

**BYLAWS**

**of the**

**Camrose Arts Society**

**APPROVED**

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1/20/2021 1/2

**Society Bylaw Change - Proof of Filing**  
**Alberta Amendment Date: 2021/01/13**

**The Bylaws are filed as of 2021/01/13.**

**Service Request Number: 34721145**

**Corporate Access Number: 502218977**

**Business Number:**

**Legal Entity Name:** CAMROSE ARTS SOCIETY

**Legal Entity Status:** Active

**Fiscal Year End:** 12/31

*(This will be date stamped once Approved by Corporate Registries)*

**Camrose Arts Society bylaws were adopted on January 12, 2021, replacing the September 3, 2004 bylaws, replacing the bylaws that were adopted June 24, 1991, which replaced the original bylaws that were adopted June 15, 1979. The incorporated date of the Camrose Arts Society is July 12, 1979.**

## 1. NAME

A. The name of the Society is the “CAMROSE ARTS SOCIETY”.

## 2. DEFINITIONS

A. **Society** shall mean “CAMROSE ARTS SOCIETY”.

B. **The Board** shall mean the Board of Directors of “CAMROSE ARTS SOCIETY”.

C. **Officers** shall mean the elected executive of “CAMROSE ARTS SOCIETY”.

D. **Communication** shall mean facsimiles, email, mail, text, or advertisement.

E. **Special Resolution** means a resolution passed a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution been duly given and by the vote of not less than 75% of those members who if entitled to do so, vote in person or by proxy. (Societies Act Section 1(d))

**NOTE:** Definitions which appear during the bylaws shall be deemed to have the same weight as if they were included in the definition section.

## 3. MEMBERSHIP

A. Any person may become a member of the Camrose Arts Society upon application and upon payment of membership fee annually.

B. Membership fee in the Camrose Arts Society shall be determined, from time to time, by the Board of Directors at a regular board meeting.

C. A person under the age of 18 years who is elected or admitted as a member of a society or appointed to an office in it is liable to the payment of fees and otherwise liable under the rules of the society as if the person were an adult. (Societies Act Section 20)

D. The membership year is January 1 to December 31 of the year. Membership fees shall be paid on or before the Annual General Meeting and shall be valid until the next Annual General Meeting.

E. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. 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

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such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated.

F. Members may attend and vote at any Annual General Meeting, General or Special meeting of the society.

G. Any member, upon a majority vote of all members present at a Board meeting of the society, may be expelled from membership for any cause that contravenes the mission and vision statements of the society and any other behavior which reflects poorly on the society.

H. Such decision of the Board to expel a member shall be final and binding. It can only be appealed at an Annual General Meeting or Special Meeting of the society upon prior written notice to the President. In the event of such an appeal, the Board decision shall remain effective until that Annual General or Special Meeting.

#### **4. BOARD OF DIRECTORS**

A. Only members in good standing can be elected or appointed as a Director.

B. The Board shall consist of a minimum of 4 and a maximum 12 Directors elected at the Annual General Meeting of the Society

C. Any vacancy on the Board may be appointed by the Board appointing a viable candidate who expresses interest and receives a majority vote at a regular board meeting.

D. When the board appoints an individual to fill a vacancy, any partial term will not be considered part of their term.

E. 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.

#### **5. TERM OF OFFICE**

A. Each board member will be elected for a term of three years. Terms can run consecutively.

B. A Director may have their term become vacant if absent from three consecutive meetings without prior notice to the President. The Board will vote on the matter at the next meeting after the absences.

C. When the board appoints an individual to fill a vacancy, any partial term will not be considered part of their term.

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## **6. ELECTION OF DIRECTORS and OFFICERS**

A. The election of the Directors of the Society shall be held at the Annual General Meeting by nomination and election.

B. The Board or its delegate may present a list of nominees for election of directors at the Annual General Meeting. Nominations from the floor may be made provided the nominee is present at the meeting and accepts the nomination or provides written confirmation that they will accept the nomination.

C. The officers of the Society consist of a President, Vice President, Secretary and Treasurer or Secretary-Treasurer. At the first Board meeting, following the Annual General Meeting, the election of officers for the society shall take place. The maximum number of years that an officer may serve in office position is four years.

## **7. MEETINGS OF THE SOCIETY**

A. The Society will hold its Annual General Meeting on or before the 1<sup>st</sup> day of April at a time and place determined by the Board.

B. Notice shall be communicated to each member of the Society and be published at least 21 days prior to the Annual General Meeting or General Meeting providing the time and place of the meeting and any business requiring a special resolution.

C. General Meetings of the society may be held at any time that the Board wishes to share extraordinary information with membership.

D. A Special General meeting will be called at the written request to the President or Secretary by 1/3 of the board directors or 1/3 of members in good standing. The request must state the business to be discussed at the meeting. Only matters pertaining to the petition will be addressed.

E. A Special General meeting must be called by the Board to receive authorization from the membership before selling, mortgaging, leasing for over a year, or disposing of any real property owned by the Society. Other assets of the Society can be sold or otherwise disposed at the discretion of the Board.

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F. For General Meetings and Special General Meetings notice shall be communicated to each member at least 10 days prior, giving information on the purpose of the meeting.

