THE SOCIETIES ACT

BYLAWS OF

Choral Morphosis Arts Society

Article 1 Name

1.1 The name of the organization is Choral Morphosis Arts Society. The abbreviation is CMAS.

Article 2 Definitions

2.1 Definitions of Terms

a. "*Societies Act*" will mean the *Societies Act*, *Revised Statutes of Alberta 2000 Chapter S-14*, as amended from time to time.

b. "Society" will mean CMAS.

c. "Person" will mean any natural person, corporation, organization, Society, partnership, or other unincorporated association.

d. "Board of Directors" or "Board" or "Directors" will mean the elected Board of Directors of CMAS.

e. “Executive Officers” include the President, Secretary, and Treasurer.

f. “Member at Large” will mean a Board Member that is not an Executive Officer.

g. “Members” will mean any current member of CMAS in good standing.

h. "Special Resolution" will mean a resolution proposed at a special meeting or added to the agenda of a general meeting.

i. “In Camera” will mean a private meeting of Directors only.

2.2 When interpreting these Bylaws, the *Societies Act* will be used as the primary reference, although other legislation and regulations may also apply.

Article 3 Membership

3.1 A Member is any person who completes an application and pays the annual fees. It is assumed members have the capacity to participate fully in the business of the Society, as required by law.

3.2 Membership fees are decided by the Board of Directors annually. Fees for individual members could be waived at the discretion of the Board.

3.3 The Society will maintain an active Membership list.

3.4 Membership Rights and Responsibilities

a. Members are responsible for conducting themselves in accordance with the Bylaws and Objectives of the Society.

3.5 Members have the right to attend any board meeting as an observer. They may be asked to step out during in-camera discussions.

3.6 Cancellation and Withdrawal from Membership

a. Any Member wishing to withdraw from Membership may do so by written notice to the Board. The day the Board receives the notification of withdrawal, the individual will cease to be a Member.

b. Membership is valid from the time of purchase until the 30th day of June.

c. Any Member who acts in contravention of the Bylaws of the Society or whose conduct is improper, unbecoming, or likely to endanger the interest or reputation of the Society may be suspended for a period not exceeding six months or expelled from the Society at the discretion of the Board of Directors. Members will be given ten days' written notice of the date the suspension/expulsion will become effective. Members may request a meeting with the Board of Directors to discuss the matter. The decision of the Board of Directors is final.

d. Any Member who resigns, withdraws, or is expelled from the Society forfeits all rights, claims, and any interest associated with Membership in the Society. There will be no reimbursements of fees.

e. Membership in the Society may not be transferred, assigned, or transmitted. All rights and privileges of Membership shall cease upon the Member's death, retirement, or resignation and may be expelled by Special Resolution of the Members.

Article 4 Meetings of the Society

4.1 Annual General Meeting

The Society's Board of Directors will call an Annual General Meeting each year on or before the end of the sixth month following the Society's fiscal year-end and provide all Members with no fewer than 21 days' notice of the date, time, and place of the meeting.

4.2 Special General Meeting

The President may call Special General Meetings of the Members upon a written request by a majority of the Members. The Special General Meeting will be held within 21 days of the written request and notice of the date, time and place of such meeting.

The President of the Society may call a Special General Meeting upon the request of the majority of the Board of Directors. Members must be notified no less than 21 days before the meeting.

4.3 Notice

Members will receive notice of all Society meetings by email, phone, or any communication method chosen by the Board.

4.4 Quorum

Quorum for General Meetings and special meetings will be determined by the following:

a. At least 10% of the Membership, which includes Board Members.

b. At least 50% of the Board Members.

4.5 Attendance

A Member can attend a meeting by any method approved by the Board of Directors. Attendance methods may include in-person, phone, or virtual/online participation. A majority of the Members present will decide all business at the Society's meetings unless the Bylaws or the *Societies Act* indicate otherwise.

4.6 Voting

Each Member will be entitled to one vote in person or via video conferencing. Online voters must confirm their identity by video before their vote is counted.

The individual chairing the meeting will not vote unless there is a tie. The Chair will cast the deciding vote to break a tie. The President will be the default Chair of the meetings; the President may also assign Chair duties to a different Board Member.

The Board of Directors will determine the manner of voting to permit all Members to demonstrate their stance on an issue.

A resolution will become effective as soon as the Members have consent or at a time outlined as part of the voting process.

There will be no proxy votes permitted.

4.7 Business of the Annual General Meeting

The business of the Annual General Meeting will include but not be limited to:

a. Approve the reports of the Board of Directors.

b. Receive and consider the report of the Auditors of the Society for the past fiscal year.

c. Approve the Auditors for the next fiscal year.

d. Consider any resolutions properly presented to the Membership.

e. Consider any other business brought before the Membership.

f. To dissolve the current Board of Directors and elect the incoming Board of Directors.

