

**SOCIETY BYLAWS**  
**Updated October 17, 2023**

**VALLEY WINDS MUSIC ASSOCIATION**  
**Canmore, Alberta**

The name of the Society is Valley Winds Music Association (VWMA).

The Bylaws of the Society came into effect on the incorporation of the Society on August 12, 1997;

The Society has undergone changes since its incorporation, which make the Bylaws subject to amendments;

And because it is in the best interests of the Society to have Bylaws which set out in an accurate and organized manner the general procedures governing the business and affairs of the Society,

The Board hereby submits to the members of the Society these new Bylaws, repealing all previous Bylaws of the Society, for approval and ratification by the members under the Societies Act.

Previous amendments were approved on the following dates:

- May 8, 2013
- November 5, 2019

DATED in Canmore, Alberta, this 17th day of October, 2023.

Board of Directors  
Valley Winds Music Association

**VALLEY WINDS MUSIC ASSOCIATION BYLAWS**  
**UPDATED October 17, 2023**  
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## **1. DEFINITIONS**

In these By-laws

- 1.1. "Act" means the Societies Act, R.S.A. 2000, c.S-14, as amended from time to time, or any statute or statutes substituted therefore;
- 1.2. "Board" means the Board of the Valley Winds Music Association. The Board is made up of officers and a representative from each of the choirs and bands of the association. There are no director positions.
- 1.3. "Executive" means a subset of the Board made up of the President, Vice-President, Treasurer, and Secretary.
- 1.4. "Member" means member in good standing, except where the context otherwise requires. To be considered in good standing, members must have paid all amounts stipulated by the Board.
- 1.5. "Society" means Valley Winds Music Association
- 1.6. "Music Director" is a person in a paid contract position.
  
- 1.7. "Special Resolution" means a request to the Board that requires approval of the membership at a general or special meeting.

## **2. MEMBERSHIP AND MEETINGS**

### **2.1. Membership**

- 2.1.1. Any person may become a member of the Society by completing the registration form as set out by the Board and by payment in full of the annual fee;
- 2.1.2. The Board may, at its discretion, introduce or modify classes of membership;
- 2.1.3. The Society shall maintain a register of all members including full name, address, and class and date of membership.

### **2.2. Obligations and Rights of Members**

- 2.2.1. All members shall at all times comply with the Bylaws and policies of the Society;
- 2.2.2. All members being of the full age of eighteen (18) years shall be entitled to vote on all matters at member Meetings and to seek election to the Society's Board and appointment to any of the Society's Committees.

### **2.3. Classes of Membership**

Standard membership: Any person being eighteen (18) years of age or over

during the fiscal year is eligible to become a standard member, upon payment of the membership fee. Entry of new members shall be allowable at any time during the year with fees as decided by the Executive. Persons under eighteen (18) years of age may be eligible for membership, upon approval from the Music Director and from the Board. Standard members shall be entitled to one vote.

Restricted membership: Any person who is a paid employee of the association, being eighteen (18) years of age or over during the fiscal year is eligible to become a restricted member.

Entry of new members shall be allowable at any time during the year with fees as decided by the Executive. Persons under eighteen (18) years of age may be eligible for membership, upon approval from the Music Director and from the Board. A restricted member is not permitted to hold elected office and may not vote at meetings.

- 2.3.1. Membership year begins from the date the membership fee is paid until August 31.
- 2.3.2. Members are responsible for behaving in accordance with the by-laws and policies of the Society.
- 2.3.3. Any member, may be expelled from membership for any cause which is deemed sufficient in the interests of the Society, upon a two thirds majority vote at a general meeting or special meeting where removal of the member was stated in the notice of meeting. The member will receive written notification within ten (10) days of the decision stating the reason(s) for the expulsion. The decision is final.
- 2.3.4. A member may resign from the Society by giving notice to the Board. Refund of fees will be made at the discretion of the Board.
- 2.3.5. Unless otherwise stipulated by the Board, memberships are not transferable and automatically terminate on expiry, death, resignation, revocation, or otherwise in accordance with the Bylaws.

## **2.4. Meetings**

- 2.4.1. Every member may attend the annual general meeting, general meetings and special meetings of the Society. Standard members may vote on all motions. Proxy votes are not accepted.
- 2.4.2. An annual general meeting shall be held once a year. Members will be notified to their registered email address twenty-one (21) days in advance.
- 2.4.3. Other general meetings may be called upon the request of the Board. Members will be notified to their registered email address twenty-one (21) days in advance.

- 2.4.4. A special meeting shall be called upon receipt of a petition signed by one-third of the members in good standing setting forth the reasons for calling such meeting. Members will be notified to their registered email address twenty-one (21) days in advance.
- 2.4.5. The notice of meeting shall include the time and place of the meeting, the agenda and full details of any proposed amendments to these By-laws.

## **2.5. Quorum**

- 2.5.1. At any meeting of the Society, ten (10) members constitute a quorum.

## **2.6. Special Resolution**

- (1) A resolution passed
  - (a) at a general meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given,
  - and,
  - (b) by the vote of not less than 75% of those members who, if entitled to do so, vote in person.
- (2) A resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at a general meeting so agree.
- (3) Or a resolution consented to in writing by all the members, who would have been entitled at a general meeting, to vote on the resolution in person.

