

BYLAWS OF THE ALBERTA MUSIC FESTIVAL ASSOCIATION

As Revised and Enacted on October 14, 2017

A. INTRODUCTION

BYLAW 1: NAME

1. The name of the organization is "Alberta Music Festival Association", referred to in these Bylaws as the "Association".

BYLAW 2: MEMBERSHIP

1. The Association is composed of local music festivals in Alberta who have applied for and have been accepted as Association members as per Bylaw 12.1. These festivals are referred to in these Bylaws as "Member Festivals."

B. THE BOARD

BYLAW 3: GOVERNING BODY

1. The Board is the governing body of the Association.

BYLAW 4: ORGANIZATION

1. The Board is composed of:
 - a. Members of the Executive Committee,
 - b. 2 (Two) representatives of each Member Festival having fewer than 750 (seven hundred and fifty) entries in its festival immediately preceding the Annual Meeting of the Board,
 - c. 3 (Three) representatives of each member Festival having at least 750 (seven hundred and fifty) entries in its festival immediately preceding the Annual Meeting of the Board.

BYLAW 5: MEETINGS

1. The Board shall hold an Annual General Meeting each year in the Fall. Any Special General Meeting shall be held at the call of the President or upon the written request of at least 5 (five) Member Festivals.
2. The Executive Committee shall determine the date of the Annual General Meeting and any Special General Meetings.
3. The Provincial Administrator shall give the contact person of each Member Festival, and each member of the Executive Committee, at least 14 (fourteen) days written notice of the date of each General Meeting.
4. 5.4: Documents to be considered at any General Meeting shall be sent to the contact person of each Member Festival. These documents may include but are not limited to: minutes of the previous Board meeting; the meeting agenda; an interim financial statement; any proposed syllabus changes; and any special resolutions.
5. The required 14 (fourteen) day notice of any General Meeting, and/or documentation, may in exceptional circumstances be waived for a specific Board meeting by resolution approved by at least 75% (seventy-five percent) of the members present and voting at that meeting.
6. The quorum at all General Meetings is voting representation from 30% (thirty percent) of the member festivals.

BYLAW 6: ELECTIONS AND VOTING

1. At its Annual General Meeting, in odd-numbered years, the Board shall elect the following members of the Executive Committee for a 2 (two) year term:
 - a. President
 - b. Vice President
 - c. Treasurer

- d. 2 (Two) Directors with 1 (one) director being elected on the even-numbered year.
2. Candidates for a vacant elected position will be determined by the board. The chair of the meeting shall call for further nominations from the floor. All nominees must be current members of the Board. If the position is not filled by acclamation, voting shall be by secret ballot.
3. In the event of an unexpected vacancy in an elected Executive Committee position, that Committee may appoint a replacement to hold office for the remainder of the vacant term.
4. Those eligible to vote at any given meeting of the Board are members of the Board as described in Bylaw 4.
5. A majority of 50% (fifty percent) plus 1 (one) of the ballots cast is required for election, other than by acclamation, to the Executive Committee. If no candidate receives the prescribed majority, the following procedure must be followed.
 - a. If there are only 2 (two) candidates, additional ballots shall be held until 1 (one) candidate is elected.
 - b. If there are more than 2 (two) candidates, a run-off election shall be held between the 2 (two) candidates having the largest number of votes. If the run-off vote is tied, additional ballots shall be held until 1 (one) candidate is elected.
6. Except where otherwise specified in these Bylaws, a majority of 50% (fifty percent) plus 1 (one) of the votes cast is required for approval of a resolution. A resolution that produces a tied vote shall be considered defeated.

C: THE EXECUTIVE COMMITTEE AND MEMBER RESPONSIBILITIES

BYLAW 7: EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of the following Officers:
 - a. Elected Officers
 - i. President
 - ii. Vice President
 - iii. Treasurer
 - iv. 3 (three) Directors
 - v. Immediate past President
 - b. Contracted Staff, which may include, but is not limited to the following:
 - i. Provincial Administrator
 - ii. Assistant Provincial Administrator
 - iii. Syllabus Coordinator
 - iv. Fundraising / Public Relations Coordinator
 - v. Additional staff may be contracted but shall not be considered a member of the Executive Committee (with the exception of the named Staff positions listed above).
2. Elected Officers shall have full voting privileges. Contracted Staff, as outlined in 7.1.b shall also have full voting privileges. Only Elected Officers shall make recommendations to the Board regarding contract fees and/or paid honoraria. Contracted Staff shall abstain from any and all votes regarding payment of said staff.
3. The Elected Officers of the Executive Committee may contract staff to oversee the general operations of the provincial festival. Contracts shall never exceed a five (5) year term. If a contract exceeds a one (1) year term, consideration shall be given for cost of living increases within that contract. Each contract may be subject to review by the Elected Officers of the Executive Committee during the term of the contract and, if deemed necessary, the contract terminated.
4. The Executive Committee shall appoint a recording secretary for Executive Committee and Board meetings.

