

PRAIRIE MOUNTAIN FIDDLERS ASSOCIATION - BYLAWS

- Last revised on 1992-01-08

- Text in red indicates later amendments or editorial comments

- Updated: 2014-11-05

ARTICLE 1 - NAME:

1:01) The name of the Society shall be: PRAIRIE MOUNTAIN FIDDLERS ASSOCIATION

ARTICLE 2 - DEFINITION OF TERMS:

2:01) The terms used herein relating to the Bylaws: Society (or) P.M.F.A. shall be understood to mean the Prairie Mountain Fiddlers Association.

2:02) The term(s) Officers, Board of Directors, Executive Committee, Directors. or Board shall mean the Board of Directors of the Society.

2:03) In these Bylaws, masculine gender shall include feminine where the context so requires, and the feminine gender shall include the masculine where the context so requires.

ARTICLE 3 - OFFICERS:

3:01) The Officers of the Society shall be as follows:

PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER

THREE (3) EXECUTIVE MEMBERS (amended to six (6), 1992)

* Comment: No mention of "Past President".

* No mention of "Directors"

3:02) The Officers in Article 3:01) shall constitute the Executive Committee or Board of Directors.

3:03) The Officers of the Society shall be elected by the membership at the Annual General Meeting, for a term of one (1) year.

ARTICLE 4 - DUTIES OF OFFICERS:

4:01) The President shall be the Chief Executive Officer and Official Spokesman for the Society. He shall preside at all General Executive and Special Meetings and enforce order and observance of the Bylaws. He shall vote only in the case of a tie. He shall not be eligible for any other Office during this Presidential term. He shall appoint all Committee Chairmen and be an ex-officio member of all Committees. Either he, the Vice President or the Treasurer (any two (2) of the three (3)) shall sign all cheques issued by the Society.

4:02) The Vice President shall perform all duties pertaining to the Office of President in case of absence or resignation of the President. He shall assist the President in preserving order and decorum, and shall perform such other duties as requested by the President. Either he, the President or the Treasurer (any two (2) of the three (3)) shall sign all cheques issued by the Society.

4:03) The Secretary shall conduct all correspondence of the Society and maintain all records of the same. He shall record or cause to be recorded the minutes of all General, Special or Executive Committee Meetings. He shall report to all necessary Government Authorities or Agencies necessary to maintain the status of the Society. He shall inform the Membership of the date, time and location of all General or Special Meetings and shall inform Officers of all Executive Meetings. He shall keep a register of all Members, their last known address and phone numbers. He shall maintain a record of all

amendments to the Bylaws. At the direction of the President, he shall organize all General and Special Meetings. He shall have custody of the Society Seal.

4:04) The Treasurer shall be responsible for all the financial accounts and records of the Society and shall maintain accurate, up to date records of the Society's financial status. He shall cause an audit to be done of the Society on an annual basis which shall be presented to the Membership at the Annual General Meeting. He shall receive all funds and pay all accounts at the direction of the Executive Committee. Either he, the President or the Vice President (any two (2) of the three (3) shall sign all cheques issued by the Society.

4:05) The Executive Committee shall transact all day to day business between General Meetings and report their actions to the next succeeding General Meeting. In administering the affairs of the Society the Executive Committee has the power to make, or cause to be made for the Society, any kind of contract which the Society may lawfully enter into and to authorize expenditures on behalf of the Society for the purpose of furthering the objectives of the Society.

4:06) In case of emergency touching any matter not specifically mentioned in the Bylaws and about which a reasonable doubt may exist, the Executive Committee shall, upon request, decide the matter. In case of death, resignation or termination of any Officer of the Society, the Executive Committee shall have the power to fill the vacancy until the next Annual Election.

4:07) Four (4) Executive Committee Members shall constitute a quorum for Executive Committee Meetings.

4:08) The Officers of the Society or other persons who shall undertake any liability on behalf of the Society or any Company controlled by it and their Heirs, Executors, Administrator, Estate and effect respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

(a) all costs, charges and expenses which such Director or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his Office or in respect of any such liability.

(b) all other costs, charges and expenses which he sustains or incurs in, about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or fault.

4:09) Minutes of the Meetings of Directors shall be recorded and preserved. The Secretary of the Society, if in attendance, shall record the minutes of the said Meetings, otherwise those present at the Meeting shall decide on one of their number to record the proceedings of that Meeting. Such minutes shall be turned over to the Secretary of the Society to be recorded and preserved.

ARTICLE 5 - MEMBERSHIP AND DUES:

5:01) All persons having an interest in Old Time Fiddle Music in the Province of Alberta, throughout Canada and Internationally shall be eligible for membership.

5:02) There shall be one (1) form of membership, with one (1) Individual membership to one (1) person.

5:03) The membership shall be in the name of the individual and is non-transferable.

5:04) Each Individual Member shall have one (1) vote at General and Special Meetings and may stand for election to the Executive Committee.

5:05) Each Officer or Director of the Society shall have one (1) vote with the exception of the President who shall vote only in the case of a tie. There shall be no proxy votes.

