

**SING FOR LIFE SOCIETY OF ALBERTA
CONSOLIDATED REVISED BYLAWS 2014**

TABLE OF CONTENTS

BYLAW 1	MEMBERSHIP	2
BYLAW 2	FISCAL YEAR	2
BYLAW 3	THE BOARD	2
BYLAW 4	THE EXECUTIVE	3
BY-LAW 5	DUTIES OF THE EXECUTIVE	4
BYLAW 6	AUTHORITY OF THE EXECUTIVE	5
BYLAW 7	ANNUAL MEETING	5
BYLAW 8	SPECIAL MEETING	6
BYLAW 9	AUDIT	6
BYLAW 10	GENERAL PROVISIONS	6
BYLAW 11	DISSOLUTION	7

SING FOR LIFE SOCIETY OF ALBERTA
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BYLAW 1 MEMBERSHIP

1.1 Any person who agrees with the objects of SING FOR LIFE SOCIETY OF ALBERTA (the "**Society**") and to abide by these Bylaws may become a **Member** of the Society upon payment of the applicable annual membership fee.

1.2 The Executive shall from time to time determine the amount of any annual fee for membership.

1.3 Membership of a Member shall commence on the date of initial payment by the member of an annual membership fee and end on the 31st day of December of the year with respect to which the fee was paid, such member being hereafter referred to as a "**Paid Up Member**".

1.4 Any Member wishing to withdraw from membership may do so upon notice in writing to the Executive. Any Member in arrears of current membership fee for more than thirty (30) days shall not be entitled to any privileges of Members in good standing, and any Member in arrears of current membership fee for six (6) months or more shall be subject to removal from membership at the discretion of the Board.

1.5 Notwithstanding Bylaws 1.3 and 1.4, in the event that by January 1 in any year there are no Paid Up Members, the membership of the Paid-up Members from the immediately preceding year shall continue in good standing until after the close of the next succeeding Annual General or Special General Meeting of members.

BYLAW 2 FISCAL YEAR

2.1 After May 31, 2009 the fiscal period of the Society shall be the three month period ending August 31, 2009 and thereafter in each year shall be the twelve month period ending August 31.

BYLAW 3 THE BOARD

3.1 The Society shall have a **Board** consisting of no fewer than three and no more than 7 directors who are Members.

3.2 The Board shall have the authority to make, amend and rescind such policies as it may from time to time deem necessary or desirable for the proper operation of the Society, subject to any guidance provided by resolutions of the Members at any annual general meeting of the Members ("**Annual Meeting**") or any special meeting of the Members called pursuant to Bylaw 8 ("**Special Meeting**").

3.3 Without limiting the generality of the foregoing, the Board shall have the authority:

3.3.1 To appoint the members of the Executive.

3.3.2 To appoint and determine the remuneration, if any, of an **Executive Director** to manage and oversee the operations of the Society on a day to day basis.

3.3.3 Subject to ratification by a resolution ("**Special Resolution**") supported by at least 75% of the Members in attendance at an Annual Meeting or Special Meeting, to dismiss the Executive Director.

3.3.4 To amend or approve for presentation and approval at the Annual Meeting the budget for each fiscal year, as presented to the Board by the Treasurer.

- 3.3.5 If authorized by the unanimous vote of all of the other members of Board, to expel any member of the Board or Executive for conduct deemed by the other Board members to be prejudicial or injurious to the best interests of the Society. Prior to the Board instituting such action, the Board or Executive member to be expelled must be given eight (8) days notice in writing and given an opportunity to show cause why the Board or Executive member should not be expelled.
- 3.3.6 To reprimand or suspend any Member who is not on the Board or Executive for conduct deemed by the Board to be prejudicial or injurious to the best interests of the Society. Notice of such suspension and the reasons for it shall be given to the Member concerned and the Member shall have the right to appear before the Board to answer to the grievance before the Board reprimands or suspends the Member. A Member so suspended may be expelled from membership by a Special Resolution.
- 3.4 Except as otherwise specifically provided in these Bylaws, a resolution of the Board at a duly called Board meeting shall be valid if it is on a matter of which notice was given in the calling of the meeting and is supported by a majority of the directors present.
- 3.5 Between Annual Meetings the Board may appoint a director to any vacancy on the Board however caused or, within the limits prescribed in bylaw 3.1, appoint directors in addition to those elected at the preceding Annual Meeting.
- 3.6 Board appointment of directors shall be by unanimous vote of directors present at a meeting of the Board duly called for the purpose.
- 3.7 Three (3) members of the Board shall constitute a quorum at Board meetings.
- 3.8 The President, Vice President or any two (2) members of the Board may call a meeting of the Board on no less than 3 days notice of the time, place and date of the meeting and of the business proposed for such meeting.