5. Each elected member of the Executive Committee may serve a maximum of 2 (two) consecutive terms in the same elected position. The Treasurer is not subject to this limitation.
6. An Elected Officer of the Executive Committee shall be removed from office by resolution approved by 75% (seventy-five percent) of the votes cast at any meeting of the Board. The following procedure must be followed:
 - a. The Officer must be given written notice of the Board's intention to consider a motion to remove, such notice to include the resolution and all other relevant documentation;
 - b. Each Member Festival must be advised in writing at least 14 (fourteen) days before the meeting at which the resolution is to be considered, such notice to include the resolution and all other relevant documentation.
7. Any Executive Officer may resign before their term end with written notice to the Executive Committee.
8. The Executive Committee shall meet at the call of the President, but at least once before the Alberta Music Festival, and at least once before the Annual General Meeting. It shall also meet at the request of at least 4 (four) members of the Executive Committee. Committee members shall be given at least 7 (seven) days' notice of each meeting, such notice to include an agenda and any documentation relevant to the meeting.
9. The Executive Committee shall be responsible for carrying out the day-to-day business of the Association in accordance with these Bylaws and policies established by the Board.
10. In exceptional circumstances the Executive Committee may act on behalf of the Board when there is insufficient time for the Board to meet. The motion authorizing such action must be presented to the next meeting of the Board. Defeat of the motion shall not affect the legitimacy of any action already taken.
11. The Executive Committee or the President may invite any person to attend a meeting of the Executive Committee, such person to have privilege of voice.
12. Remuneration in the form of honoraria may be paid to the Treasurer. The Elected Officers of the Executive Committee, with the exception of the Treasurer, shall recommend to the Board the amount of such honoraria annually. Remuneration will not be given to any other Elected Officers. Contracted Staff shall receive remuneration as outlined in the terms of their contract/s.
13. Upon written request given to the President by a representative of a Member Festival, the Executive Committee shall make the books and records of the Association available for inspection by that representative. Such inspection may take place at the Annual General Meeting of the Board, or at any other time and place satisfactory to the representative and the Executive Committee member(s) having charge of the records.
14. The quorum at an Executive Committee meeting is 50% (fifty percent) plus 1 (one) of the Executive Committee membership.
15. If determined by the President or at least four (4) members of the Executive Committee, an Executive meeting may be held by phone, teleconference, or any other electronic means.

BYLAW 8: EXECUTIVE DUTIES

1. President

The President shall preside over all meetings of the Executive Committee and the Board, and ensure that the policies established by those bodies are implemented. He or she is an ex-officio member of all committees. The President is responsible for all other duties as determined by the Executive Committee.

2. Vice President

In the absence of the President, the Vice President shall assume the responsibilities of the President. The Vice President is responsible for all other duties as determined by the Executive Committee.

3. Treasurer

The Treasurer shall exercise general supervision of the financial affairs of the Association. He or she shall maintain a permanent record of the Association's receipts and expenditures, assets and liabilities, and shall present a reviewed financial statement to the Annual General Meeting of the Board. If a reviewed financial statement is unavailable at that time, the Treasurer shall present an unreviewed financial statement to the Annual General Meeting. The Treasurer shall present a proposed annual budget. The Treasurer is responsible for all other duties as determined by the Executive Committee.

4. Directors

Directors' duties shall include but are not limited to attending all Executive meetings; attending all General Meetings; act as Volunteer Coordinator/s for all festival events; act as historian for the Association; chair and/or serve on committees and/or sub-committees as the need arises.

5. Provincial Administrator

The Provincial Administrator is responsible for the efficient operation of the Provincial Festival. The Provincial Administrator is the custodian of the minutes of Executive Committee and Board meetings. He or she is also the custodian of the Bylaws ensuring that they are kept up-to-date; that all amendments have been recorded; and revised copies have been distributed to Member Festivals. The Provincial Administrator is responsible for all other duties as determined by the Executive Committee.

6. Immediate Past President

The Immediate Past President will serve in an advisory role and shall perform such duties as may be assigned by the Executive Committee.

D: COMMITTEES AND SPECIAL APPOINTMENTS

BYLAW 9: AUTHORITY TO ESTABLISH COMMITTEES

1. The Executive Committee or the Board may establish a Standing or Special Committee to deal with any matter it considers advisable in order to accomplish its aims, objects, and purposes. The terms of reference of any Committee shall be recorded in the minutes of the Executive Committee or the Board, as the case may be. Committee members may be drawn from the Board or from beyond.

BYLAW 10: SYLLABUS COMMITTEE AND APPOINTMENTS

1. The Executive Committee may establish a Syllabus Committee consisting of the Syllabus Coordinator who shall chair the Committee, and up to 4 (four) additional Board members. This standing Committee shall solicit proposed Syllabus changes, together with rationale, from members of the Executive Committee and member Festivals, and presents its recommendations to the Executive Committee. The Syllabus Committee shall present a written report containing the recommendations of the Executive Committee with rationale to the Board at the next General Meeting (or a meeting shall be called for this purpose). Recommendations approved by the Board shall be incorporated into the Provincial Syllabus for the following year.
2. The Syllabus Committee may establish sub-committees as it deems advisable, to which it may add members from the Board or beyond.

