

Pro Coro Society - Edmonton

BYLAWS

1. DEFINITIONS

"Board" means the Board of Directors of the Society;

"Bylaws" means the Bylaws prescribing regulations for the Society;

"Choir" means the chamber choir functioning pursuant to the objects of the Society;

"Choir Member" means a member of the Choir who is engaged to perform in the majority of the concerts in any Choir season;

"Director" means a voting member of the Board;

"Managing and Artistic Director" means the employee hired by the Board to oversee the operations of the Society, whose title may change from time to time;

"Member" means a member of the Society as defined in Section 3 of these Bylaws;

"Singer Representatives" are elected by the choir membership to attend Board meetings as ex officio members and may serve in a voluntary capacity on Board committees.

"Subscriber" or "Passholder" are those individuals who have purchased a pass for a concert series.

"Society" means Pro Coro Society - Edmonton;

"Special Resolution" has the meaning ascribed to it by the Societies Act;

2. CONSTRUCTION OF BYLAWS

2.1. **Societies Act.** When construing these Bylaws, reference shall be had to the Societies Act being Chapter S-14 of the Revised Statutes of Alberta, 2000 as amended from time to time and the words and expressions used in the Bylaws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in that statute.

3. MEMBERSHIP IN THE SOCIETY

3.1. **Eligibility.** Any person who is eighteen (18) years of age or older and in agreement with the objects of the Society shall be eligible for membership in the Society.

- 3.2. **Application for Membership.** Any person eligible for membership may apply for membership by submitting to the Society the annual membership fee, which shall be in an amount of CAD \$10 unless amended by the Board.
- 3.3. **Automatic Membership.** Notwithstanding 3.2 above, unless the person elects otherwise the following shall be, without payment of membership fees and without any approval of the Board, members of the Society:
 - 3.3.1. anyone who is a paid-up subscriber or passholder to any series of Choir concerts in one fiscal year (meaning from July 1 through the following June 30);
 - 3.3.2. every paid member of the Choir;
 - 3.3.3. all staff members.
- 3.4. **Additional Membership Categories.** The Board shall have the authority to nominate specific individuals to additional membership categories such as, but not limited to: Lifetime Member or Patron. Nomination of such members will be presented annually at the Annual General meeting of the Society for approval.
- 3.5. **Register of Members.** The Society's lists of Directors, subscribers/passholders, paid up members, Choir Members and staff shall stand as the Register of Members for all purposes of the Society and these Bylaws.
- 3.6. **Termination of Membership.** Except as provided in Section 3.3 above, a membership in the Society shall lapse on the 30th day of June each year unless renewed by payment of the annual fee.
- 3.7. **Resignation.** Any member may resign by notice in writing to the Board.

4. MANAGEMENT OF THE SOCIETY

- 4.1. **Board of Directors.** The management of the affairs and business of the Society shall be controlled by a Board consisting of a minimum of Nine (9) and a maximum of Thirteen (13) Directors. The Managing and Artistic Director shall be a non-voting ex officio member of the Board. The immediate past-president may be an ex officio non-voting Director of the Board. The choir will have a maximum of two singer representatives as non-voting members at any given Board meeting.
 - 4.1.1 Members of the board shall serve for terms of a maximum of two years, as defined in paragraph 6.4 herein, to a maximum of three consecutive terms.
 - 4.1.2 A Board member may have their maximum terms extended to serve their term as Chair of the Board by majority support of the Board.
- 4.2. **Board Authority - General.** The Board shall have the authority to carry out, or cause to be carried out, the objects of the Society and for that purpose to make or cause to

be made for the Society in its name, any kind of contract which the Society may lawfully enter into and generally exercise all such other powers and all such other acts and things as the Society is by its constitution or otherwise authorized to exercise and do.

4.3. Board Authority - Specific. Without in any way limiting the generality of Section 4.1 for the purpose of carrying out the objects of the Society, the Board shall have the authority to cause the Society or its Officers on behalf of the Society:

- 4.3.1. to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of all assets and property of the Society for such consideration and upon such terms and conditions as the Directors deem advisable;
- 4.3.2. borrow or raise or secure the payment of money in any manner the Directors deem appropriate and in particular by the issue of debentures but in no case shall debentures be issued without the sanction of a Special Resolution of the Society;
- 4.3.3. draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- 4.3.4. raise funds by the sponsorship of games of chance and such other activities as may be supervised by the Alberta Gaming Liquor and Cannabis Commission and in respect of such projects, the Board may delegate to any Director or Member of the Society any authority required to be exercised for that purpose;
- 4.3.5. On the support of a motion by vote of two-thirds of the Board at a meeting duly called after ten (10) days written notice of the meeting and purpose thereof to the person affected by the motion, remove for any cause that the Board deems reasonable:
 - 4.3.5.1. any Officer from office
 - 4.3.5.2. any Director from the Board; or
 - 4.3.5.3. any person from membership in the Society; provided that at such meeting the affected person, if present, is given an opportunity to address the Board with regard to the removal.