BYLAW 4 THE EXECUTIVE

- 4.1 The administration of the Society shall be conducted by the **Executive** in accordance with these Bylaws and any policies set by the Board.
- 4.2 The Executive shall consist of all of the following officers appointed by the Board from the ranks of the directors:
- President
 - Vice President
 - Secretary
 - Treasurer
- Any director may hold more than one of the designated offices.
- 4.3 Each officer shall hold office from time of appointment until the first meeting of Directors following the next Annual Meeting unless earlier terminated by resignation or replacement by resolution of the Board.
- 4.4 Any vacancy in the office of President shall be filled by the Vice President or, in the event of his or her refusal or inability to act, by Board appointment. Any other vacancy in the Executive shall be filled by Board appointment.
- 4.5 The Executive Director shall be an ex-officio member of the Executive and attend at, report to and advise at all meetings of the Board, Executive and the Members. The Executive

Director shall continue in that position until resignation or termination in the manner provided for in Bylaw 3.3.3.

BY-LAW 5 DUTIES OF THE EXECUTIVE

- 5.1 The duties of the Executive shall be as follows:
 - 5.1.1 To further the objects of the Society in an efficient and effective manner.
 - 5.1.2 To be the custodian of the Society's assets and to carry out the administration of the Society.
 - 5.1.3 To record its proceedings and report to the membership at the Society's Annual Meeting.
- 5.2 Two (3) members of the Executive shall constitute a quorum at Executive meetings.
- 5.3 Any member of the Executive, including an ex officio member, may call a meeting of the Executive on no less than 3 days notice of the time, place and date of the meeting and of the business proposed for such meeting.
- 5.4 The President:
 - 5.4.1 shall be the chief executive officer. The President shall preside over all the meetings of Board, Executive and the Member meetings of the Society; however, the Vice President may be Acting Chairman of such meetings in the absence of the President;
 - 5.4.2 shall be ex officio member of all committees except the nominating committee;
 - 5.4.3 shall, whenever practicable, conduct all meetings according to Robert's Rules of Order, current edition and shall enforce parliamentary procedures;
 - 5.4.4 shall call such meetings of the Board and Executive as the President deems proper and sufficient.
- 5.5 The Vice President:
 - 5.5.1 Shall assume the office and duties of the President in the absence, incapacity or resignation of the President;
 - 5.5.2 Shall perform such other duties as may be specified by the Board or these bylaws.
- 5.6 The Treasurer:
 - 5.6.1 shall supervise the keeping of the books and receipts for the purpose of businesslike accounting of the Society's revenues and expenses;
 - 5.6.2 shall present a detailed financial statement at each Annual Meeting and shall report to the Executive, at such time as instructed by the President, on the financial standing of the Society;
 - 5.6.3 shall be a member of any finance committee of the Executive;
 - 5.6.4 prior to the Annual Meeting shall present to the Board an operating budget for the following fiscal year;
 - 5.6.5 shall act under the general direction of the President.
- 5.7 The Secretary:
 - 5.7.1 shall see to the maintenance of the minute book and corporate records of the Society;
 - 5.7.2 shall attend to keeping the Society in good standing with the office of the Registrar of Corporations;
 - 5.7.3 shall act under the general direction of the President.

BYLAW 6 AUTHORITY OF THE EXECUTIVE

- 6.1 The Executive shall have the authority to carry out objects of the Society and for that purpose to conduct or cause to be conducted the business and operations of the Society within those objects and the policies approved by the Board and/or the Members.
- 6.2 Without limiting the generality of the foregoing, the Executive shall have the authority:
- 6.2.1 To authorize expenditures necessary for the normal business of the Society.
 - 6.2.2 To retain and dismiss personnel as may be necessary to carry out the normal maintenance and operation of the Society and its property.
 - 6.2.3 To fix and adjust the remuneration paid to any such personnel.
 - 6.2.4 To create such committees and other positions as the Executive may consider necessary or desirable for the proper operation of the Society, to appoint members to such committees or positions and to delegate to the Executive Director or such committees or appointees such functions as the Executive deems necessary or desirable.