Article 5 Board of Directors

5.1 Number of Directors

The Society's Board of Directors will consist of the Executive Officers and up to 3 Members at large.

5.2 Powers

The Board of Directors will manage the business of the Society under the Society's Bylaws and the *Societies Act.* Society business may include, but is not limited to:

a. Appoint officers and agents to carry out the objectives of the Society.

b. Authorize the employment or contract of individuals to carry out the objects of the Society.

c. Develop, implement, and amend consistent policies, procedures and standards for business conduct and affairs.

d. Open and maintain bank accounts for the Society, designate signing officers under the provisions of these Bylaws, and execute all documents and related business activities of the Society with its chartered bank, trust company or treasury branch.

e. Enlist the support of an Auditor.

f. Approve and sign financial items issued and incurred in the name of the Society by at least two Directors.

g. Establish Committees to carry out the business and purposes of the Society. Each Committee will report to a Board Member.

5.3 Qualifications of Directors

Any Member in good standing will be eligible to stand for Directorship on the Board.

A Director may be removed from the Board of Directors at the discretion of the Executive of the Board if a Director is absent without reasonable cause from three consecutive Board meetings or one-half of the Board meetings during a one-year period. Upon a majority vote of all members in good standing, any Director or Executive Officer may be removed from office for any cause which the Society may deem reasonable.

5.4 Meeting of Directors

The Board will determine meetings of the Society's Board of Directors.

The Board may convene a meeting at any time or place as long as at least 50% of current Board Members are in attendance.

Meetings may take place by any means that permits Directors to participate actively and interact with each other.

The President will chair meetings unless designated to another Director.
Resolutions will take effect as soon as they pass unless otherwise stipulated.

Any Member of the Society may attend, present at or observe a board meeting. The Board, as necessary, can hold in-camera discussions where Members will be asked to leave.

5.5 Indemnity

Every Member of the Society's Board of Directors will be indemnified. The Society shall purchase insurance to indemnify the Directors.

5.6 Term and Election of Directors

Elections to the Board of Directors will be held at the Annual General Meeting.

A Member may serve on the Board for a maximum of six consecutive years in the same position.

The Board of Directors may appoint any vacancies. Appointees will serve until the next Annual General Meeting, when they may stand for election.

5.7 Duties of Executive Officers

The President will be the default Chair of all meetings; the President may also assign Chair duties to a different Board Member. The President will be an ex officio Member of all standing committees and perform other duties as specified by the Board.

The Secretary, or their designate, will attend all General and Special meetings of the Board, keep a digital copy of all meeting minutes, distribute or make available within seven days of each meeting, and perform other duties as specified by the Board. They shall maintain membership records and shall have charge of the Seal of the Society, which shall be authenticated by the signature of the Secretary and the President whenever used.

The Treasurer will maintain the Society's finances, prepare the Annual Budget and Annual Financial Statement with the assistance of an Accountant, Bookkeeper, and/or Auditors, and perform other duties as specified by the Board.

5.8 Remuneration of Directors

The Board of Directors shall not receive payment for their regular volunteer and Board services.

Article 6 Accounts

6.1 The Board of Directors will review the finances of the Society at each Board meeting.

6.2 The Society's fiscal year will end on the 30th day of June each year.

6.3 The books and accounts will be audited at least once a year by the Auditor.

6.4 The Treasurer will prepare audited statements with the Society's income, disbursements, assets and liabilities for presentation at the Annual General Meeting.

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

Article 7 Books and Records

7.1 The books and records of the Society may be made available for a scheduled review by any Member within the statutes and laws governing public disclosure for Society members.

Article 8 Amendment of Bylaws

8.1 The Bylaws of the Society will not be rescinded, altered, or added to except by a Special Resolution approved by a vote of not less than 75% of voting Members at a General Meeting or Special General Meeting of the Society.

Article 9 Dissolution

9.1 At dissolution or winding-up of the Society, all debts and liabilities of the Society will be resolved first. Any surplus of funds will be donated to a charitable organization approved by a special resolution of the Members.

Bylaws approved on June 17th, 2023 at 10209 123 St NW, Edmonton, AB T5N 1N3.

Name	*Position*	*Signature*
Melissa Hladyshevsky	President	______________________________
Donna Pickle	Secretary	______________________________
Karlene Guy	Treasurer	______________________________
Tammy-Jo Mortensen	Member at Large	______________________________
Ian Murdock	Member at Large	______________________________