## **3. BOARD**

- 3.1. The elected officers of the Board shall include the President, Vice-President, Treasurer, Secretary and Member(s) at Large (no less than one (1) and no more than four (4)). All officers being elected by members in good standing from all groups of the association (Choir CHORDillera, Men of the Mountains, Concert Band, and Jazz Band) at the Annual General Meeting.
- 3.2. In addition, under a separate democratic voting system, each group (Choir CHORDillera, Men of the Mountains, Concert Band and Jazz Band) will elect their own Representative from and by the members in good standing in the group. These four (4) Representatives become members of the Board.
- 3.3. The Board will be a total of at least ten (10) but not greater than twelve (12) members.
- 3.4. Board members shall be elected for a term of approximately one year, taking office at the close of the meeting in which they were elected until the following annual general meeting.

- 3.5. Nominations for officers described in clause 3.1 shall be made by a nominating committee and from the floor at the annual general meeting. All nominees must be members in good standing.
- 3.6. Board members shall:
- Attend Board meetings held approximately once per month.
  - Perform their assigned duties with due diligence.
- 3.7. Board members must be at least eighteen (18) years of age.
- 3.8. Board members shall be elected either by a show of hands or a ballot of all present at such meeting.
- 3.9. A position on the Board is vacant when:
- A Board member has resigned or been expelled from the Board
  - No member has been elected to the position
  - A Board member, without prior notification, misses two consecutive Board meetings.
- 3.10. Any Board member may be removed from office for any cause which the Society may deem reasonable upon a two thirds majority vote at a general meeting or special meeting where removal of the Board member was stated in the notice of meeting.
- 3.11. When a position on the Board is or becomes vacant, the Board may appoint any member in good standing to assume the position for the balance of the term.
- 3.12. All members of the Board shall have one vote. The President shall have a second vote in the event of a deadlock. Proxy votes are not accepted at Board meetings.
- 3.13. The board members of the Society shall not be paid any remuneration for their services but may be reimbursed necessary expenses incurred when undertaking business of the Society.

#### **3.14. Duties of the Executive**

- 3.14.1. The President shall:
- Be the primary facilitator of the Board
  - Preside at all meetings of the Society
  - Be an ex officio member of all committees of the Society
- 3.14.2. The Vice-President shall:
- Be responsible for all duties of the President in the absence of the President
  - Perform duties of the Board as necessary
- 3.14.3. The Treasurer shall:

- Receive and account for all monies paid to the Society
- Operate bank accounts as necessary
- Maintain an up-to-date membership list and membership fees
- Present financial statements at the annual general meeting and to the Board as necessary

3.14.4. The Secretary shall:

- Record the proceedings of all meetings of the Society
- Keep custody of all records and minutes of the Society

### **3.15. Meetings**

3.15.1. The Board shall meet a minimum of six (6) times a year.

3.15.2. A quorum of the Board consists of half of the currently sitting Board members. When a quorum is not present, decisions may be ratified by consultation with absent members of the Board.

## **4. LIABILITY**

4.1. No Board member of the Society shall be liable for the acts, receipts, neglects or defaults of any other officer, not for any loss whatsoever incurred by the Society, nor for any error or omission of his own, nor for any loss damage which shall happen in the execution of the duties of office, unless the same shall happen through his own willful neglect or default.

## **5. INDEMNITY**

5.1. Every Board member of the Society shall be indemnified and saved harmless out of the funds of the Society from any against:

- Cost, charges and expenses that such Board members incur in any action that is brought against them in respect of any act done by them in the execution of the duties of their office except such costs as are occasioned by their own neglect or default.
- All other costs that they incur in relation to the affairs of the Society except such costs as are occasioned by their own neglect or default.

## **6. POWERS OF THE BOARD**

The Board may:

6.1. Support music education of the members in any form, including the provision of part-time and/or sessional clinicians as required.

6.2. Promote and support any activity by members, whether for performance, competition or any associated purpose which would be advantageous in furthering the object of the Society.

6.3. Solicit donations, grants and undertake other fundraising activities as may

seem appropriate for the Society.

- 6.4. Administer any property, including instruments.
- 6.5. Hire Music Directors and staff as necessary and negotiate their remuneration.
- 6.6. Determine fees for membership in the Society.
- 6.7. The Board shall, subject to the by-laws, have full control and management of the affairs of the Society.

## **7. SIGNING AUTHORITY**

- 7.1. Signing authority is entrusted to the President, Vice President, Secretary and Treasurer for legal documents.
- 7.2. All disbursements of club funds shall be by cheque, e-Transfer or other auditable document. Authorization of all disbursements will be by any two (2) of the President, Vice-President, Treasurer, and Secretary.

## **8. BORROWING POWERS**

- 8.1. For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

## **9. SEAL**

- 9.1. The Society, upon resolution of the Board, may adopt a seal for use at the discretion of the Board. Such seal shall remain in the custody of the President.

## **10. AMENDMENTS**

- 10.1. These By-Laws shall be amended by special resolution. Thirty (30) day notice shall be given to the general membership prior to such presentation at a-general meeting.

## **11. AUDIT**

- 11.1. An audit shall be conducted once a year by two (2) members of the Society elected for that purpose at the Annual General meeting. A complete and proper standing of the books for the previous year shall be submitted at the Annual General Meeting. The fiscal year of the Society in each year will be July 1 – June 30 (of the following year).
- 11.2. The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting or at any time upon giving



reasonable notice and arranging a time satisfactory to the office or Officers having charge of same.

**12. DISSOLUTION**

- 12.1. In the event that the Society ceases to exist, the net assets from liquidation shall go to a not-for-profit organization in Alberta whose primary focus is amateur adult musicians. The recipient organization will be determined by the Board at the time of dissolution.

**13.            DATED:            October 17, 2023**