

## **Edmonton Blues Society Bylaws**

### **Membership**

1. Membership fee, if any, shall be determined, from time to time, by the members at a general meeting. Any person may become a member upon payment of the fees, subject to a vote of members in good standing at a general meeting. Non-members may attend Society events as a guest of a member in good standing. Guests will sign an attendance register and be subject to the rules of attendance as set forward by the society and become the responsibility of the member which is sponsoring them.
2. Fees must be paid on an annual basis. If fees are not paid at the beginning of the year membership is suspended until fees are paid. Membership may be revoked at anytime for violation of Society rules. Membership may also be revoked by majority vote at a general meeting.

### **President**

3. The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the society and of the Board. In his/her absence, the Vice President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

### **Board of Directors**

4. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.
5. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society. Meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting may be called on the instructions of any two members provided they request the President in writing to call such a meeting and state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days notice in writing mailed to each member or by three days notice by fax or telephone. Any

- four (4) members shall constitute a quorum and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
6. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
  7. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.

### **Secretary**

8. It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. He /she shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.
9. The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

## **Treasurer**

10. The Treasurer shall receive all monies paid to the society and be responsible for deposit of same in whatever Banks, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

## **Auditing**

11. The books, accounts and records of the Secretary and treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year of the society in each year shall be April 1<sup>st</sup>.
12. The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

## **Meetings**

13. This society shall hold an annual meeting on or before August 31<sup>st</sup> the notice of which shall be posted on the Societies web page and sent to the Societies email list at least 14 days in advance of the meeting. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary- Treasurer), and three directors. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such

meeting. Any member in good standing shall be eligible to any office in the society.

14. General meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered in the mail eight (8) days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt of petition signed by one third of the members in good standing, setting for the reasons for calling such meeting, shall be posted on the Societies web pages and sent to the Societies email list eight (8) days prior to the meeting.
15. Five (5) members in good standing shall constitute a quorum at a meeting.

### **Voting**

16. Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

### **Remuneration**

17. Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the association shall receive any remuneration for his /her services.

### **Borrowing Powers**

18. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such 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.

### **Bylaws**

19. The Bylaws may be rescinded, altered, or added to by a "Special Resolution."

**Dissolution or Winding Up**

20. In the event of the dissolution or winding up of the Edmonton Blues Society, the Board will ensure that all of the Society's remaining assets, after payment of its liabilities, shall be distributed to one or more recognized non-profit organizations in Edmonton.

Dated Sept 12, 2009

Signed:

Mailing Address

Bernie Kowalewski  
Andrei Nikiforuk  
Tom Wood  
Rosalynn Ruptash  
Lonnie Hanson