

Foothills Philharmonic Society Bylaws

1. NAME OF SOCIETY

1.1.The Name of the Society will be the “Foothills Philharmonic Society”

2. MEMBERSHIP

2.1.Membership fee in the Society shall be determined, from time to time, by the Board of Directors at a meeting of the board. Any person residing in Alberta, and being of the full age of 18 years, may become a voting member upon payment of the fee. Such voting shall be by ballot, unless the meeting by resolution otherwise decides. Any person under the age of 18 years may in the same manner become a member, but will not be granted voting rights at General Meetings.

2.2.Members in good standing are eligible to apply to participate in any of the programs offered by the Society, subject to acceptance by the program’s Director and payment of program specific fees as determined, from time to time, by the Board of Directors and the Director of the respective program at a meeting of the board.

2.3.Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through any member of the Board of Directors. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated. Any member upon a majority vote of all members of the Society in good standing may be expelled from membership for any cause which the Society may deem reasonable.

3. GENERAL MEETINGS

3.1.This Society shall hold an Annual General meeting on or before November 1st each year, of which e-mail notice to the last known address of each member shall be delivered 21 days prior to the date of the meeting. At this meeting there shall be elected or appointed, a minimum of 7, but not more than 9 Directors (The Directors shall appoint from among their number, the following Officers. President, Vice-President, Secretary and Treasurer The Officers and Directors so elected shall form a Board, and

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shall serve until their successors are elected and installed. Terms for all board members are to be three years. All nominations for Board Directors are to be submitted to the Board in accordance with the timeline set forth by the President, prior to the AGM.

3.2. Two Auditors will be elected at the Annual General Meeting to review and approve of the year-end financials.

3.3. Board Vacancies - If an Officer or Director resigns from the board during their term, the board may appoint a replacement from among **the Society's members** for the remainder of said term. Any of these appointments will be subject to ratification by the members at the next General Meeting.

3.4. General meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered via e-mail 8 days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by e-mail to the last known address of each member, delivered 8 days prior to the meeting.

3.5. One Third of members in good standing shall constitute a quorum at any General Meeting.

3.6. Officers and Directors so elected shall form a Board, and shall serve until their successors are elected and installed. Terms for all board members are to be three years.

4. BOARD OF DIRECTORS

4.1. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Society.

4.2. Any member in good standing shall be eligible to serve as a Director in the Society.

4.3. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be

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required, but at least once every three months, and shall be called by the President. A special meeting of the board may be called on the instructions of any two Board members provided they request the President in writing to call such meetings, and state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days notice in writing e-mailed to each member or by three days notice by telephone. Two Officers and a Director shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

4.4.A person appointed or elected as a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing (or by e-mail) to act as Director before the appointment or election, or within ten days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.

4.5.Terms for Directors will be three years and Officers are eligible to run for the same position for two consecutive terms.

4.6.The Board has the ability to appoint additional Directors as required to fulfill the purposes of the society as it sees fit. All appointments are subject to approval at the next General Meeting

4.7.Any Director or Officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the Society may deem reasonable

4.8.PRESIDENT

4.8.1.The President shall be ex-officio a member of all Committees.

4.8.2.He/she shall, when present, preside at all meetings of the Society and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

4.8.3.The President shall enter contracts on behalf of the Society when given approval by the Board.

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4.8.4. He/she shall prepare and present reports on the activities of the Society at the Annual General Meeting and on other occasions as deemed necessary by the Board.

4.9. VICE-PRESIDENT

4.9.1. The Vice-President shall preside at all meetings in the absence of the President.

4.9.2. He/she shall perform such duties, as assigned, from time to time, determined by the Board.

4.10. SECRETARY

4.10.1. It shall be the duty of the secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same.

4.10.2. He/she shall have charge of the Seal of the Society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President.

4.10.3. In case of the absence of the Secretary, his/her duties shall be discharged by such Officer as may be appointed by the Board.

4.10.4. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.

4.10.5. He/she shall execute such documents that require a signature of the Secretary as directed by the Board.

4.10.6. The Secretary shall send all notices of the various meetings as required.

4.11. TREASURER

4.11.1. The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.

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- 4.11.2. He/she shall properly account for the funds of the Society and keep such books as may be directed.
- 4.11.3. The Treasurer shall open and operate such bank, treasury branch, trust company or credit union accounts as directed by the Board.
- 4.11.4. He/she shall account for all real and other property of the Society and keep records of accounts as reasonably necessary to accurately report the financial state of the Society.
- 4.11.5. 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 Meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.
- 4.11.6. He/she shall cooperate in such audits of the books of the Society as per the Society Act of Alberta or as requested by the Board.
- 4.11.7. The Treasurer shall keep a record of all the members of the Society and their e-mail addresses, and collect and receive the annual dues or assessments levied by the Society. Such monies shall be promptly deposited in a Bank, Trust Company, Credit Union or Treasury Branch as required.
- 4.11.8. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of Officers shall so decide.

5. AUDITING

- 5.1. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Society. The fiscal year end of the Society in each year shall be July 31.
- 5.2. The books and records of the Society may be inspected by any member of the Society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time

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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.

6. VOTING

6.1. Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any General Meeting of the Society.

6.2. Such votes must be made in person and not by proxy or otherwise.

7. REMUNERATION

7.1. Unless authorized at any meeting and after notice for same shall have been given, no Officer, Director, or member of the Society shall receive any remuneration for his/her services.

8. COMMITTEES

8.1. Committees, sub-Committees and/or special committees shall be appointed and organized as needed. Volunteers may respond to serving on specified committees and shall be under the direction of the Board.

9. BORROWING POWERS

9.1. 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 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.

10. DISTRIBUTION OF ASSETS

10.1. Any property remaining on liquidation of the Society, after discharge of liabilities, shall be distributed to the Calgary Philharmonic Orchestra Foundation, or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act

11. BYLAWS

11.1. The Bylaws may be rescinded, altered or added to by a "Special Resolution".

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Date: _____ .

APPROVALS

Address _____ Apartment _____

City/Town _____ Province _____ Postal Code _____

Signature: _____ •

Print Name: _____ •

Address _____ Apartment _____

City/Town _____ Province _____ Postal Code _____

Signature: _____ •

Print Name: _____ •

Address _____ Apartment _____

City/Town _____ Province _____ Postal Code _____

Signature: _____ •

Print Name: _____ •

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Address _____ Apartment _____

City/Town _____ Province _____ Postal Code _____

Signature: _____ •

Print Name: _____ •Address

_____ Apartment _____

City/Town _____ Province _____ Postal Code _____

Signature: _____ •

Print Name: _____ •Address

_____ Apartment _____

City/Town _____ Province _____ Postal Code _____

Signature: _____ •

Print Name: _____ •

WITNESS

Address _____ Apartment _____

City/Town _____ Province _____ Postal Code _____

Signature: _____ •

Print Name: _____ •

This information is being collected for the purposes of corporate registry records in accordance with the Societies Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013