5:06) Any Officer, Member of the Executive Committee or Member may have their membership terminated by ordinary resolution of the Committee in its sole discretion if, in the opinion of the Executive Committee acting reasonably, any such Member in any way endangers, hinders or interferes with the reputation or the ability of the Society. in achieving its objectives. The Society shall not be bound or required to re-admit any former Member who has resigned or whose membership has been terminated for any cause.

5:07) Any Member who moves to another country may retain his membership in the Society.

5:08) Annual Membership Dues for **P.M.F.A.** shall be in such amounts as may be set from time to time upon a **two-thirds (2/3)** vote of **Members** present at the Annual General Meeting.

5:09) Members who have failed to pay their Annual Membership Dues after a lapse of 120 days following their term of membership shall be dropped from the Register of Members by the Society's Secretary and shall no longer be considered to be members in good standing

5:10) Any Officer or Member of the Executive Committee or individual Member may voluntarily withdraw from the Society by submitting a letter of resignation to the Secretary of the Society.

ARTICLE 6 - MEETINGS, ELECTIONS AND BYLAWS CHANGES:

6:01) The annual General Meeting shall be held during the month of June (**changed to November in 1990**), the exact date and place to be at the discretion of the President.

6:02) Any Member in good standing has the right to vote at any General or Special Meeting. Such votes will be made in person by a show of hands, with the exception of elections as covered by Article 6:08 of the Society Bylaws.

6:03) The Bylaws may be amended only at an Annual General Meeting or at a duly convened Special Meeting. A notice of 21 days must be given of the intention to introduce a Special Resolution at a General or Special Meeting. The notice shall specify the particulars and intent of the Bylaw or Bylaws to be amended or receded. A **75% majority** is required to pass a Special Resolution by those members present and entitled to vote at any General or Special Meeting. A Special Resolution is required when the intention is to alter the Bylaws, borrow money or gain approval from the Membership for expenditures of any amount over \$1,000.00.

6:04) Other General Meetings may be held at the discretion of the President provided that the Membership is informed of the date, time, location and agenda of all General Meetings at least fourteen (14) days prior to the meeting date by ordinary mail to the last known address contained in the Register of Members. Any changes in address must be presented in writing to the Society's Secretary in order to be effective.

6:05) Special Meetings shall be at the call of the President or upon the written request of at least two (2) members of the Executive Committee or upon written petition to the President by at least ten (10) members of the Society. The Membership shall be informed of such Meetings in the manner described in Article 6:04.

6:06) Fifteen (15) (changed to nine (9) in 1990) Members shall constitute a quorum at General or Special Meetings of the Society. Meetings will not commence without a quorum. Should a quorum fail to be achieved within thirty (30) minutes of the scheduled meeting time, the meeting may be adjourned and rescheduled by the President.

6:07) No error or omission in giving notice of any General or Special Meetings, any Executive Meeting or any adjourned Meeting shall invalidate such meeting or make void any proceedings taken thereat and any Member or Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

6:08) Nomination and Election of Officers shall take place at the Annual General Meeting. Nominees not present must indicate their willingness to serve in writing to the Society's Secretary prior to the call for nominations.

(a) A Member may stand for election for only one Office.

(b) All elections shall be by secret ballot.

(c) There shall be no proxy votes for elections.

(d) For the Office of President, Vice President, Secretary and Treasurer the nominees receiving the highest number of votes shall be declared elected.

(e) For the Office of Representative to the Executive Committee, the three (3) (later changed to six (6)) nominees receiving the highest number of votes shall be declared elected.

(f) The Executive Committee elected at the Annual General Meeting shall assume Office on January 1st following the Meeting.

6:09) All meetings of the Society shall be conducted under the procedures laid down in the most recent edition of Roberts Rules of Order.

6:10) The repeal or amendment of the Bylaws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

ARTICLE 7 - FINANCES:

7:01) The receipts and income of the Society in any form whatsoever shall be utilized solely for the purpose of carrying out the objectives of the Society and no portion thereof shall be paid as a dividend or bonus to any Member.

7:02) The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant or by any two (2) Members of the Society elected for that purpose at the General Meeting. A complete and proper statement of the standing of the books for the preceding period up to a date not more than four (4) months prior to the Annual General Meeting shall be submitted at the General Meeting.

7:03) Unless authorized at any meeting and after notice of same have been given; no Officer or Member of the Society shall receive any remuneration for his services.

7:04) Officers and Members may be reimbursed for out of pocket expenses incurred as a result of tasks performed for the Society at the direction of the Executive Committee, providing appropriate support documentation is supplied.

7:05) The Society may invest surplus reserve or additional funds in fully secured term deposits of any Bank, Trust Company, Credit Union or as otherwise determined by the Executive Committee.

7:06) The Society may maintain such offices, appoint such agents, hire such employees and incur such operating expenses as approved by the Executive Committee.

7:07) The Society may enter into agreement with any Government, Authority, Company, Firm, Organization or Association that is conducive to the objectives of the Society upon approval of the Executive Committee.

