

Newfoundland and Labrador Folk Arts Society Inc.

By-Law No. 1

ARTICLE 1 – PREAMBLE

1.1 **The Corporation**

The name of the Corporation is the Newfoundland and Labrador Folk Arts Society Inc., to be referred to in these By-laws as the Society.

1.2 **The By-Laws**

The following provisions constitute a by-law relating generally to the conduct of the affairs of the Society.

ARTICLE 2 – OBJECTS OF THE SOCIETY

The **objects of the Society** are: to promote the folk arts in Newfoundland and Labrador and throughout Canada; to foster creative expression of those arts; and to promote cooperation among organizations related to the folk arts of Newfoundland and Labrador.

ARTICLE 3 – CORPORATE STATUS OF THE SOCIETY

3.1 The Society is a corporation without share capital.

3.2 The activities of the Society shall be carried on without monetary gain to its members, and any profits or other gains or accretions to the organization shall be used in furthering its objectives.

3.3 The Society may receive and maintain a fund or funds and apply from time to time all or part of the funds or the income from the funds for charitable purposes; and to do all such things as are incidental or conducive to the attainment of the objects of the Society.

ARTICLE 4 – MEMBERSHIP

4.1 **Eligibility.** Membership shall be open to individuals and organizations who support the objects of the Society.

4.2 **Dues.** The Board shall establish the amount of dues to be paid annually by each class of members by the end of January each year in order to remain a member in good standing with voting rights.

4.3 **Honorary Life Members.** The Board may declare a person an Honorary Life Member to recognize the person's contributions to the Society or its objects.

4.4 **Resignations.** Members may submit resignations in writing to the Secretary.

ARTICLE 5 – BOARD OF DIRECTORS

- 5.1 **Establishment of Board.** The affairs of the Society shall be managed and administered by a Board of Directors consisting of between 8 and 12 members, all of who shall be individual members, who shall be elected for a term of one year at the Annual General Meeting of members.
- 5.2 The immediate **Past-President**, if not re-elected to the Board, may be appointed to the Board for one year.
- 5.3 **Vacancy.** A director's position shall be vacated by the director's resignation by submitting of a notice in writing to the Secretary or by missing three consecutive Board meetings without acceptable cause, or if he or she dies, is removed by the members, or becomes mentally incompetent or bankrupt The Board may at any time fill a vacancy.
- 5.4 **Calling of meetings.** Meetings of the Board may be formally called by the President or by the Secretary on direction in writing of two directors. Notice of such meetings shall be conveyed to each director not less than 48 hours before the meetings are to take place. The Board may appoint a day in any month for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting shall be held without notice immediately following the annual meeting of the Corporation.
- 5.5 **Quorum and authority.** A majority of directors shall constitute a quorum. The directors may consider or transact any business at any meeting of the Board. Any vote shall pass with a simple majority. Meetings shall be conducted in accordance with Roberts' Rules of Order.
- 5.6 **Resolution outside formal meetings.** Where a written resolution is signed by all the directors entitled to vote on that resolution at a meeting of the Board, the resolution is as valid as if it had been passed at a meeting of the Board.
- 5.7 **Conflict of interest.** Board members shall determine by a simple majority vote, whether or not a Board member has a conflict of interest. A Board member who declares conflict of interest or who has been declared so by the Board shall not enter into debate or vote concerning the matter.
- 5.8 **Appointment of CEO.** The Board may appoint a chief executive officer and set remuneration for the position.

ARTICLE 6 – OFFICERS

- 6.1 **Officers.** The officers of the Society shall be a President, Vice-President, Secretary, and Treasurer.
- 6.2 **Election.** The Board upon its election by the members shall elect the officers. The Officers hold office until re-elected or until a successor is elected.

- 6.3 The **President** shall preside over meetings of the Board or of the members of the Society, be ex officio a member of all committees, and have general oversight of the operations of the Society.
- 6.4 The **Vice-President** shall substitute for the President when necessary and perform such other duties assigned by the Board.
- 6.5 The **Secretary** shall issue calls for such meetings and shall keep a record of proceedings of all meetings of the Board and of the Society, shall ensure the preservation of records of the Society, and shall make the Annual Return required by the Corporations Act.
- 6.6 The **Treasurer** shall assist in the preparation of and monitor the budget, ensures the Board's financial policies are being followed, reports to the Board and members on finances, and oversees all financial transactions.

