

Alberta Music Education Foundation
(Corporate Access Number 507643427)

BY-LAWS

Revised March 2017

MEMBERSHIP

1. Membership in the Alberta Music Education Foundation (the Foundation) falls into several categories:
 - a) Regular voting member: any resident of Alberta 18 years of age and older may become a regular voting member of the Foundation upon payment of such fees as may be determined from time to time by resolution of the Executive Committee.
 - b) Lifetime voting member: upon the recommendation of the Executive Committee, and the confirmation of said recommendation at a General Meeting of the Foundation, certain additional persons who are resident in Alberta may be admitted to lifetime membership in the Foundation in recognition of their service to the organization. Should a lifetime member cease to be a resident of Alberta, their membership may, at the discretion of the Board, be converted to an Honourary non-voting membership.
 - c) Institutional voting member: any business, non-profit or educational institution based in Alberta may become an institutional voting member of the Foundation upon payment of such fees as may be determined from time to time by resolution of the Executive Committee. A representative of the institution must attend the meeting and identify themselves as the vote holder for the vote to be counted.
 - d) Honourary non-voting member: upon the recommendation of the Executive Committee, and the confirmation of said recommendation at a General Meeting of the Foundation, certain additional persons may be admitted to honorary membership in the Foundation.
 - e) Non-voting members: any person who is not a current resident of Alberta 18 years of age and older or any business, non-profit or educational institution that is not based in Alberta may become a non-voting member of the Foundation upon payment of such fees as may be determined from time to time by resolution of the Executive Committee.
 - f) Any staff person paid by the Foundation, who might otherwise be entitled to become a member, shall not, whilst a paid staff person, be entitled to exercise any voting privilege, and/or hold any Board position in the Foundation.
2. Board of Director (the Board) and Officer (Executive Committee of the Board) positions
 - a) Directors are elected from and by the membership for Officer (Executive Committee) and Director-at-large positions. General rules of membership apply to Directors and Officers.
 - b) Each position is a two (2) year term with the option of extending the term by one year if desirable.
 - c) No Director or Officer may serve in the same capacity for more than two consecutive terms, i.e. 6 years maximum.
 - d) Any Board position, whether Director or Officer, becoming vacant between elections shall be filled on an interim basis until the next election by resolution of the Board. An interim Director or Officer can then stand for election or ratification at the following Annual General Meeting (AGM). The length of an Interim Director's or Officer's term will be calculated from the AGM at which they are ratified.

e) Any member is eligible to run for any position on the Board of the Foundation.

3. Revocation of membership

- a) Any member who is in arrears for fees or assessments for any year shall be automatically suspended at the expiration of three (3) months from the end of such year and thereafter is not entitled to any membership privileges or powers in the Foundation until reinstated. In addition, any member (including members of the Board) may be expelled from membership for any cause or without cause upon a Special Resolution of the Foundation.
- b) Any member of the Foundation may withdraw from membership by giving written notice.

GENERAL MEETINGS

4. Elections shall be held at the Annual General Meeting.

- a) There shall be elected the following Officers: a Chair, one or more Vice-Chairs, a Secretary, and a Treasurer. In addition, there shall be elected two (2) or more Directors-at-large. It shall be permissible for the same person to be elected as both Secretary and Treasurer. The Officers (Chair, Vice-Chairs, Secretary and Treasurer together with the Past Chair) shall form the Executive Committee.

5. Other general or special meetings of the Foundation may be called at any time by the Chair. The Chair shall call a general or special meeting upon receiving the written request of ten (10) or more members with such request having set forth the reason(s) for calling the meeting.
6. Subject to the Societies Act, fourteen (14) days' notice of a general or special meeting shall be mailed, e-mailed or handed to all members of the Foundation. Notice may also be served by publication of such notice in any general publication of the Foundation which is distributed to all members not less than one month prior to the proposed meeting, and when so published, such notice shall be deemed to be validly served on members of this Foundation.
7. Ten percent (10%) of the voting membership shall constitute a quorum at a general or special meeting.
8. General or special meetings of the Foundation and the meetings of the Board may be adjourned to any time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

VOTING

9. Each voting member shall have the right to vote at every general or special meeting of the Foundation.
10. Proxy votes are not permitted at special or general meetings or meetings of the Board.

