



## BYLAWS OF THE ALBERTA MUSIC FESTIVAL ASSOCIATION

### SECTION A: INTRODUCTION

#### BYLAW 1: NAME

- A. The name of the organization is "The Alberta Music Festival Association," referred to in these Bylaws as the "Association."

### SECTION B: MEMBERSHIP

#### BYLAW 2: MEMBERSHIP

- A. The Association is composed of local music festivals who have applied for and have been accepted as Association members as per Bylaw 3. These festivals are referred to in these Bylaws as "Member Festivals."
- B. Classes of Membership:
  - I. **General Class Membership:** Any Member Festival having fewer than seven hundred and fifty (750) entries in its festival immediately preceding the Annual General Meeting shall be a General Class Member and shall be represented by up to two (2) voting delegates at all general meetings of the Association.
  - II. **Standard Class Membership:** Each Member Festival having seven hundred and fifty (750) or more entries in its festival immediately preceding the Annual General Meeting shall be a Standard Class Member and shall be represented by up to three (3) voting delegates at all general meetings of the Association.
- C. The voting delegates of a Member Festival shall be selected by such Member Festival in such a method as determined by the Member Festival.
- D. Upon acceptance by the Association of its request for membership, the Provincial Administrator shall send to each new Member Festival a copy of the Association's Bylaws.

#### BYLAW 3: ELIGIBILITY FOR MEMBERSHIP

- A. Any organization operating a music festival in Alberta, or any organization operating a music festival within a Canadian territory not currently within the jurisdiction of another provincial or territorial festival body, may be accepted as a Member Festival by resolution at any general meeting, provided each of the following conditions is met:
  - I. The organization operating the music festival shall submit a request for membership to the Association's Provincial Administrator at least 30 days before the General Meeting in which the request is to be considered. Such request shall include the following:

- a. A written request for membership which includes information about the organization, such as location of event and names of those organizing/operating the event.
- b. A copy of the resolution requesting membership. Such resolution shall have been passed by majority of the members of the organization operating the music festival.
- II. The organization operating the music festival provides assurance acceptable to the Association that the organization is competent to organize and operate a music festival within the Association (as per the regulations outlined in the Association's Policy and Procedure Manual).
- III. The organization operating the music festival agrees to use the Association's Provincial Syllabus and to abide by the rules therein.
- IV. The organization operating the music festival agrees that, as a Member Festival, it will adhere to the membership expectations as outlined in Bylaw 4.

#### **BYLAW 4: EXPECTATIONS OF MEMBERSHIP**

- A. Each Member Festival shall adhere to the following expectations of membership:
  - I. Payment of annual fees and other levies established by the Association.
  - II. Use of the Association's Provincial Syllabus and agreement to abide by the rules therein.
  - III. Annual attendance at both the Annual Conference and the Annual General Meeting.
  - IV. Providing volunteers for the annual Provincial Festival.
- B. The Association reserves the right to impose consequences on any Member Festival that does not adhere to the expectations of membership. Such consequences may include:
  - I. Any Member Festival in arrears in affiliation fees payment will not be permitted to send competitors to the next Alberta Provincial Festival.
  - II. A Member Festival may be removed as a member of the Association as per Bylaw 5.B.

#### **BYLAW 5: TERMINATION OF MEMBERSHIP**

- A. A Member Festival may withdraw from the Association upon written submission in advance of the Annual General Meeting of the Association. Such submission shall include a resolution passed by a majority of the membership of the organization operating that Member Festival.
- B. A Member Festival may be removed as a member of the Association through a motion of removal presented at the Annual General Meeting. Such a resolution shall be approved by seventy-five percent (75%) of the votes cast at the Annual General Meeting to pass. Motions of removal shall be brought to the Annual General Meeting in any of the following circumstances:
  - I. A Member Festival has not paid its membership fees or other levies.
  - II. A Member Festival has not held a local festival (in-person or virtual) for three consecutive years.
  - III. A Member Festival is absent for either the Annual Conference or the Annual General Meeting for two consecutive years.

