

THE EDMONTON FOLK MUSIC FESTIVAL SOCIETY

CONSOLIDATED AMENDED BY-LAWS UP TO AND INCLUDING MAY 17, 2018

INTRODUCTION

The By-Laws of the Edmonton Folk Music Festival Society (hereinafter referred to as the EFMFS) shall govern the affairs and activities of the EFMFS.

MEMBERSHIP

1. Application for membership in the EFMFS shall be open to all persons who are 16 years of age or older.
2.
 - a) The Members of the EFMFS shall have completed two years of service as a volunteer for the EFMFS and shall be an active or inactive volunteer in good standing. All Members will subscribe to the Objectives and Bylaws of the Society and will conduct themselves in a way which represents the best interests of the festival. Loss of volunteer status due to a breach of the Volunteer Code of Ethics will mean automatic cancellation of Membership.
 - b) If any Member who is also a Director and Board Officer loses Membership status for any reason, the loss of Membership status will mean automatic removal from the position of Director and Board Officer.
3.
 - a) All applications for Membership shall be submitted to the Executive Committee and upon approval the applicant shall become a Member.
 - b) An applicant who has been refused membership by the Executive Committee may at a general meeting resubmit the application to the general membership who may, with a 2/3 majority vote of those present, accept the application.
4. The Membership year coincides with the fiscal year (February 1 to January 31) and the annual Membership fee shall be determined by the members. Membership fees are payable by the AGM in order to maintain Membership in good standing.
5. The membership of the EFMFS shall be composed of the following types of members only:
 - a)
 - i. Not more than fifty-five members who are members in good standing of the EFMF in its capacity as a not-for-profit company under the Companies Act of Alberta on the date of the incorporation of the EFMFS as a society under the Societies Act of Alberta including all paid up members and all special life members.

- ii. Special life members shall be entitled to two full weekend guest privileges at the annual Festival and two free admissions to any EFMFS function as long as they remain in good standing pursuant to these By-Laws.
 - iii. All memberships under By-Law 5(a) are non-transferable and terminate upon the death of the member, voluntary resignation of the member, expulsion of the member or failure by the member to pay the annual membership fee.
- b) No employee of the EFMFS can exercise their voting privileges as a member while employed by the EFMFS.
 - c) Any and all other persons who may apply for membership and be approved by the Executive Committee who have paid the annual membership fee as determined herein.
 - d) Each member shall have one (1) vote if their membership is in good standing.

CONDITIONS OF EXPULSION

6.

- a) The Directors shall have the power, by a three-quarters majority, to expel or suspend any member whose conduct shall have been determined to be improper, unbecoming or likely to endanger the interest or reputation of the EFMFS or who wilfully commits a breach of the Constitution or By-Laws of the EFMFS.
- b) No member shall be expelled or suspended without being notified of the charge or complaint against him/her and without being given an opportunity to be heard by the Directors at a meeting called for that purpose. The expelled or suspended member may apply for reinstatement at a meeting of the EFMFS. A two-thirds majority of those present may reinstate a member.

7.

- a) The membership shall have the power, by a three-quarters (3/4) majority of those present at any duly-called meeting to expel or suspend any elected Board member whose conduct shall have been determined to be improper, unbecoming or likely to endanger the interest or reputation of the EFMFS or who wilfully commits a breach of the Constitution or By-Laws of the EFMFS.
- b) No Board member shall be expelled or suspended without being notified of the charge or complaint against him/her and without being given an opportunity to be heard by the Members at a duly-called meeting.

8. Any member who withdraws or is expelled from the EFMFS shall forthwith forfeit all right, claim and interest arising from or associated with membership in the EFMFS. Any member may withdraw by giving written notice to the secretary.

MEETINGS

9. The Annual General Meeting shall be held by April 30 in each year at a place and time determined by the Board of Directors, with not less than fourteen (14) days' notice, to the Membership.
10. Whenever, under the provisions of these Bylaws, Notice is required to be given, it may be given personally or by facsimile transmission or sent through the public mail service or electronically. For the purpose of sending notice the address of a Member shall be that recorded in the Membership books of the EFMFS.
11. A quorum for the transaction of business at any meeting of members shall consist of not less than twenty-five members.
12. Proxy voting shall not be permitted.
13. The procedure at any meeting shall be in accord with Robert's Rules of Order.