11. If quorum is not achieved for a special meeting after notice of a crucial motion has been given, the Board may, at its discretion, conduct the vote on the motion through electronic poll.
12. If the Board cannot achieve quorum for a regular Board meeting at which business requiring a vote needs to be transacted, or if urgent business requiring a vote arises between meetings of the Board, the Board may, at the discretion of the Executive Committee, instruct the Secretary to put forward a motion via an electronic poll. In such cases, the first two respondents will be deemed to have moved and seconded the motion.
13. Any vote by the Board via electronic poll will be deemed to have passed or failed once a clear majority has been achieved, and it will be recorded as of that date.
14. The results of electronic polls, including the wording of the motion, will be entered into the official Minutes of the subsequent Board meeting.

THE BOARD OF DIRECTORS (DIRECTORS)/EXECUTIVE COMMITTEE (OFFICERS)

15. The Board of Directors shall, subject to the By-Laws or directions given it by the majority vote at any general meeting properly called and constituted, have full control and management of the business and affairs of the Foundation. Meetings of the full Board shall be held a minimum of two (2) times per year or as often as the business of the Foundation shall require such meetings to be called by the Chair. Two thirds of the Board of Directors shall constitute a quorum.
16. If a Board member is unable to attend a meeting in person, they may attend via teleconference or video conference.
17. If a Board member is only able to attend part of a meeting, they may only vote on those motions for which they have been present for the discussion.
18. Unless otherwise agreed by the Executive Committee (Officers), the meetings of the Executive Committee shall be called by at least three days' notice by telephone or e-mail. Two-thirds of the Executive Committee shall constitute a quorum.
19. No more than 49 percent of the combined Directors-at-large and Officers shall be drawn from any single organization which benefits from charitable funds which the Foundation distributes.

20. DUTIES OF DIRECTORS AND OFFICERS

- a) Subject to these by-laws, the members in a general meeting shall determine any additional rights, duties, and powers of the Officers (Chair, Vice Chairs, Secretary, Treasurer and Past Chair), and Directors-at-large.

DIRECTORS

- b) DIRECTORS-at-large are responsible to attend regularly scheduled meetings of the Board, to undertake appropriate committee work, and to promote the interests of the Foundation.
- c) The DIRECTORS as a whole (Officers and Directors-at-large) shall appoint the chairs of special committees, and the chairs shall select the committee members. Such selection is to be ratified by the Board. The Board shall determine the rights, powers and duties of each special committee.

- d) A special committee may be chaired by a non-Board member. In such a case, a Board member will be appointed as a liaison.

OFFICERS

- e) The PAST-CHAIR will attend all regularly scheduled Board meetings and select and chair a Nominating Committee to prepare a slate for consideration and elections at the Annual General Meeting. In the event that the Past Chair is unable or unwilling to serve, the Executive Committee may appoint another Officer or Director to chair the Nominating Committee. The committee shall consist of at least the appointed chair together with such other person(s) as the Board may determine.
- f) The CHAIR shall, when present, preside at all meetings of the Foundation, the Board, and the Executive Committee. In the absence of the Chair, the First Vice-Chair shall preside at any such Meetings and in the absence of both, a Chair may be elected by the Meeting to preside thereat.
 - i) At the discretion of the Board, the Chair position may be filled by two (2) Co-Chairs in the event that no single Director is willing to serve.
- g) The SECRETARY shall attend all meetings of the Foundation, the Executive Committee and the Board, and keep accurate minutes of the same. If the Foundation approves a seal, the Secretary shall have charge of the seal of the Foundation. Such seal, whenever used, shall be authenticated by the signature of the Secretary and the Chair, or, in the case of the death or inability of either to act, by the First Vice-Chair. In the absence of the Secretary, an officer appointed by the Executive Committee shall discharge said duties.

The Secretary shall keep record of the names and addresses of all members of the Foundation.
- h) The TREASURER shall receive all monies paid to the Foundation and shall be responsible for the deposit of same in whatever bank the Executive Committee may order. The Treasurer shall promptly account for the funds of the Foundation and shall keep such books of account as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested. In the absence of the Treasurer, an officer appointed by the Board shall discharge said duties.

21. REMOVAL OF DIRECTORS AND OFFICERS

- a) Any Director or Officer may be removed upon a two-thirds majority vote on a special resolution at a general meeting of the Foundation.
- b) Any Director or Officer who misses three (3) consecutive Board meetings may, at the discretion of the rest of the Board with a 2/3 majority, be asked to resign.
- c) Any Director or Officer who fails to adequately discharge the duties outlined in section 20 may, at the discretion of the rest of the Board with a 2/3 majority, be asked to resign.