- IV. A Member Festival does not provide any volunteer support at the Provincial Festival for three consecutive years.
- C. Motions of removal shall be brought to the Annual General Meeting provided the following procedures have been followed:
  - I. The Provincial Administrator or another Executive Committee member shall notify the listed contact(s) of the Member Festival and outline the precise way(s) in which it has violated the expectations of membership.
  - II. If no response is received after the initial contact, the Association shall send a registered letter to the Member Festival at the last known address of the Member Festival, requesting a response within thirty (30) days of receiving such letter.
  - III. Failing satisfactory response following such notice(s), the Association shall bring a notice of removal to the following Annual General Meeting.
  - IV. The Association shall give every Member Festival at least twenty-one (21) days written notice of the Association's intention to consider a motion to remove a Member Festival, such notice to include all documentation relevant to the motion. Notice of such motion shall also be sent to all known contacts of the non-compliant Member Festival.
- D. A Member Festival whose membership has been discontinued, either by removal or withdrawal, may reapply for membership in accordance with the provisions of Bylaw 3.

#### **BYLAW 6: ANNUAL MEMBERSHIP FEES AND OTHER LEVIES**

- A. Annual membership fees are due on December 31 (thirty-first) and include the following:
  - I. The cost of one festival plaque or other such award as determined by the Association.
  - II. The fee-per-entry multiplied by the number of entries the Member Festival had in the current year.
- B. Any change to the amount of the annual membership fee-per-entry shall be determined by the Association at its Annual General Meeting. Such changes shall go into effect for the following year (i.e., the changed rate will not be in effect until the invoices sent at the Annual General Meeting of the following year).
- C. The Association, upon the passing of a special resolution at any General Meeting, may impose an additional levy upon each Member Festival.
- D. Provincial festival participant entry fees are due as/when specified by the Association and payable by the Member Festival to the Association. If participant entry fees are not received by the Association on or before the deadline set by the Association, those entry fees plus an additional late fee may be charged to the Member Festival. This additional late fee shall not exceed the total entry fee amount.

## SECTION C: MEETINGS AND ELECTIONS

### BYLAW 7: GENERAL MEETINGS

- A. The Association shall hold an Annual General Meeting each year in the Fall. The Executive Committee shall determine the specific date of the Annual General Meeting.
- B. Any Special General Meeting shall be held at the call of the President or upon the written request of at least five (5) Member Festivals. The Executive Committee shall determine the specific date of any Special General Meeting. If requested by Member Festivals, such Special General Meeting shall be held within forty-five (45) days following the receipt of such request.
- C. The Provincial Administrator shall give the contact person of each Member Festival, and each member of the Executive Committee, at least twenty-one (21) days written notice of the date of any General Meeting.
- D. Items to be considered at any General Meeting shall be sent to the contact person of each Member Festival. These items may include, but are not limited to, minutes of the previous General Meeting; the meeting agenda; an interim financial statement; any proposed syllabus changes; and any special resolutions.
- E. The required twenty-one (21) days notice of any General Meeting, and/or documentation, may in exceptional circumstances be waived for such meeting by resolution approved by at least seventy-five percent (75%) of the members present and voting at that meeting.
- F. The quorum at all General Meetings is voting representation from at least thirty percent (30%) of the Member Festivals.

### BYLAW 8: ELECTIONS AND VOTING

- A. At its Annual General Meeting, in odd-numbered years, the Association shall elect the following members of the Executive Committee for a two (2) year term:
  - I. President
  - II. Vice President
  - III. Treasurer
  - IV. Two (2) Directors
- B. At its Annual General Meeting, in even-numbered years, the Association shall elect the following members of the Executive Committee for a two (2) year term:
  - I. Secretary
  - II. One (1) Director
- C. Candidates for a vacant elected position will be determined by the Association. The chair of the meeting shall call for further nominations from the floor. All nominees shall be current voting delegates of a Member Festival or Executive Committee members. If a position is not filled by acclamation, voting shall be by secret ballot.