G. All members in good standing have the right to vote at any Special, General or Annual General Meeting of the Society. Votes must be made in person. No proxy votes will be accepted

## **. 8. MEETINGS OF THE DIRECTORS**

A. The Board will have full control and management of affairs of the Society.

B. The affairs of the Society shall be administered by the Board as directed by the membership at an Annual General Meeting or General Meeting or as required under the bylaws of the Society.

C. Meetings of the Board will be held as often as required, but at least once every three months and will be called by the President.

## **9. QUORUMS**

A. Four members of the Society plus four directors at the Annual General Meeting, General Meeting or Special General Meeting constitutes a quorum.

B. Fifty percent of the directors at a Board Meeting constitutes a quorum.

## **10. OFFICERS AND DIRECTORS:**

A, Directors will serve on a voluntary basis, without remuneration by the Society.

B. Directors may be refunded for any out of pocket expenses when conducting business on behalf of the Society with prior approval of the Board.

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**11. Duties of the PRESIDENT:**

- A. Provides leadership to the Board of Directors
- B. Makes sure the Board adheres to its bylaws and constitution
- C. Prepares the Board's agenda with input from board members and senior staff
- D. Chairs meetings of the society and the board. If, absent, the Vice-President shall preside at any such meetings. In the absence of both, the Secretary will chair the selection of a chairperson who will be elected at the meeting to preside of the meeting.
- E. Encourages participation in meetings and activities
- F. Keeps the Board's discussion on topic
- G. Keeps the Board's activities focused on the organization's mission
- H. Evaluates the effectiveness of the Board's decision-making process
- I. Chairs meetings of the senior staff
- J. Ensures committee Chairpersons are appointed
- K. Orients board members and committee Chairpersons to the Board
- L. Serves as ex officio member of committees and attends their meetings when needed
- M. Develops a process to evaluate the effectiveness of board members, using measurable criteria
- N. Recognizes board members' contributions to the Board's work
- O. Act as one of the signing officers for cheques and other important documents
- P. Plays a leading role in supporting fundraising activities
- Q. Promotes the organization in the community and to the media
- R. Prepares a report for the annual general meeting
- S. Will perform such other duties as required by the board.
- T. Orients the new Chairperson

**12 Duties of the Vice-PRESIDENT:**

- A. In the absent of the President, the Vice-President shall carry on the duties of the President.
- B. Act as one of the signing officers for cheques and other important documents
- C. The Vice-President may be assigned other duties by the Board of Directors.

**13. Duties of the SECRETARY:**

- A. Will attend all meetings of the society and the Board and keep accurate minutes of all meetings.

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- B. In case of the absence of the Secretary, his/her duties will be appointed to a director by the Board.
- C. Will have charge of all the correspondence of the society.
- D. Will be under the direction of the President and the Board.
- E. Will ensure that a record of all the members of the society and their contact information is kept.
- F. Will ensure that all notices of all meetings are effectively communicated.
- G. Will ensure that all membership dues are collected and that the funds are promptly turned over to the Treasurer.
- H. Will ensure that the annual reports are filed as required.
- I. Will ensure that changes in the Board and any Special Resolution be filed with Alberta Registries the within the required time frame.
- J. Will perform such other duties as required by the board.
- K. The Offices of the Secretary and Treasurer may be filled by one person.

**14. Duties of the TREASURER:**

- A. Will ensure that records are maintained as required by the directors of the society.
- B. Receives all monies paid to the society and ensures their deposit into the bank or similar institution as designated by the board.
- C. Will present a full detailed account of receipts and disbursements to the Board at each meeting.
- D. Present the records for audit; present the audited statements at the Annual General

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Meeting and submit a copy of same to the Secretary for the records of the society.

E. Will perform such other duties as required by the board.

F. The Offices of the Secretary and Treasurer may be filled by one person.

## **15. COMMITTEES and APPOINTMENTS**

A. The Board will appoint committees as required to meet the objects of the Society.

B. The Board may appoint a (General or Administrative) Manager or Executive Director with duties to be determined by the Board.

## **16**

. All funds of the Society will be expended for objects consistent with the Mission of the Society.

B. Cheques of the Society shall be signed by two designated signatories.

## **17. FISCAL YEAR**

A. The fiscal year of the Society shall be a twelve-month period commencing on the 1st day of January of each year.

## **18. BORROWING POWERS**

A. For purpose of carrying out its objects, the Society may borrow, raise, or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures.

B. 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.

## **19 CORPORATE SEAL**

A The society shall not keep a corporate seal.

## **20. POWERS OF THE SOCIETY**

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A. The society may acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop, and may erect and maintain any necessary buildings.

B. The funds and property of the society shall be used and dealt with for its legitimate objects only and in accordance with its bylaws.

## **21. AUDIT**

A. The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the community elected for that purpose at the Annual General Meeting.

B. A complete and proper statement of the standing of the books for the previous year shall be submitted by auditor(s) at the Annual General Meeting of the society.

C. 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 Treasurer. Each member of the Board shall at all times have access to such books and records.

## **22. BYLAWS**

The bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting, General Meeting or Special Meeting of the CAS at which a quorum exists.

**‘Special Resolution** means a resolution passed a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution been duly given and by the vote of not less than 75% of those members who if entitled to do so, vote in person or by proxy. (Societies Act Section 1(d))’

The amended bylaws take effect after approval of the Special Resolution at a General Meeting or a Special Meeting at which a quorum is present, and is accepted by the Corporate Registry of Alberta.

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