



## RED DEER ARTS COUNCIL BYLAWS

### Article 1 – PREAMBLE

- 1.1 The name of the Society is the Red Deer Arts Council which may also be known as the RDAC.
- 1.2 This document is the general Bylaws of the Red Deer Arts Council. These bylaws regulate the transaction of business and affairs of the Red Deer Arts Council.
- 1.3 The Red Deer Arts Council is regulated by the Societies Act of Alberta and is a Registered Charity in Canada.

### Article 2 – DEFINITIONS

In these and all other Bylaws of Red Deer Arts Council, unless the context otherwise requires or specifies:

- 2.1 Act means *The Society Act of Alberta*, as amended, or any statute substituted for it.
- 2.2 Society means the Red Deer Arts Council.
- 2.3 Member means a Member of the Society in good standing.
- 2.4 Board means the Board of Directors of the Society.
- 2.5 Director means any person elected or appointed to the Board and includes the Chair and Past Chair.
- 2.6 Executive means the Officers of the Society.
- 2.7 General Meeting means an Annual General Meeting, General Meeting or Special General Meeting.
- 2.8 The headings used in the bylaws are for convenience only; they do not affect the interpretation of these bylaws.
- 2.9 Words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa.
- 2.10 All terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act.

### **Article 3 – MEMBERSHIP**

- 3.1** Any person or organization, residing in Red Deer and Area, who supports the aims of the Society may become a Member. Youth under the provincial age of majority (18) can become a Member, but are not legally entitled to vote on matters pertaining to the Society.
- 3.2** Each Member in good standing is entitled to one (1) vote at general meetings of the Members. Where an organization is a member, the affiliate members of that organization collectively have one (1) vote representing the Member Organization.
- 3.3** Membership fees shall be determined from time to time by the Board of Directors and regulated through policies and procedures.
- 3.4** Any Member, upon a 67% vote of the Board Members in attendance at a Meeting of the Board called for the purpose of removing that Member, may be expelled from membership for any cause which the Society may deem reasonable.
- 3.5** In accordance with and subject to the *Societies Act*, no Member, in his individual capacity, may be held liable for debt or liability of the Society.

### **Article 4 – MEETINGS OF MEMBERS**

- 4.1** Notice of the date, time and place of every Annual General Meeting, or General Meeting of the Society, including any Special General Meetings, shall be mailed, or emailed at least fourteen (14) days before the meeting to each Member of record at the time of notice.
- 4.2** The Society shall hold an Annual General Meeting in Alberta on or before March 31 each year. The Board sets the place, day, and time of the meeting.
- 4.3** Business at the Annual General Meeting shall include, but not be limited to, the following:
  - a.** adoption of the minutes of the last Annual General Meeting.
  - b.** adoption of the audited financial statements.
  - c.** election of the Board of Directors.
- 4.4** Special General Meetings of the Society may be called at any time:
  - a.** by a resolution of the Board of Directors.
  - b.** upon written request of not less than one-third of the Directors of the Board, setting forth the reasons for calling such meeting.
  - c.** upon receipt of a petition signed by one-third of the Members in good standing, setting forth the reasons for calling such meeting.

- 4.5 Each Member in good standing of the age of majority shall have the right to vote at any General or Special General Meeting of the Society.
- 4.6 Votes may be made in person, unless extenuating circumstances require that a virtual meeting be held in lieu of an in-person gathering. Votes may not be made by proxy, but may be made through electronic means (e.g., emailed survey of membership, voting buttons, or video meeting.)
- 4.7 The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- 4.8 Attendance by ten (10) Members eligible to vote and one-third of the Directors of the Board shall constitute a quorum at General and Special General Meetings.

#### **Article 5 – BOARD OF DIRECTORS**

- 5.1 The Board of Directors shall, subject to the *Societies Act*, the Bylaws, or direction given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society and shall function within the provisions of these Bylaws and in accordance with the Objects of the Society.
- 5.2 The Board shall consist of a minimum of six (6) and a maximum of twelve (12) Directors. Quorum for a Meeting of the Board of Directors or email votes is one half (50%).
- 5.3 At its discretion, the Board may fill a vacancy with an interim director or officer. Interim board members will be presented as a candidate to be voted in/ratified at the next Annual General Meeting or at a Special General Meeting, if called for that purpose.
- 5.4 Any Director including the Chair and immediate Past Chair may resign from office by giving written notice.
- 5.5 Any Director or Officer, upon a two-thirds (67%) majority vote of the Board Members in attendance at a Meeting of the Board called for the purpose of removing that Director, may be removed from office for any cause which the Society may deem reasonable.
- 5.6 Meetings of the Board shall be held as often as may be required, but at least once every three (3) months.
- 5.7 The Chair of the Board calls the Board Meetings. The Chair also calls a Board Meeting if any two (2) Directors make a request in writing and state the business to be brought before the meeting.