BYLAW 7 ANNUAL MEETING

- 7.1 An Annual Meeting shall be held within one hundred twenty (120) days of the end of each fiscal year of the Society for the purpose of:
- 7.1.1 Receiving and considering reports by the Executive;
 - 7.1.2 Receiving and considering a detailed financial statement prepared by the Treasurer and audited pursuant to the provisions of Bylaw No. 9;
 - 7.1.3 Approving the operating budget for the current year;
 - 7.1.4 Electing the Board;
 - 7.1.5 Appointing Auditors; and;
 - 7.1.6 Considering any new business.
- 7.2 Prior to an Annual Meeting the Board shall appoint a Nominating Committee to receive and originate nominations for election to the Board to be considered at that Annual Meeting. The Nominating Committee so appointed shall include the Executive Director.
- 7.3 The Nominating Committee shall identify the needs of the Society at the Board and Executive level and recruit and nominate nominees with the skill sets necessary to fulfill those needs.
- 7.4 Any Member may submit in writing to the Nominating Committee the member's name or that of another Member for a position on the Board. If such submission is received at least 14 days prior to the scheduled date of the Annual Meeting and the nominee is qualified to act as a director, the name of such nominee shall be included in the slate of director nominees proposed by the Nominating Committee at the Annual Meeting. Notice of the provisions of this Bylaw 7.4 and of the Nominating Committee members shall be included in the notice required by Bylaw 7.6.
- 7.5 Only the slate of director nominees proposed by the Nominating Committee shall be considered and voted on at the Annual Meeting. The election of any person as director shall be subject to such person consenting to so serve.
- 7.6 At least twenty one (21) days prior to an Annual Meeting, written notice shall be given to every Member advising of the time, place and date of the Annual Meeting, of the particulars of any special business to be brought before the meeting.
- 7.7 Any motion carried during an Annual Meeting shall constitute specific instructions to the Board and Executive.

7.8 One quarter of the total number of voting Members in good standing shall constitute a quorum at all Annual and Special Meetings of the Society

7.9 Only Members in good standing shall be entitled to vote meetings of Members. Members may vote in person or by a proxy duly authorized in writing to do so by an absent Member.

7.10 Except as otherwise provided in these Bylaws, voting on matters shall be by show of hands, subject to the right of any Member to demand a recount.

BYLAW 8 SPECIAL MEETING

8.1 A Special Meeting of the Members:

8.1.1 may be called by the President alone or by resolution of the Board or Executive; or

8.1.2 shall be called by the President or Executive when so requested in writing by 20% or more Members in good standing, such request to include a statement of the purpose of the meeting and the business proposed to be transacted at the meeting.

8.2 At least twenty one (21) days written notice of a Special Meeting shall be given to every Member advising of the time, place and date of the Special Meeting and particulars of the special business to be brought before the meeting.

8.3 In the case of a Special Meeting held pursuant to the request of Members as provided in clause 8.1.2, the Executive may add to the notice of meeting any additional business to be transacted at the meeting that it deems proper in the circumstances..

8.4 A Special Meeting shall transact only the business specified in the notice.

8.5 Special Meetings shall be held under the chairmanship of the President or, in the President's absence, any other officer appointed as chair by ordinary resolution of the meeting.

8.6 The provisions of Bylaws 7.3 to 7.6 inclusive shall apply to a Special Meeting.

BYLAW 9 AUDIT

9.1 The books, accounts and records of the Treasurer shall be audited prior to the Annual Meeting by a duly qualified professional accountant or two (2) members of the Society appointed for that purpose. The auditor(s) shall sign the Treasurer's financial statement and note thereon any irregularities noticed during the review of books and records.

9.2 The books and records of the Society may be inspected by any Member at the Annual Meeting or by any Member at any other time, in the presence of the officers in charge, provided reasonable notice has been given the officer in charge of such records and subject to the arrangement of a mutually satisfactory time.

9.3 Each member of the Board and Executive shall have access to all books and records at all times, in the presence of the officers in charge, subject only to reasonable notice.

BYLAW 10 GENERAL PROVISIONS

10.1 Notices required or permitted by these Bylaws to be given to members of the Board or Executive or other Society Members shall be given by personal delivery or by mail, email or facsimile transmission to the last known address or number of the member on the Society

membership list. Each Member shall be responsible for the updating of his or her address or number on such list. Except in the case of interruption of postal service, notices given by mail shall be deemed to have been received three business days after posting in Edmonton.

10.2 For the purpose of carrying out its objectives, the Society may from time to time borrow money or issue debentures but such power shall be exercised only under the authority of a Special Resolution.

10.3 Except for expenses incurred on behalf of the Society, no member of the Board or Executive, other than the Artistic Director, shall receive any remuneration for services on the Executive or to the Society.

10.4 Except for expenses incurred on behalf of the Society, no Member of the Society who is not on the Executive shall receive any remuneration for services to the Society unless approved by the Executive.

10.5 These Bylaws may only be amended by Special Resolution.

BYLAW 11 DISSOLUTION

11.1 Upon the dissolution of the corporation and payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1 (1) of the *Income Tax Act (Canada)*.

Enacted as the Bylaws of the Society at its Annual and Special General Meeting on November 23, 2014.

John D. Neilson, Secretary