ANNUAL GENERAL MEETING

14. As far as is practicable, every Annual General Meeting shall have the following items on its agenda:

- a) Reports on Operations and Policies of the EFMFS;
- b) Presentation of the auditors' report for the past fiscal year;
- c) Selection of Auditor for next fiscal year;
- d) Election of Directors;
- e) Open Forum with full speaking privileges for Members and other persons invited by the Board to speak to the Members; and
- f) Such other business as may arise from time to time.

OTHER MEETINGS

15. Other Meetings of the Members, may be convened by Order of the Board at times and places determined by the Board. A Special Meeting shall be called upon written request to the Board signed by not less than twenty-five (25) Members.

- a) A Meeting of the Members may be convened at any time by Order of the Board at times and places determined by the Board,
- b) The Rules for Special Meetings shall be the same as for any other Meeting of the EFMFS Members.

The only items on the Agenda for a Special Meeting shall be those items specifically set out in the Members' Request for a Special Meeting.

BOARD OF DIRECTORS

16. The affairs of the EFMFS shall be managed by a Board of Directors of nine (9) directors. The first Directors of the EFMFS shall be appointed by the subscribers hereto and shall be the Directors of the EFMFS in its capacity as a Society to a maximum of nine (9) Directors with their terms of office governed in these Bylaws.

17. The First Board of Directors of the EFMFS shall be composed of three (3) directors who will serve for a period of one (1) year, three (3) directors who will serve for a period of two (2) years and three (3) directors who will serve for a period of three (3) years.

18.

- a) Subsequent to the first year of the operation of the EFMFS, there shall be elected a minimum of three (3) directors who shall hold their offices for a period of three consecutive years.
- b) Vacancies on The Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the members of the EFMFS. If there is not a quorum of directors the remaining directors shall forthwith call a meeting of the membership of the members to fill the vacancy.
- c) Any directors who have been appointed by The Board of Directors shall hold their office only until the next Annual General Meeting at which time elections shall be held to fill any such vacant directorships.
- d) Newly-elected directors under By-Law 18(c) shall hold office only for the balance of the term of the director's position they are filling.
- e) The purpose of this By-Law in respect to directors is to ensure that at least a minimum of three (3) directors are elected every year for a period of three (3) years.

19. A director once his/her term has expired is eligible for election.

20. The election of directors shall be by secret ballot.

21.

- a) Only Members of the EFMFS can stand for election as Directors. A Director shall cease to be a Director at the time they cease to be a Member.
- b) Members who are or have been or who become employees of the EFMFS in any one or more of the following executive management positions including but not limited to the Producer, Manager of Volunteers, Administrator, Production Manager, Technical Director, Kitchen Manager, or any equivalent position, however described, upon leaving such employment are not eligible to stand for election to the Board of Directors for the period of five years following the end of their employment.

22. The directors of the EFMFS shall be responsible for the administration of the affairs of the EFMFS.

- 23.
- a) Quorum of a Meeting of the Board of Directors shall consist of no fewer than five (5) Directors present in person or electronically.
 - b) Notice of Board Meeting is not required if all Directors are present or those who are absent have signified in writing electronically, or by telephone their consent to the meeting being held in their absence.
 - c) The Chair, Vice-Chair or Secretary shall call a Meeting of the Board on direction of two directors.
 - d) The Board of Directors shall meet at least six (6) times a year as determined by the Board.
 - e) If, at any meeting of five (5) or more Board members, it is determined by simple majority vote that one of the Directors is not performing his or her duties in accordance with the By-Laws, that Director shall be removed from the Board of Directors forthwith.
 - f) A Director removed by 23 (e) shall retain their right of appeal as set out in these By-Laws.
24. Questions arising at a meeting of directors shall be decided by a majority vote. The Chairperson shall only vote in the case of a tie.
- 25.
- a) Except for benefits as set out in the current Board Policy guidelines conferred upon a Director or Board Officer as a result of him or her being a Member and Volunteer, no Director or Board Officer shall receive any remuneration from the EFMFS for services rendered.
 - b) A Director Board Officer may be reimbursed for legitimate expenses incurred in the course of carrying out his or her duties upon provision of receipts for said expenses and subject to approval by the Board.
26. Directors shall not be liable for any action taken or omitted by them in good faith, for the acts of any agent, employee or attorney selected by the Directors with reasonable care, or for any acts or omissions of any other Director.