BYLAW 11: RULE INTERPRETATION / APPEAL COMMITTEE

1. The Rule Interpretation/Appeal Committee shall be composed of the President, who shall chair the Committee, and up to 4 (four) other Executive Committee Members. The main function of this Special Committee is to deal with any protest that may arise in relation to the Provincial Festival.

E: MEMBER FESTIVALS

BYLAW 12: ELIGIBILITY FOR MEMBERSHIP

1. Any organization operating a music festival in Alberta may be accepted as a Member Festival by resolution of the Board, provided each of the following conditions is met:
 - a. The Board receives, at an Annual General Meeting, an application for membership accompanied by a copy of the resolution requesting membership, which resolution shall have been passed by a majority of the members of the organization operating the music festival. The application must have been submitted to the Provincial Administrator at least 30 days before the Annual General Meeting.
 - b. The organization operating the music festival agrees to use the Association's Provincial Syllabus and to abide by the rules therein.
 - c. The organization operating the music festival provides assurance acceptable to the Board that the organization is competent to organize and operate a music festival within the Association.
 - d. The organization operating the music festival agrees that, as a Member Festival, it will pay the annual fees and other levies established by the Board.
2. The Provincial Administrator shall send to each new member Festival, upon acceptance by the Board of its application for membership, a copy of the Association's Bylaws.

BYLAW 13: ANNUAL FEES AND OTHER LEVIES

1. The amount of the annual fee assessed each Member Festival is the fee-per-entry multiplied by the number of entries the Member Festival had in the current year. Annual fees are due on December 31st (thirty-first). The fee-per-entry payable in a given year shall be determined by the Board at its Annual Meeting the preceding year. The Board may, with special resolution, impose an additional levy upon each Member Festival.
2. Provincial festival participant entry fees are due as/when specified by the Executive Committee and payable by the Member Festival to AMFA. If participant entry fees are not received by AMFA on or before the deadline set by the Executive Committee, those entry fees plus an additional late fee may be charged to the local festival. This additional late fee shall be set by the Executive but shall not exceed the total entry fee amount.

BYLAW 14: WITHDRAWAL AND EXPULSION

1. A Member Festival may withdraw from the Association upon submission to the Annual General Meeting of the Board a resolution passed by a majority of the membership of that Member Festival.
2. A Member Festival that does not maintain its adherence to the conditions of membership as stated in these Bylaws, may be expelled from the Association by a resolution approved by 75% (seventy-five percent) of the votes cast at any meeting of the Board. The following procedure must be followed:
 - a. The Executive Committee must demonstrate that the Member Festival has not maintained its adherence to the conditions of membership.
 - b. The Executive Committee must advise the Member Festival of the precise way(s) in which it has violated the requirements of membership.
 - c. The Executive Committee must give the Member Festival adequate written notice that it may face expulsion if it does not adhere to the requirements of membership.
 - d. The Executive Committee must give every Member Festival at least 28 (twenty-eight) days written notice of the Board's intention to consider a motion to expel a Member Festival, such notice to include all documentation relevant to the motion.
3. A Member Festival whose membership has been discontinued may reapply for membership in accordance with the provisions of Bylaw 12.

F: FINANCE AND OTHER MANAGEMENT MATTERS

BYLAW 15: FISCAL YEAR

1. The fiscal year of the Association is August 1 through July 31.

BYLAW 16: SIGNING OFFICERS

1. The signing officers in all financial matters of the Association are to be the Treasurer and 3 (three) other members of the Executive Committee which shall be appointed by the Executive Committee. 2 (Two) signatures are required to execute any transaction on behalf of the Association.

BYLAW 17: SEAL

1. The Provincial Administrator is the custodian of the Association's seal.

BYLAW 18: REVIEW OF THE FINANCIAL RECORDS

1. At each Annual General Meeting of the Board a professional auditor shall be appointed to audit the financial records of the Association.

BYLAW 19: BORROWING POWERS

1. For the purpose of carrying out the objectives of the Association, the Executive Committee may borrow money to a maximum of \$10,000.00 (ten thousand dollars).

BYLAW 20: DISTRIBUTION OF ASSETS

1. In the event that the Association is dissolved, all funds and other assets remaining after payment of all debts shall be distributed by resolution of the Board. In no event shall a member of the Board receive any funds or other assets of the Association.

G: BYLAW INTERPRETATION AND AMENDMENT**BYLAW 21: INTERPRETATION**

1. In the event of disagreement as to the meaning of these Bylaws, or disagreement about a matter not provided for in these Bylaws, the Executive Committee shall appoint a Special Committee to bring information and recommendations to the next Annual General Meeting of the Board for discussion and decision.

BYLAW 22: AMENDMENT

1. These Bylaws may be amended by a special resolution approved by at least 75% (seventy-five percent) of the tallied votes at any General Meeting of the Alberta Music Festival Association. Members of the Executive Committee and all Member Festivals must receive at least 21 (twenty-one) days written notice of the proposed amendment, such notice to include the proposed amendment.