4.4. Delegation. The Board may from time-to-time delegate such of its responsibility, duties and powers to the Executive Committee or other committees as it may deem appropriate.

4.5. Officers of the Society. Officers of the Society shall be appointed by the Board from among the Directors as follows:

Chair
Vice Chair
Corporate Secretary
Treasurer

4.5.1 The Board shall have the authority to appoint any member including a lifetime member as an officer of the Board for specific functions like the casino.

4.6. **No Remuneration.** No Officer or Director shall receive any remuneration for services in that capacity unless the Board shall otherwise determine.

5. MEETINGS OF THE SOCIETY

5.1. **Annual General Meeting.** An Annual General Meeting of the members of the Society shall be held not later than the 20th day of December in each year on a date and at a time and place to be determined by the Board.

5.2. **Special Meetings.** Special Meetings of the Society may be called at any time by the Chair or upon the written request to the Chair or Vice Chair by twenty percent of the members of the Society or by one-third of the Directors of the Board.

5.3. **Notice.** Written notice of the Annual General Meeting and of any special meeting shall be given at least 21 days prior to the date set for the meeting to each member of the Society:

5.3.1 Notices may be delivered by electronic media or print media distributed to all members, or by the members' specified preferred platform.

5.4. **Quorum.** A quorum necessary for the conduct of business at a meeting of the membership of the Society shall be 25 members registered in that year, present either in person or virtually and/or by proxy.

5.5. **Chair.** The Chair, or in the absence of the Chair, the Vice-Chair shall preside at meetings of the membership of the Society. In the absence of both, any other officer may preside.

5.6. **Voting.** All members of the Society shall be entitled to one vote at meetings of the membership of the Society except that in the case of a tie the presiding Chair or Vice Chair shall have a second or casting vote.

5.7. **Proxies.** A member of the Society may vote by means of proxy at meetings of the Society provided that they shall cause to be filed with the Corporate Secretary prior to the commencement of the meeting a form of proxy approved by the Board. ^(Note 1)

5.8. **Order of Business.** The business at the Annual General Meeting of the Society shall include presentation of the Society's financial statement and appointment of auditors for the following year and may follow the order of business as follows;

5.8.1 Call to order by the Chair;

- 5.8.2. Reading of the minutes of the preceding Annual General Meeting and of and special meetings held since the Annual General Meeting;
- 5.8.3. Business arising out the minutes;
- 5.8.4. Communications;
- 5.8.5. Report of the Managing and Artistic Director;
- 5.8.6. Report of the Auditors;
- 5.8.7. Report of the Chair;
- 5.8.8. Reports of standing committees;
- 5.8.9. Reports of special committees;
- 5.8.10. Nominations Report of the Governance and Board Development Committee;
- 5.8.11. Nomination and election of the Directors of the Board;
- 5.8.12. Business of the Society;
- 5.8.13. Adjournment.

6. ELECTION OF DIRECTORS AND OFFICERS

6.1. **Nominations.** At least 21 days prior to the Annual General Meeting of the members of the Society, the Board shall submit a list of nominees to stand for election as directors, as part of the written Notice of the Society distributed to all members.

- 6.1.1. Nominations from the "floor" shall come to administration 30 days before the Annual General Meeting.

6.2. **Election of Directors and Officers.** At the Annual General Meeting:

- 6.2.1. an election shall be held to determine what additional Directors shall be elected out of the list proposed by the Board; and/or nominations received from the " floor" as referenced in 6.1 .1; and
- 6.2.2. the Officers shall be appointed from among the Directors at the first meeting of the Board of Directors following the Annual General Meeting.

6.3. **Qualification for Office.**

- 6.3.1. Directors shall be elected only from the membership of the Society and only if they consent to such election.

6.4. **Term of Office.**

- 6.4.1. Directors elected pursuant to Section 6.2 shall hold office for a term ending on the date of the second Annual General Meeting of the Society held after the date of their election.

