



Edmonton Philharmonic Society (1980) Bylaws

Incorporated under the provisions of the Societies Act of Alberta
May 30, 1980

As passed by Special Resolution, January 30, 2012

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Revisions

Date	Description
May 2000	<ul style="list-style-type: none"> • Executive of 14 people changed to a Board of 6 people • Duties of the Board were modified • Miscellaneous changes to the membership section
May 2004	<ul style="list-style-type: none"> • Duties of the Board were modified • Auditing requirements were modified • Bylaw revision practices were modified • Date of annual meeting was changed
January 30, 2012	<ul style="list-style-type: none"> • Bylaws repealed and replaced. <ul style="list-style-type: none"> ○ Concertmaster fee section removed ○ Added to the definition of a member in good standing ○ Duties of Board clarified ○ Vice President added as a Signing Officer of the Society ○ Added detail regarding revision of Bylaws ○ Added information about non-attendance at rehearsals before performance ○ Added certified accountant as a reviewer of Treasurer's books ○ Added to Conditions of Withdrawal, Suspension, and Expulsion ○ Changes made throughout in accordance with plain language style ○ Quorums for meetings reviewed and some changed for consistency ○ Majorities required for votes reviewed and some changed for consistency
March 15, 2012	<ul style="list-style-type: none"> • Changes as required by Corporate Registry. <ul style="list-style-type: none"> ○ Section 12: replaced the word "payment" with the word "remuneration" (for Board members) and re-cast the sentence. ○ Section 39: removed the word "reviewed" from the paragraph and re-cast the sentence. ○ Fixed a section numbering error.

Membership

- | | |
|-----------------------------------|--|
| Eligibility for Membership | 1. Any person who resides in northern Alberta, who reads music and who plays an orchestral musical instrument is eligible to join the Society. |
| Joining the Society | 2. A person becomes a member of the Society <ol style="list-style-type: none">(a) on agreement between the Music Director and the Personnel Director, as determined by the need for more musicians in the applicable section.(b) on payment of membership dues to the Treasurer or to the Treasurer's official designate in an amount to be established by a majority vote of the Board. |
| | 3. A member is determined to be in good standing when <ol style="list-style-type: none">(a) the member pays the annual membership dues as described in these bylaws (see Annual Membership Dues),(b) the member hands in all music and folders when requested by the Librarian, a designate, or the Board, and(c) the member has not been suspended or expelled by the Board (see Conditions of Withdrawal, Suspension and Expulsion).(d) the member abides by these Bylaws, the Society's Policies, and the Membership Guidelines. |
| Annual Membership Dues | 4. Annual membership dues are payable at date of registration of each year. (See also Conditions of Withdrawal, Suspension and Expulsion for more information about fees.) <ol style="list-style-type: none">(a) Notwithstanding section (4), annual membership dues can be paid in two installments, in which case the payment due dates are on the date of registration and by the following January 15th.(b) The Board may reduce or eliminate the fee for any member. |
| Entitlements of Membership | 5. Any member in good standing is entitled to participate in rehearsals and public performances of the Society and to vote at the annual meeting and all regular meetings of the Society and to hold office in the Society. Members are responsible for behaving in accordance with these bylaws and the guidelines set out in the Conduct Guidelines document. |

Meetings

- Annual Meetings** 6. The Society shall hold an annual meeting in September of each year after at least seven days' notice has been given by announcement at a rehearsal or by email.
- (a) Forty per cent (40%) of the membership in good standing shall constitute a quorum.
 - a) An election to fill vacancies on the Board is held as necessary at this meeting.
- General Meetings** 7. General meetings of the Society shall be held on dates, at times, and at places to be determined by the Board.
- (a) Notice of a general meeting shall be made by announcement at a rehearsal or by email at least seven days before the meeting.
 - (b) Forty per cent (40%) of the membership in good standing shall constitute a quorum.
- Special Meetings** 8. Special meetings of the Society (e.g., for a Bylaws review) may be called by the Board on its own initiative or on receipt of a petition that has been signed by at least forty per cent (40%) of the membership in good standing.
- (a) Members shall be notified of a special meeting by announcement at a rehearsal or by email at least 21 days before the meeting.
 - (b) Forty per cent (40%) of the membership in good standing shall constitute a quorum.
- Rules for Board Meetings** 9. Board meetings of the Society shall be held as may be required by the President, but in no case shall there fewer than two Board meetings during the season.
- (a) Members of the Board shall be notified of a Board meeting at least seven days before the meeting.
 - (b) Fifty per cent (50%) of the members of the Board shall constitute a quorum.
10. All meetings of the Society shall be governed by Parliamentary Procedure.
- Voting at Meetings** 11. Voting at all meetings of the Society shall be by show of hands, except for elections, circumstances required by the Societies Act for the Province of Alberta, or any circumstances deemed advisable by the majority of the membership at a meeting, at which times voting shall be by secret ballot. A simple majority being is to carry any motion, except where otherwise provided for in the Bylaws.
- (a) Voting to elect members to the Board shall be by secret ballot, unless only one candidate stands for election to an office, in which case the candidate is elected by acclamation.