ARTICLE 7 – MEETINGS OF THE SOCIETY

7.1 The Annual General Meeting

7.1.1 **Date.** The Society shall hold its Annual General Meeting no later than September 30 of each calendar year. The Board shall set the place, day and time of the meeting.

7.1.2 **Notice.** The Secretary shall convey a notice to each member at least 21 days and not more than 50 days before the Annual General Meeting. This notice shall state the place, date and time of the Annual General Meeting, and any business requiring approval by the members.

7.1.3 Agenda for the Meeting

- Approve the agenda
- Adopt the minutes of the last annual general meeting
- Receive the president's report
- Receive the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report
- Appoint the auditors
- Elect the Board
- Consider matters specified in the meeting notice

7.1.4 A **quorum** is 25 members or 20% of the members, whichever is less, at the Annual General Meeting.

7.2 Special General Meeting of the Society

7.2.1 **Calling of Meeting:** A Special General Meeting may be called at any time: by a resolution of the Board to that effect or on the written request of at least five of the members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting.

- 7.2.2 **Notice.** The Secretary shall convey a notice to each member at least 21 and not more than 50 days before the Special General Meeting. This notice shall state the place, date, time and purpose of the Special General Meeting.
- 7.2.3 **Agenda.** Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.
- 7.2.4 **Procedure.** Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

ARTICLE 8 – COMMITTEES OF THE SOCIETY

- 8.1 **Appointment.** The Board shall appoint all members of committees. Appointees may be from the Board or be other members.
- 8.2 The following are **Standing Committees** responsible to the Board:
- 8.2.1 The **Finance Committee** consists of the Treasurer, as chair, and two other members and is responsible for:
- recommending budget policies to the Board
 - investigating and making recommendations to the Board for acquiring funds and property
 - recommending policies to the Board on disbursing and investing funds
 - establishing policies for Board and committee expenditures
 - arranging the annual audit of the books
 - reporting on the year's activities at the Annual General Meeting
- 8.2.2 The **Nominating Committee** consists of the immediate Past President, as chair, and two other members and is responsible for preparing a slate of nominees to the Board and presenting its recommendation to the Annual General Meeting.
- 8.2.3 The **Festival Committee** is responsible for all aspects of planning for and operating the annual Folk Festival.
- 8.2.4 The **Programming Committee**, whose chair shall be the Artistic Director, is responsible for the content of the Folk Festival and other events.
- 8.3 The Board may establish such **other committees** as it deems appropriate.

ARTICLE 9 – FINANCE AND OTHER MANAGEMENT MATTERS

- 9.1 **The Registered Office** of the Society shall be located in St. John's, Newfoundland and Labrador.
- 9.2 **Finance and Auditing**
- 9.2.1 The fiscal year of the Society shall end on December 31 of each year.
- 9.2.2 There shall be an annual audit of the books, accounts and records of the Society.

9.3 **Payments to members and Directors**

9.3.1 No member, director, or officer of the Society shall receive any payment for services as a member, director, or officer.

9.3.2 The Board may approve expenses incurred while carrying out duties of the Society.

9.4 **Directors' and Officers' Liability and Indemnity.** No director or officer shall be liable for a debt or liability of the Society. The Society shall indemnify and hold harmless out of the funds of the Society each Director and Officer from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer, but shall not indemnify a Director or Officer or any other individual for acts of fraud, dishonesty, or bad faith.

ARTICLE 10 – AMENDING THE BYLAWS

10.1 **Board power.** The Board may amend bylaws subject to ratification at the next Annual General Meeting.

10.2 **Process.** These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Society.

10.3 **Notice.** The notice of the Annual General or Special General Meeting of the Society shall include details of the proposed resolution to change the Bylaws.

10.4 **Effect.** Amended bylaws shall take effect at a time stated in the resolution to amend.