- d) Any Director or Officer who acts against the interests of the Foundation through illegal activity or other activity that harms the reputation or operation of the Foundation may, at the discretion of the rest of the Board with a 2/3 majority, be asked to resign.
- e) In the event that a Director or Officer refuses a request to resign, the matter will proceed to dispute resolution.

22. DISPUTE RESOLUTION

- a) In the event that a dispute arises out of the affairs of the society and between any members of the society or between (a) a member or a person who is aggrieved and who has for not more than 6 months ceased to be a member, or (b) a person claiming through the member or aggrieved person or claiming under the bylaws of the society, and the society or a director or officer of the society, shall be decided by means of a meeting with a special Dispute Resolution Committee drawn from members of the full Board who are not direct parties to the complaint. The complainant must, with their request for the meeting, put their concern in writing and provide any necessary documentation. The Executive Committee will examine the complaint and propose dates for a resolution meeting.
- b) In the event that the dispute is between members of the Board and there are not enough impartial Board members to constitute a committee, the Board may ask that a committee be formed with members at large or may seek a form of mutually agreed-upon external mediation or arbitration.
- c) The decisions of a special Dispute Resolution Committee are final.

23. AUDIT OF ACCOUNTS

- a) The books, accounts, and records of the Treasurer shall be audited at the close of each fiscal year by two (2) members of the Foundation (“the Auditors”) elected at the previous year’s Annual General Meeting. Alternatively, the books and records may be audited by a professional accountant engaged by the Board for such purpose. The Auditors, at the Annual General Meeting of the Foundation, shall submit a complete and proper statement of the standings of the books for the previous year. The fiscal year of the Foundation shall end on March 31st unless otherwise resolved by the Foundation at a General Meeting.
- b) Should members of the Foundation be used as auditors, they should not be one of the persons who have signing authority on any of the bank accounts of the Foundation.
- c) The books and records of the Foundation may be inspected at the offices of the Foundation by any member of the Foundation upon request and at a mutually agreeable time. Each member of the Board shall, at all times, have access to such books and records.

24. REMUNERATION

No Officer, Director or member of the Foundation shall receive any remuneration for services as an officer, director or member.

25. BORROWING

The Foundation shall not borrow money for its purposes unless authorized by special resolution passed by a majority of not less than three-fourths (3/4) of voting members present in person at a general meeting. Twenty-one (21) days' written notice specifying the intention to propose a special resolution must be given prior to the meeting.

26. SIGNING AUTHORITY

Unless otherwise approved by the ordinary resolution passed at an Annual General Meeting, all cheques, bills of exchange or other orders for payment of money issued in the name of the Foundation shall be signed by any two (2) of the following: the Chair, Vice-Chair, Secretary, Treasurer or the Executive Director.

27. DISSOLUTION

Upon dissolution of the Foundation, and after the payment of all debts and liabilities, the remaining property of the Society shall be distributed to a non-profit organization supporting music education as the Executive Committee may, by resolution, determine.

28. BY-LAWS

The By-Laws may be rescinded, amended or added to by a special resolution passed by a majority of not less than three-fourths (3/4) of voting members present in person at a general meeting. Twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution must be given prior to the meeting.

29. PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern matters of procedure not covered by these by-laws, so long as they are not inconsistent with the provisions of the Societies Act.

30. OBJECTS OF THE SOCIETY (Revised in 2012 and unchanged in 2016)

a) To support music education in the Province of Alberta through delivering, promoting, sponsoring or participating in workshops, camps, performances, festivals and other music education programs offered by AMEF and affiliates.

b) To support the development of quality music instruction in Alberta through providing music educators with opportunities and training for self-development, leadership and study including at, but not limited to, the annual Music Conference Alberta.

c) To develop and maintain resources for music education including but not limited to electronic resources, musical instruments and printed materials.

d) To promote the development and advancement of music education through AMEF programs by the provision of scholarships, awards, or other assistance to music educators, students and musicians of need, merit or distinction as well as to other organizations involved in music education.

e) To solicit, receive, acquire, and hold donations, gifts, devices and bequests for the Objects of the Society; to enjoy all the benefits of ownership thereof; to sell or convert any property into money from time to time; to invest and re-invest any principal in such manner as may from time to time be determined; and to disburse and distribute such money and property in furtherance of the Society.

f) To provide all necessary equipment, furniture, premises and resources for carrying out its Objects.

g) To do such other things as may be reasonably incidental to the above.