Board of Directors (the “Board”)

- Members of Board of Directors** 12. Members of the Board shall be elected by the membership at the annual meeting. The Board shall consist of the following:
- President
 - Vice President
 - Secretary
 - Treasurer
 - Personnel Director
 - Member at Large
- The directors shall manage the affairs of the Society. No remuneration will be paid to Board members for their services.
- Quorum** 13. A quorum at a meeting of the Board shall be fifty per cent (50%) of the Board.
- Term of Office** 14. The term of office for Board members shall be two years.
15. No member may hold more than one Board position concurrently.
- Nominating Committee** 16. A Nominating Committee shall be appointed by the Board at least one month prior to the annual meeting.
- (a) The Nominating Committee shall present to the annual meeting a slate of nominees who have consented to serve the Society.
 - (b) Additional nominations shall be accepted from the floor at the annual meeting, provided that prior consent has been given by the nominee.
 - (c) A person elected as a Board member may become a Board member if they were not present at the annual meeting but consented in writing to act as a Board member, either before the election or within ten days following the election.
- Commencement of Duties** 17. Elected members of the Board shall assume their duties at the termination of the annual meeting at which they were elected or acclaimed and they shall serve to the termination of the annual meeting two years hence.
- Recall of Director** 18. A member of the Board who is derelict in his or her duties shall be subject to recall by the membership after being afforded the right to a fair hearing before the membership.
- Motion for Recall** 19. A motion for recall of a member of the Board shall be presented at a special meeting of the Society in accordance with Section 8 of these Bylaws.
- (a) A motion referred to in this section shall require a sixty percent (60%) majority vote of members in good standing for it to be carried.
 - (b) A member who is unable to attend a meeting referred to in this section may submit a written proxy vote to the Secretary prior to the meeting.

- Chronic Absence** 20. The chronic absence of a member of the Board from meetings, without valid explanation, shall be regarded as grounds for recall.
- Interim Vacancies** 21. When a vacancy on the Board occurs during the year, the President shall inform the membership of the vacancy at the next general meeting, or at the next rehearsal, whichever occurs first.
- (a) The President shall appoint a member of the Society to fill any interim vacancy on the Board.
 - (b) That person shall fill the remaining term of the vacant Board position

Duties of the Board

- President** 22. The duties of the President shall be
- (a) to preside at all general meetings, special meetings, Board meetings, and the annual meeting,
 - (b) to prepare an agenda for each meeting,
 - (c) to inform the membership of Board policies, and
 - (d) to lead the Board in
 - (i) securing the services of a Music Director for the season, and a substitute Music Director as may be required,
 - (ii) determining the duties, responsibilities and remuneration of the Music Director,
 - (iii) negotiating the annual contract or arrangements with the Music Director,
 - (iv) appointing people to carry out the duties of committees such as Library, Grants, Communications, Finance, Publicity, Archives, Social, and Stage Manager; in consultation with the directors, to determine the duties of the committees and supply them in writing to the people involved,
 - (v) with the Music Director, appointing the Concertmaster, and
 - (vi) securing a rehearsal room or rooms as may be required.
- The President may sit as a member on any committee and is entitled to cast a vote on all questions.
- Vice President** 23. The duties of the Vice President shall be
- (a) in the absence of the President, to perform the duties listed in section 22,
 - (b) to chair a Concerts committee that shall schedule concert performances for the season, negotiating with concert hosts, determining venues, carrying out any other related tasks, and informing the membership of arrangements made.

Secretary

24. The duties of the Secretary shall be

- (a) to keep accurate and complete minutes of all meetings and to distribute them to the members of the Board,
 - (b) to have charge of all the correspondence of the Society,
 - (c) to submit revised bylaws to the Registrar,
 - (d) to submit changes regarding the location of the registered office and changes to information about Board members to the Registrar,
 - (e) on or before the last day of September to send to the Registrar the completed annual return; this shall include
 - i. the address of the registered office of the Society
 - ii. the full name, address and occupation of each officer and director of the Society
 - iii. the audited financial statement presented at the last annual general meeting of the Society
- and
- (f) to keep all other written records which may be required by the membership.

Treasurer

25. The duties of the Treasurer shall be

- (a) to maintain records of membership dues,
- (b) to collect dues from each member,
- (c) to deposit all funds in a chartered bank or a trust company,
- (d) to maintain accounts of receipts and disbursements,
- (e) to present at the annual meeting a financial statement setting out the Society's income, disbursements, assets and liabilities, audited and signed by the Society's auditors,
- (f) to prepare an annual budget, in consultation with the President.
- (g) to prepare tax returns, tax receipts, and other documents as may be required by law
- (h) to renew annual memberships (e.g., the internet service provider and Edmonton Arts Council) as approved by the Board, and
- (i) to file any required SOCAN documents and to pay required performance fees to SOCAN.