OFFICERS

27. From their number the Directors shall elect, within two (2) weeks of the Annual General Meeting, an Executive Committee consisting of a Chair, Vice-Chair, Secretary and Treasurer, who shall carry on the business of the EFMFS between Meetings of the EFMFS and meetings of the Board, in accord with the policies and directions of the Board. Any two (2) Members of the Executive Committee, or one Member of the Executive Committee plus the Executive Director shall have signing authority for the EFMFS.
28. The duties of the Officers shall be as follows:
- a) The Chairperson shall preside at all meetings of the executive committee and Board and at all general meetings of the EFMFS. She/he shall see that all resolutions and orders of the board are carried into effect. She/he shall be ex-officio a member of all committees, and she/he shall have a casting vote in case

of a tie. She/he will prepare and submit to the EFMFS at the annual meeting a statement and report of the preceding year.

- b) The Vice-Chairperson shall in the absence or disability of the Chairperson perform the duties and exercise the powers of the Chairperson and shall perform other duties as from time to time be imposed upon and by the Board. Should the Chairperson and Vice-Chairperson both be absent or disabled, the performance of their powers and duties shall be delegated to a Chairperson appointed by the Board.
- c) It shall be the duty of the Secretary to attend all meetings of the EFMFS and of the Board and to keep or cause to be kept accurate minutes of the same . The Secretary shall also keep or cause to be kept a record of all the members of the EFMFS and their addresses and shall give or cause to be given all notices of various meetings as required. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.
- d) The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a financial statement as hereinafter set forth of the financial position of the EFMFS and submit a copy of same to the Secretary for the records of the EFMFS.

29.

- a) The Board of Directors may from time to time appoint further officers, professional consultants, committees and agents, and authorize the employment of such persons ("Employed Officer") as they deem necessary to carry out the objects of the EFMF and such officers, professional consultants, committees, agents and employees shall have such authority and shall perform such duties from time to time as may be prescribed by the Board.
- b) If, at any meeting of five (5) or more Board members, it is determined by simple majority vote that any Employed Officer is not performing his or her duties, that Employed Officer shall have his or her position as an Employed Officer terminated in accordance with best employment practices.

AUDITS AND ACCOUNTS

30. The objectives of the EFMFS shall be carried out without pecuniary gain to its members and no dividends shall be declared or paid. Any profits or accretion to the EFMFS shall be used in promoting its objects. This provision is unalterable.

31.

- a) The accounts of the EFMFS shall be audited at the end of each fiscal year and the Board shall appoint an auditor or auditors to hold office annually.
- b) The fiscal year shall be from February 1 to January 31.

32. The auditors of the EFMFS shall have the right of access at all reasonable times to all records, documents, books, accounts and files of the EFMFS and shall be entitled to require from the directors such information and explanation as may be necessary for the purpose of the duties of the auditors.
33. The books and records of the EFMFS may be inspected by any member of the EFMFS at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.
34. In the event of dissolution or winding up of the EFMFS, all assets remaining after the payment of any just debts and obligations will be given to a society with similar objects, provided it is a recognized Canadian charitable organization, or distributed to one or more recognized charitable organizations in Canada.

SEAL

35. The Board shall adopt a seal which shall be the common seal of the EFMFS and may from time to time by resolution provide for its custody and use.

AMENDMENTS

36. The By-Laws of the EFMFS shall not be repealed or altered or added to except as follows:
 - a) A special resolution passed by a three-fourths (3/4) majority vote of the members present passed at a special meeting or a general meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given containing the actual text of the proposed By-Law change;
 - b) By a resolution proposed and passed as a special resolution at a general or special meeting of which less than twenty-one (21) days' notice has been given, if all of the members entitled to attend and vote at the General Meeting so agree; or,
 - c) A resolution consented to in writing by all of the members who would have been entitled at a general or special meeting to vote on the resolution in person.

BORROWING CLAUSE

37. For the purpose of carrying out the objects of the EFMFS, the Directors may borrow or raise or secure the payment of money in such manner as they think fit.

INTERPRETATION

38. In these By-Laws unless the context otherwise required, words imputing the singular number of the masculine gender shall include the plural number or the feminine gender as the case may be, or vice versa and reference to persons shall include individuals, firms,

corporations, other organizations and societies. Reference to a majority shall mean a simple majority unless otherwise stated.

Name	Address	Occupation
<u>Ed Thumath</u>	<u>Edmonton</u>	_____
<u>Kim Larsen</u>	<u>Edmonton</u>	_____
<u>Maureen McCaw</u>	<u>Edmonton</u>	_____
<u>Wayne H.V. Tookey</u>	<u>Edmonton</u>	_____
<u>Donna Johnston</u>	<u>Edmonton</u>	_____
Witness:	_____	_____
	Percival E. Odynak	