- D. A majority of fifty percent (50%) plus one (1) of the ballots cast is required for election, other than by acclamation, to the Executive Committee. If no candidate receives the prescribed majority, the following procedure shall be followed.
  - I. If there are only two (2) candidates, additional ballots shall be held until one (1) candidate is elected.
  - II. If there are more than two (2) candidates, a run-off election shall be held between the two (2) candidates having the largest number of votes. If the run-off vote is tied, additional ballots shall be held until one (1) candidate is elected.
- E. Those eligible to vote at any General or Special General Meeting of the Association include the voting delegates representing each Member Festival of the Association as described in Bylaw 2 as well as the elected members of the Executive Committee. Voting shall be in-person for meetings conducted in-person. Voting shall be collected electronically for meetings held by video or other electronic means. Any individual representing two or more parties, such as an Executive Member also representing a Member Festival or any individual representing more than one Member Festival, may only be considered a single vote. Voting by proxy is not permitted.
- F. Except where otherwise specified in these Bylaws, a majority of fifty percent (50%) plus one (1) of the votes cast is required for approval of a resolution. A resolution that produces a tied vote shall be considered defeated.
- G. The Provincial Administrator shall have privilege of voice at all General Meetings but shall not have privilege of vote. Other Contracted Staff shall have privilege of voice at any General Meetings they are required to attend but shall not have privilege of vote.
- H. In the event of an unexpected vacancy in any Executive Committee position, the Executive Committee may appoint a replacement to hold office for the remainder of the vacant term. Such appointee must be a voting delegate of a Member Festival or a current Executive Committee Officer/Director.

## **D: THE EXECUTIVE COMMITTEE AND EXECUTIVE RESPONSIBILITIES**

### **BYLAW 9: THE EXECUTIVE COMMITTEE**

- A. The Executive Committee shall consist of the following Officers/Directors:
  - I. Elected Officers/Directors
    - a. President
    - b. Vice President
    - c. Treasurer
    - d. Secretary
    - e. Three (3) Directors
    - f. Past President

- II. Contracted Staff, which may include, but is not limited to, such positions as Provincial Administrator(s); Syllabus Coordinator(s); Fundraiser(s); as well as any other position as required by the Association.
- B. Elected Officers/Directors, with the exception of the Past President, shall have full voting privileges. The Past President shall have privilege of voice at all meetings but shall only have privilege of vote in the case of breaking a tie. The Provincial Administrator shall have privilege of voice at all meetings but shall not have privilege of vote. Other Contracted Staff shall have privilege of voice at such meetings they are required to attend but shall not have privilege of vote.
- C. The Elected Officers/Directors may contract staff to oversee the general operations of the Provincial Festival. Contracts shall never exceed a five (5) year term. Each contract may be subject to review by the Elected Officers/Directors during the term of the contract and, if deemed necessary, the contract terminated.
- D. Elected Officers/Directors may receive remuneration upon majority approval by the voting delegates at any General Meeting of the Association. Contracted Staff shall receive remuneration as outlined in the terms of their contract(s).
- E. Elected Officers/Directors shall make recommendations to the Association regarding contract fees and/or paid remuneration/honoraria. Contracted Staff, or anyone that may receive any form of remuneration, shall abstain from all discussion and voting regarding the amount(s) of such remuneration.
- F. In the absence of the Secretary, the Executive Committee shall appoint a recording secretary for Executive Committee and Association meetings.
- G. The President and Vice President may serve a maximum of two (2) consecutive terms. Director(s) may serve a maximum of three (3) consecutive terms. The Treasurer and Secretary are not subject to term limitations.
- H. Any Executive Committee Officer/Director may resign before their term ends with written notice to the Executive Committee.
- I. Any Executive Committee Officer/Director may be removed from office by resolution approved by at least seventy-five (75%) of the Elected Officers/Directors. All Officers/Directors shall be given written notice of the Association's intention to consider a motion to remove, such notice to include the rationale and all other relevant documentation.
- J. The Executive Committee shall meet at the call of the President. The Executive Committee shall meet at least once before the Provincial Festival, and at least once before the Annual General Meeting. It shall also meet at the request of at least four (4) officers/directors of the Executive Committee. Executive Committee Officers/Directors shall be given at least seven (7) days notice

of each meeting, such notice to include an agenda and any documentation relevant to the meeting.