**Personnel
Director**

26. The duties of the Personnel Director shall be

- (a) to preside as chairperson at all meetings of the Personnel committee,
- (b) to recruit new members,
- (c) to contact members who fail to attend rehearsals, and
- (d) to prepare an annual membership list with names, addresses and phone numbers of members for distribution to the membership.

- Member at Large** 27. The duties of the Member at Large will depend on the needs of the Society at any given time and shall be determined by agreement of the Board as required. They shall include the following:
- (a) to prepare concert materials such as programs, posters, and tickets.

Disbursements

- Signing Officers** 28. The President, Vice President, Treasurer, and Secretary shall be known as the Signing Officers of the Society.
- (a) All disbursements shall be made by cheque endorsed by any two of the signing officers listed above.

Committees

- Enlargement of Committees** 29. Committees may be enlarged as required and approved by the Board.
- Additional and ad hoc Committees** 30. The Board shall determine the need for additional Standing Committees and for all ad hoc committees.
- Decisions and Reports** 31. All decisions and reports made by individuals and committees that pertain to the welfare of the Society shall be submitted to the Board and the decision of the Board shall be circulated to the membership.

Consent

32. No member of the Society shall be compelled to perform any administrative service or to hold any office against his or her will.

Rehearsals

- Attendance** 33. All members are expected to attend all rehearsals and performances.
34. If a member cannot attend a number of rehearsals before a performance, the Music Director, in consultation with the Board will decide whether or not it is in the best interests of the group for that member to perform
- Duration** 35. Rehearsals will usually last for about two hours and one half hours.
- (a) Changes to the precise hours for rehearsals shall be determined by a two-thirds majority vote of the members in good standing at the annual meeting.
- Intermission** 36. A rehearsal will usually contain one intermission.
- Organizational or Administrative Matters** 37. Rehearsals will usually be devoted to musical considerations.
- (a) It may be necessary for the membership to consider organizational or administrative matters at a rehearsal.
- Absence from Rehearsal** 38. A member who is unable to attend a rehearsal is expected to advise the applicable section principal or the Personnel Director of his or her inability to attend the Rehearsal.

Financial

- Frequency of Audit** 39. The books, accounts and records of the Treasurer shall be audited once each year by a certified accountant or by two orchestra members in good standing (excluding the Treasurer); said orchestra members will be appointed by the President or elected by the membership at the annual meeting. A financial statement for the previous year verifying that the books have been found in good order will be submitted at the Annual Meeting.
- Fiscal Year** 40. The fiscal year shall be September 1 to August 31.
- Borrowing Money** 41. The Society will not borrow money.

Seal

42. The Society does not have nor does it require a seal.

Revisions of Bylaws

43. Bylaws can be rescinded, modified, replaced, or added to by a special resolution of members.
 - (a) The special resolution will be proposed, discussed, and voted on at a general meeting.
 - (b) At least 21 days' notice of a general meeting must be provided to members prior to a general meeting where a special resolution is proposed.
 - (c) The notice must specify the intention to propose a special resolution.
 - (d) A Chairman will be nominated and elected and will run the meeting.
 - (e) The special resolution must be approved by a majority of not less than seventy-five percent (75%) of members in good standing.
 - (f) A member who cannot be present for the vote may give their proxy to another member in good standing. A written record of the proxy intent must be given to a Board member before the meeting.

Inspection of Records

44. Financial records and minutes of the Society can be inspected by members in good standing upon written application to the Board. Records can be inspected at the rehearsal site or at the Society's registered address.

Conditions of Withdrawal, Suspension and Expulsion

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| Resignation of Member | 45. Any member can resign upon giving notice to the Personnel Director or the Music Director. |
| Membership Dues in Arrears | 46. A member who is in arrears for membership dues is subject to suspension on the recommendation of the Treasurer and with the approval of the Board. <ol style="list-style-type: none">(a) A member who has been suspended under this section will be reinstated without penalty upon full payment of dues in arrears. |
| Chronic Absence of Member | 47. A member who is chronically absent without explanation from rehearsals or performances is subject to expulsion on the recommendation of the Personnel Director and with the approval of the Board. <ol style="list-style-type: none">(a) The member referred to in this section shall be warned in writing by the Board and shall be afforded the right to a fair hearing, either before the Board or the full membership in good standing, at the discretion of the member. |
48. Membership dues will not be refunded to a member who resigns or who is expelled during the course of a year.

- Unacceptable Behavior** 49. A member who fails to comply with these Bylaws, the Society's Policies, and the Membership Guidelines is subject to expulsion by the Board.
- (a) The member referred to in this section shall be warned in writing by the Board and shall be afforded the right to a fair hearing, either before the Board or the full membership in good standing, at the discretion of the member.

Signatures

The Bylaws of the Society were approved by Special Resolution in accordance with the terms and conditions of the *Societies Act of Alberta* and the Bylaws of the Edmonton Philharmonic Society (1980).

Dated this _____ day of _____, 2011

	Name	Signature	Position
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____
4.	_____	_____	_____
5.	_____	_____	_____
6.	_____	_____	_____