- 5.8** Ad hoc meetings or email votes may be held, participated in by a quorum of the Board, and any measures moved and carried will be ratified at the next regular meeting of the Board; otherwise, they shall be null and void.
- 5.9** Each Director, including the Chair has one (1) vote.
- 5.10** The Chair does not have a second or casting vote in the case of a tie. A tie vote means the motion is defeated.
- 5.11** The Officers of the Society are chosen by the Board and include the Chair, Vice Chair, Secretary and Treasurer.
- 5.12** Directors shall hold office for a term of two (2) years provided they remain a Member in good standing under the terms of Article 3. No Director shall be eligible to serve more than three (3) consecutive terms. A Member who has served three (3) full consecutive terms shall not be eligible to serve again as a Director before the passing of one (1) year unless fulfilling the non-voting position of Past Chair.
- 5.13** The Board has the authority to establish Committees and to assign functions, responsibilities, and powers to these Committees. Committees may include non-Board members.

## **Article 6 – DUTIES OF THE OFFICERS**

- 6.1** The Chair shall:
- a. when present, preside at all meetings of the Society, the Board, and the Executive Committee.
  - b. carry out other duties assigned by the Board.
- 6.2** The Vice-Chair shall:
- a. assist the Chair and perform those duties in the absence of the Chair.
  - b. carry out other duties assigned by the Board.
- 6.3** The Secretary shall:
- a. attend all meetings of the Society, the Board and the Executive Committee and keep accurate minutes of the same.
  - b. ensure a record is kept of all the Members of the Society and their addresses and ensure all notices of various meetings are sent.
  - c. ensure the annual return, amendments to the bylaws and other incorporating documents are filed with the Corporate Registry.
  - d. carry out other duties assigned by the Board.
- 6.4** The Treasurer shall:

- a. ensure all monies paid to the Society are deposited in whatever chartered bank, trust company, credit union or treasury branch the Board may order.
- b. ensure proper accounting of the funds of the Society and keep such books as may be directed.
- c. ensure a detailed account of receipts and disbursements to the Board whenever requested.
- d. ensure a statement, duly audited, of the financial position of the Society is prepared for submission to the AGM and submit a copy of same to the Secretary for the records of the Society.
- e. carry out other duties assigned by the Board.

**6.5** The Past Chair shall:

- a. serve as an advisor to the Chair.
- b. carry out other duties assigned by the Board.
- c. does not have voting authority.

**Article 7 – FISCAL YEAR END AND FINANCIAL DISCLOSURE**

**7.1** The fiscal year of the Society in each year shall be January 1 to December 31.

**7.2** The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant or by two (2) Members of the Society appointed by the Board at a regular meeting of the Board.

**7.3** A complete and proper statement of the standing of the books of the previous year shall be submitted by such auditor(s) at the AGM of the Society.

**7.4** The books and records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice and arranging a time satisfactory to the Officer having charge of same. Each Director of the Board shall have such access without advance warning.

**7.5** All cheques or automated payments drawn on the monies of the Society must be signed or approved electronically by designated Officers of the Board. Two authorized signatures are required on all cheques or payments.

**7.6** No Director, Officer or Member of the Society shall receive any remuneration for their services as a Director, Officer, or Member.

**7.7** Remuneration may be paid to Board Members when they are providing goods and services outside of the scope of their Board roles. Such expenditures must be approved by a two-thirds (67%) majority of the Board.

**7.8** Members and Board Members will be reimbursed for purchases made on behalf of the Society.

**7.9** For the purpose of carrying out its Objects, the Society may borrow, or raise, or secure the payment of money in such manner as it deems 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 passed by a three-quarters (75%) majority of Members in good standing in attendance at the meeting.

**7.10** The Society indemnifies each Officer or Director against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

**7.11** No Director or Officer is liable for the acts of any other Director, Officer, or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty, or bad faith.

#### **Article 8 – SEAL**

**8.1** The Society will not have use of, or custody of, a seal.

#### **Article 9 – AMENDMENTS TO THE BYLAWS OR OBJECTS**

**9.1** The Bylaws or Objects may be rescinded, altered, or added to by a Special Resolution at any Annual General Meeting or Special General Meeting of the Society called for that purpose.

#### **Article 10 – DISSOLUTION**

**10.1** In the event of winding up or dissolution of the Society, any funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations promoting the same objectives as this Society, as may be determined by the Members of the Society at the time of winding up or dissolution.

**10.2** In the event that the foregoing provisions cannot be effected, then such funds shall be given or transferred to some other organization, provided that such organization shall be a charitable organization, a charitable corporation or a charitable trust recognized by the Canada Revenue Agency as being qualified as such under the provisions of the Income Tax Act of Canada.