6.4.2. Officers shall hold office for a term ending on the date of the second or third Annual General Meeting of the Society held after the date of their appointment. The term of office is to be recommended by the Board. A Director or Officer may resign by submitting notice in writing to the Chair.

6.5. Board May Appoint. Between Annual General Meetings of the Society the Board may fill any vacancies among the officers and may appoint any member of the Society as a Director to hold office until the next Annual General Meeting of the Society following the appointment.

7. MEETINGS OF THE BOARD

7.1 **Frequency of Meetings.** The Board shall meet at the call of the Chair at such time, place and with such frequency as shall be necessary. There shall be no fewer than four (4) meetings of the Board annually, the first of which shall be held immediately following the annual meeting of the membership of the Society and the others of which shall be held on dates to be decided by the Board.

7.2 **Notice.**

7.2.1. The Corporate Secretary shall cause notice of each meeting of the Board to be communicated either in writing or orally to each member of the Board at least ten (10) days in advance of each meeting.

7.2.2. No error or omission in giving such notice of a meeting of the Board shall invalidate such meeting or make void any proceedings taken or had at such meeting.

7.2.3. Directors may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken thereat.

7.3 **Chair.** The Chair shall preside at Board meetings. If the Chair should be unable or unwilling to preside, the Vice Chair shall do so. If neither is able or willing, the Board may appoint some other Director to preside.

7.4 **Quorum.** The quorum required for the conduct of business of the Board shall be a majority of the Directors in person and/or by proxy.

7.5 **Voting.** Each Director, except the chair, shall be entitled to one (1) vote at meetings of the Board. In the event of a tie the Chair or acting Chair shall have a casting vote.

8. ACCOUNTING AND AUDIT

8.1 **Audit.** The financial books, accounts and records of the Society shall be audited prior to the Annual General Meeting by a duly qualified professional accountant, or two (2) members of the Society appointed for that purpose at the previous annual general meeting. The auditor(s) shall sign and certify the financial statement and note thereon

any irregularities noticed during the review of books and records. Such certificate shall be in a form sufficient for filing with the Registrar as defined in the Societies Act (RSA 2000 2-14) as amended from time to time.

- 8.2 **Inspection of Records.** The books and records of the Society may be inspected by any Member at any other time, in the presence of the Corporate Secretary, provided reasonable notice has been given to the Corporate Secretary in charge of such records and subject to the arrangement of a mutually satisfactory time. Each Director shall have access to all books and records at all times subject only to reasonable notice.

9. FUNCTIONS OF OFFICERS

- 9.1. **Chair.** The Chair shall preside at meetings of the society and of the Board as otherwise provided in these Bylaws. The Chair shall be an ex-officio member of all Board Committees.
- 9.2. **Vice Chair.** The Vice Chair may preside at meetings of the Society and of the Board in the absence or unwillingness of the Chair as otherwise provided in these Bylaws.
- 9.3. **Treasurer.** The Treasurer shall oversee all financial aspects of the Society. At the Annual General Meeting of the Society the Treasurer shall present a financial statement covering all income and expenditures for the preceding year.
- 9.4. **Corporate Secretary.** The Corporate Secretary shall be responsible for the custody of minutes of the proceedings of meetings of the society and of the Board, and other books and records of the Society including Bylaws and Governance and Policy Manuals, as well as for any filings required to comply with applicable legislation and contractual commitments.

10. AMENDMENT OF THE BYLAWS

- 10.1. These Bylaws may be rescinded, altered, or added to by resolution at the Annual General Meeting of the Society, or by Special Resolution distributed to the membership.

11. DISSOLUTION.

- 11.1. Upon the dissolution of the Society, after payment or satisfaction of all Society obligations, the balance of the assets of the Society shall be donated to the artistic, cultural, benevolent, or charitable organization designated in the dissolution resolution, provided that such entity is a registered charity in good standing under the Income Tax Act (Canada). None of the assets may be distributed to any member of the Society.

Note 1: Proxy Policy of the Board of Pro Coro Canada (Supplementary to the Bylaws):

At duly constituted meetings of the Society, every member of the Society will be deemed, by default, to have given their proxy to the Corporate Secretary (or another board member designated by the Board to receive and exercise the proxies), unless that member of the Society either:

- Attends the meeting of the membership either in person or virtually (e.g., via electronic means provided by the Society); or
- Provides a proxy in writing to some other member of the Society, to be registered with the Corporate Secretary; or
- Notifies the Society, in writing prior to the meeting, that the member declines to give their proxy to the Corporate Secretary (or designate).