- K. The quorum at an Executive Committee meeting is fifty percent (50%) plus one (1) of the Executive Committee membership.
- L. The Executive Committee shall be responsible for carrying out the day-to-day business of the Association in accordance with these Bylaws and policies established by the Association.
- M. The Executive Committee or the President may invite any person to attend a meeting of the Executive Committee, such person to have privilege of voice.
- N. If determined by the President or at least four (4) officers/directors of the Executive Committee, an Executive Committee meeting may be held by phone, teleconference, or any other electronic means.
- O. In exceptional circumstances, the Executive Committee may act on behalf of the Association when there is insufficient time to call a General Meeting for matters typically requiring a resolution at a General Meeting. The motion authorizing such action shall be presented to the next General Meeting of the Association. Defeat of the motion shall not affect the legitimacy of any action already taken.

#### **BYLAW 10: EXECUTIVE DUTIES**

- A. President: The President shall preside over all meetings of the Executive Committee and the Association and ensure that the policies established by those bodies are implemented. The President is an ex-officio member of all committees. The President is responsible for all other duties as determined by the Executive Committee.
- B. Vice President: In the absence of the President, the Vice President shall assume the responsibilities of the President. The Vice President chairs the Syllabus Committee and is responsible for all other duties as determined by the Executive Committee.
- C. Treasurer: The Treasurer shall exercise general supervision of the financial affairs of the Association. The Treasurer shall maintain a record of the Association's receipts and expenditures, assets and liabilities, and shall present a reviewed financial statement to the Annual General Meeting of the Association. If a reviewed financial statement is unavailable at that time, the Treasurer shall present an unreviewed financial statement at the Annual General Meeting. The Treasurer shall present a proposed annual budget. The Treasurer is responsible for all other duties as determined by the Executive Committee.
- D. Secretary: The Secretary shall serve as the recording Secretary of all meetings of the Executive Committee and the Association. The Secretary is the custodian of the minutes of Executive Committee and Association meetings. As such, the Secretary shall maintain a record of all meeting minutes and shall also maintain a timeline of significant events in the Association's

history. The Secretary shall make such information public at the request of a member of the Executive Committee or a representative of any Member Festival. The Secretary is responsible for all other duties as determined by the Executive Committee.

- E. Directors: Directors' duties shall include, but are not limited to, attending all Executive Committee meetings; attending all General Meetings; assisting at the Provincial Festival; fulfilling the responsibilities of the portfolio assigned to such director; chair and/or serve on committees and/or subcommittees as the need arises.
- F. Past President: The Past President serves in an advisory role to the Executive Committee and votes in the case of breaking a tie. The Past President chairs the Nominating Committee, assists with fundraising, and performs other such duties as may be assigned by the Executive Committee.
- G. Contracted Staff:
  - I. Provincial Administrator: The Provincial Administrator is responsible for the efficient operation of the Provincial Festival. The Provincial Administrator is the custodian of the Bylaws and ensures that they are kept up to date; that all amendments have been recorded; and revised copies have been distributed to Member Festivals. The Provincial Administrator is responsible for all other duties as determined by the Executive Committee.
  - II. Other Contracted Staff: Other Contracted Staff is/are responsible for all duties as determined by the Executive Committee.
  - III. Contracted Staff shall attend such meetings that they have been requested to attend by the Elected Executive and/or Association.

#### **E: COMMITTEES, SUBCOMMITTEES, AND SPECIAL APPOINTMENTS**

##### **BYLAW 11: AUTHORITY TO ESTABLISH COMMITTEES**

- A. The Executive Committee or the Association may establish a standing or special committee or subcommittee to deal with any matter it considers advisable to accomplish its aims, objects, and purposes. The formation of any Committee shall be recorded in the minutes of the Executive Committee or the Association, as the case may be. Committee members may be drawn from the Association membership or from beyond.