7:08) Contracts, documents or any instrument in writing requiring the signature of the Society shall be signed by the President and any two (2) Officers, upon approval by resolution of the Executive Committee. All contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Executive Committee shall have the power from time to time by resolution, to appoint an Officer(s) on behalf of the Society to sign specific contracts, documents and instruments in writing.

7:09) The Society may borrow, raise or secure funds to enter into such agreements as described in Article 7:08 at the discretion of the Executive Committee except that loans made for such purposes that are in excess of one thousand (\$1,000.00) dollars must be approved by the Society Membership at a duly convened General or Special Meeting.

7:10) The Fiscal Year of the Society shall commence on January 1 in each and every year unless amended by a Special Resolution of the Executive Committee.

ARTICLE 8 - RECORDS:

8:01) The books and records of the Society may be inspected by any Society Member at the Annual General Meeting at any time upon giving reasonable notice and arranging a time satisfactory to the Officer having charge of same. The Executive Committee shall at all times have access to such books and records.

8:02) The Executive Committee shall see that all necessary books and records of the Society required by the Bylaws, any applicable statute or law are regularly and properly kept.

8:03) The minutes of the Executive Committee Meeting(s) shall be available to the General Membership of the Society or Individual Member upon request to the Secretary.

ARTICLE 9 - GENERAL:

9:01) A resolution to dissolve the Society shall be signed by **twenty five (25)** Members in good standing and must be presented at a duly convened General Meeting. Such resolution shall specify in detail the manner of dissolution. The President shall within six (6) weeks after the presentation of the resolution, call a Special Meeting at which the resolution shall be fully debated. If the resolution is approved by **five sixths (5/6)** of the Members present, the Society shall be declared dissolved and all remaining assets after payment of liabilities shall be distributed to one or more recognized charitable organizations in Alberta.

DATED at the City of Calgary, in the Province of Alberta, this 15th day October, 1987

Signed by: Elmer Udahl, Roy Logan, Al Gough, Paul Finlan, Gary Giesbrecht

Witnessed by Donna Udahl

SOCIETIES ACT APPLICATION

WE, the undersigned, declare that we wish to form a Society under Societies Act, R.S.A. 1980, and that:

1. The name of the society is PRAIRIE MOUNTAIN FIDDLERS ASSOCIATION

2. The objectives of the society are:

- (a) To provide for the recreation of the members and to promote and afford opportunity for friendly and social activities
- (b) To acquire lands by purchase or otherwise provide a building or buildings for friendly and social activities;
- (c) To encourage and promote amateur musicians in Old Time Fiddle Music;
- (d) To provide a meeting place for the consideration and discussion of questions affecting the interest of the members;
- (e) To procure the delivery of lectures and work shops and to arrange musical and other entertainments;
- (f) Generally, to encourage, foster and develop among members a recognition and appreciation of the importance of Old Time Fiddle Music;
- (g) To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property and assets of the Society;
- (h) To facilitate the exchange of ideas and talent and to foster nationally and internationally the appreciation and participation in Old Time Fiddle Music;
- (i) To provide the necessary materials and equipment to establish a musical library for the benefit and use of all members.

DATED at the City of Calgary, in the Province of Alberta, this 15th day October, 1987

Signed by: Elmer Udahl, Roy Logan, Al Gough, Paul Finlan, Gary Giesbrecht

Witnessed by Donna Udahl

SPECIAL RESOLUTION IN WRITING OF PRAIRIE MOUNTAIN FIDDLERS ASSOCIATION (Passed at the Annual General Meeting on November 07, 1990)

WHEREAS Article 6:01 states that the Annual General Meeting shall be held during the month of June; AND WHEREAS Article 6:06 states that Fifteen (15) Members shall constitute a quorum at General or Special Meetings; AND WHEREAS the society has been holding its Annual General Meeting in November and it is desirable to continue to hold the Annual General Meetings in November; AND WHEREAS obtaining a quorum of 15 members has proven difficult in the past years; BE IT RESOLVED THAT: 1. Article 6:01 be amended to read: 6:01 The Annual General Meeting shall be held during the month of November, the exact date and place to be at the discretion of the President. 2. Article 6:06 be amended to read: 6:06) Nine (9) Members shall constitute a quorum at General or Special Meetings of the Society. Meetings will not commence without a quorum. Should a quorum fail to be achieved within thirty (30) minutes of the scheduled meeting time, the meeting may be adjourned and rescheduled by the President.

SPECIAL RESOLUTION IN WRITING OF PRAIRIE MOUNTAIN FIDDLERS ASSOCIATION (Passed at the annual General Meeting on January 08, 1992)

WHEREAS Article 3:01 states that the Officers of the Society shall include Three (3) Executive Members; AND WHEREAS it is desirable to have Six (6) Executive Members: BE IT RESOLVED THAT: 1. Article 3:01 be amended to read: 3:01 The Officers of the Society shall be as follows PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER (and) SIX (6) EXECUTIVE MEMBERS