vacated seats on the Board of Directors at the time of election accumulating the greatest number of votes shall be elected to the Board of Directors.
- 26 (1) The directors must retire from office at the annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
- (3) An election may be by acclamation, otherwise it must be by ballot.
- 27 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 28 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- (3) Any director who is unable to complete his/her two year term for personal reasons may resign his/her position and be eligible to hold office in the Society or sit on the Board at some future date providing that he/she has written approval of the Board sitting at the time of his/her resignation.
- 29 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 30 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 - Proceedings of Directors

- 31 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting

of the directors.

- 32 A director of the society who does not attend three (3) consecutive meetings of the Board of Directors shall show cause why he/she shall not cease to be a director of the society.
- 33 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 34 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 35 The members of a committee may meet and adjourn as they think proper.
- 36 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 37 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, email, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
- (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 38 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 39 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 40 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 - Advisory Board It Committees

41 There may be an advisory board and/or advisory committee created for specific purposes of the society which may act as advisors to the directors of the society and which may assume such duties and responsibilities as the directors shall from time to time request.

42 The advisory board and/or advisory committee may be composed of one or more individuals invited by the directors of the society to join the advisory board and/or advisory committee. The advisory board and/or

advisory committee shall meet at such times and places as they shall decide from time to time. **Part 8 - Duties of Officers**

- 43 (1) The president presides at all meetings of the society and of the directors.
(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 44 The vice president must carry out the duties of the president during the president's absence.
- 45 The secretary must do the following:
- (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the society;
 - (f) maintain the register of members.
- 46 The treasurer must
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (b) render financial statements to the directors, members and others when required.
- 47 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
(2) If a secretary treasurer holds office, the total number of directors must not be less than 9 or the greater number that may have been determined under bylaw 25 (2).
- 48 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 9 - Executive Director and Staff

- 49 The Directors may hire an Executive Director to be responsible for the administration of the affairs of the Society and the daily operations and management including staffing.
- 50 The Executive Director shall report to the Directors, who shall designate two Directors to liaise with the Executive Director for the purpose of ensuring that the Executive Director is carrying out the lawful orders and directions of the Directors. A job description of the position of Executive Director and the terms of employment shall be approved by the Directors.

Part 10 - Seal

- 51 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

52 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 11- Borrowing

53 In order to carry out the purposes of the society the directors may, upon a three-fourths majority vote of the directors, and on behalf of and in the name of the society, borrow any sum of sums of money up to the amount of \$5,000.00 for the purposes of the society either at one time or from time to time in the manner they decide to be in the best interests of the society.

54 A debenture must not be issued without the authorization of a special resolution.

55 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 12 - Revenue and Expenditure

56 The society may raise funds by solicitation, donation, gift, bequest, projects, showcases, or otherwise and apply these funds to the functioning of the society.

57 Any funds, revenue and expenditures of and by the society shall be subject to the accounting procedures of the society.

Part 13 - Auditor

58 This Part applies only if the society is required or has resolved to have an auditor.

59 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

60 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

61 An auditor may be removed by ordinary resolution.

62 An auditor must be promptly informed in writing of the auditor's appointment or removal.

63 A director or employee of the society must not be its auditor.

64 The auditor may attend general meetings.

Part 14 - Notices to Members

65 A notice may be given to a member, either personally or by mail or email to the member at the member's registered address.

66 A notice sent by mail or email is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and emailed or put in a Canadian post office receptacle.

- 67 (1) Notice of a general meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 13 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 15 - Insurance Policy for Directors

In order to induce directors and officers of the society to continue to serve as such and to induce others to serve as directors and in consideration of such services, the society may purchase and maintain insurance for the benefit of a director against personal liability incurred by him or her as a director, and sections 27, 28 and 29 of the Society Act do not apply to the purchase or maintenance of that insurance.

Part 16 - Bylaws

69 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

70 These bylaws must not be altered or added to except by special resolution.