##### **BYLAW 12: SYLLABUS COMMITTEE AND APPOINTMENTS**

- A. The Executive Committee may establish a Syllabus Committee, chaired by the Vice President and consisting of at least two (2) additional Association representatives (which may also be Executive Committee Officers/Directors). The Syllabus Committee shall solicit proposed Syllabus changes, together with rationale, from officers/directors of the Executive Committee and delegates of Member Festivals, and present its recommendations to the Executive Committee. The Syllabus Committee shall present a written report containing the recommendations of the Executive Committee with rationale to the Association every second

year at minimum. Recommendations approved by the Association shall be incorporated into the Alberta Music Festival Syllabus.

- B. The Syllabus Committee may establish subcommittees as it deems advisable, to which it may add members from the Association or beyond.

#### **BYLAW 13: GRIEVANCE COMMITTEE**

- A. The Grievance Committee shall be formed as required and shall be composed of the President, who shall chair the Committee, and at least three (3) other Elected Officers/Directors. The main function of this special committee is to deal with any protest(s) that may arise in relation to the Provincial Festival.

#### **BYLAW 14: NOMINATING COMMITTEE**

- A. The Nominating Committee shall seek nominations in advance of the Annual General Meeting for any upcoming vacancies of the Executive Committee. The Past President shall chair this committee and may recruit additional committee members from the Executive Committee or beyond.

### **F: FINANCIAL AND OTHER ADMINISTRATIVE MATTERS**

#### **BYLAW 15: FISCAL YEAR**

- A. The fiscal year of the Association is August 1 through July 31.

#### **BYLAW 16: REVIEW OF FINANCIAL RECORDS**

- A. At each Annual General Meeting of the Association, a professional auditor shall be appointed to audit the financial records of the Association.
- B. Upon written request to the President or Treasurer by a representative of a Member Festival, the Executive Committee shall make the books and records of the Association available for inspection by that representative. Such inspection may take place at the Annual General Meeting, or at any other time and place satisfactory to the requesting representative and the Executive Committee Officer/Director(s) having charge of the records.

#### **BYLAW 17: BORROWING POWERS**

- A. To carry out the objectives of the Association, the Executive Committee may borrow money to a maximum of ten thousand dollars (\$10,000.00).

#### **BYLAW 18: SIGNING OFFICERS**

- A. The signing officers in all financial matters of the Association are to be the Treasurer and three (3) other Elected Officers/Directors as appointed by the Executive Committee. Two (2) signatures are required to execute any financial transaction on behalf of the Association.
- B. The Provincial Administrator may sign on behalf of the Association for administrative matters relating to the successful operation of the Provincial Festival. This includes entering into contracts with adjudicators, venues, and accommodations as well as most other administrative functions.

**BYLAW 19: SEAL**

- A. The Provincial Administrator is the custodian of the Association's seal. Only the Association's President and Provincial Administrator may use the seal.

**G: BYLAW INTERPRETATION AND AMENDMENT****BYLAW 20: INTERPRETATION**

- A. In the event of disagreement as to the meaning of these Bylaws, or disagreement about a matter not provided for in these Bylaws, the Executive Committee shall appoint a special committee to bring information and recommendations to the next Annual General Meeting of the Association for discussion and decision.

**BYLAW 21: AMENDMENT**

- A. These Bylaws may be amended by a special resolution approved by at least seventy-five percent (75%) of the tallied votes at any General Meeting of the Association. Executive Committee Officers/Directors and all Member Festivals shall receive at least twenty-one (21) days written notice of the proposed amendment, such notice to include the proposed amendment.

**H: DISSOLUTION****BYLAW 22: DISSOLUTION OF ASSOCIATION**

- A. The Association may only be dissolved by a special resolution approved by at least seventy-five percent (75%) of the tallied votes at any General Meeting of the Association.

**BYLAW 23: DISTRIBUTION OF ASSETS**

- A. If the Association is dissolved, all funds and other assets remaining after the payment of all debts shall be distributed by resolution of the Association. In no event shall a member of the Association nor any Executive Committee Officer/Director receive any funds or other assets of the Association.