

# BYLAW No. 1

## A bylaw relating to the conduct for the affairs of the

### MILL RACE FOLK SOCIETY

#### 1.0 Interpretation

1.1 In this bylaw and any other business carried out by the Association

"Association"	means The Mill Race Folk Society;
"Board"	means the Board of Directors as elected at the Annual General Meeting of the Association;
"Director"	means an elected member of the Board of Directors
"Officer"	means a member of the Board of Directors elected to one of the executive positions on the Board

#### 2.0 Objectives

2.1 To educate the public about traditional folk music and folk arts and crafts by:

- a) organizing and conducting an annual folk music, dance, arts and crafts festival in or near the City of Cambridge, Ontario, offering musical and dance performances and displays of arts and crafts for the benefit of the general public; and
- b) providing improved opportunities for the development of folk: musicians, artisans, and craft persons throughout the calendar year.

#### 3.0 Membership

3.1 Membership shall be open to all persons with an interest in furthering the objectives of the Association, and whose application as a member has been received by the Board of Directors.

3.2 Membership fees shall be set annually by the Board of Directors.

#### 4.0 Head Office

4.1 The head office of the Association shall be in the City of Cambridge, in the Region of Waterloo, in the province of Ontario.

#### 5.0 Board of Directors

5.1 The affairs of the organization shall be managed by a board of up to twelve directors elected from the membership, of which a simple majority shall constitute a quorum.

5.2 Only members in good standing (at least thirty days prior to the Annual General Meeting) shall be eligible for election. Incumbent members must notify the President of the Board, no less than thirty days prior to the Annual General Meeting of their intention to stand for re-election.

5.3 Directors shall elect from within their number a President, a Vice-president, a Secretary and a Treasurer, who shall be the officers of the Association.

5.4 The duties of the officers shall be:

**President:** shall call meetings of the board of Directors and membership as required, and if present, preside over such meetings, ensuring the affairs of the Association are conducted in a business like manner in keeping with accepted practices.

**Vice President:** Shall act in the capacity of the President should the President be unable or unwilling to carry out his/her responsibilities,

**Secretary:** Shall ensure that all proceedings are recorded, that the resultant minutes are retained and made available to all members of the Association upon request and all others who have legitimate right to access.

**Treasurer:** Shall ensure that proper accounting records are kept, that all moneys received by the Association are deposited to the Association's bank account, and that all bills are paid. The Treasurer shall, when required, inform the Board of Directors of the financial status of the Association, and shall submit to the Annual Meeting a financial statement for approval.

- 5.5 If for any reason an officer of the Association ceases to be a member of the Board of Directors, they shall cease to be an officer of the Association.
- 5.6 Directors shall be elected for one year terms.
- 5.7 Directors of the Association shall not be remunerated for their services. Directors shall however be reimbursed for any reasonable out-of-pocket expenses incurred in carrying out the business of the Association, subject to the approval of the Board of Directors.
- 5.8 Persons nominated for election to the Board of Directors shall have reached the age of 18. Any member of the Board of Directors or its Committees shall declare if they have a financial interest in any proceedings of the Association to ensure no conflict of interest exists.
- 5.9 The Board shall have sole discretionary power to suspend, expel or take away any position of responsibility from any Member who, in the opinion of the Board, has conducted himself or herself in a manner detrimental to the best interests of the Association, after having first granted such member the opportunity to make his or her defense in person before the Board.
- 5.10 A clear majority of 51% of the Board present at the time must accompany any motion to effect any such action as indicated above.
- 5.9(1) The office of Director shall be vacated under any one of the following conditions:
- written notice
  - death of an incumbent
  - the incumbent becomes of unsound mind
  - in keeping with the wishes of the membership, as reflected by a majority vote, at a meeting held for that purpose
  - failing to register a conflict of interest that results in a financial interest
  - use of Association funds for personal purpose
  - in the event of prolonged absence without just reason

Should a vacancy occur as a result of anyone of the above, and a quorum of the Board remains, the Board of Directors shall, by majority vote, appoint a member to fill the vacancy. If no quorum remains a general meeting shall be constituted to elect a new Board of Directors.

## **6.0 Meetings of the Board of Directors**

- 6.1 The Board of Directors shall determine the frequency of Board meetings, which shall not be less than ten per year.
- 6.2 The proceedings of all meetings shall be recorded and retained as required by law.
- 6.3 Each newly elected board may, without notice, hold its first meeting for the purpose of electing officers following the Annual General Meeting.
- 6.4 At all meetings of the Board, every question shall be decided by a majority of votes cast on the question, and in the case of a tied vote, the chairperson of the meeting shall cast the deciding vote.
- 6.5 Procedures at all meetings shall be according to Robert's Rules of Order.
- 6.6 There shall be no votes by proxy.

## **7.0 Committees**

- 7.1 The Board of Directors shall establish and dissolve committees as needed to assist and advise the Board in its endeavors.
- 7.2 All Committees shall be chaired by a member of the Board of Directors or by a Member of the Society that has been appointed by the Board of Directors and shall provide minutes of each meeting at the next meeting of the Board of Directors. All actions of a committee must be approved by the Board of Directors.
- 7.3 Committee members shall support the objectives of the Association.
- 7.4 The President shall be an ex-officio member of all committees.

## **8.0 Meetings of the Association**

- 8.1 The Annual General Meeting shall be held no later than three months following the end of the financial year, at a time and place, in the City of Cambridge, determined by the Board of Directors.
- 8.2 Special General Meetings of the Association may be held at such time, in such place, and on such day as determined by a quorum of the Board of Directors, or upon the written request of ten percent of the paid membership.
- 8.3 Notice of date, time and place of meeting shall be given no less than thirty and no more than fifty days in advance.
- 8.4 The only persons who may attend a meeting of the Association shall be members in good standing with the Association thirty days prior to the meeting. Others may be admitted to the meeting with the consent of the chairperson of the meeting or the consent of the meeting.
- 8.5 At any meeting of the Association any member of good standing shall be entitled to vote.
- 8.6 Memberships may be renewed at the Annual Meeting, but only members in good standing (at least 30 days prior to the Annual General Meeting) are entitled to vote.
- 8.7 Unless otherwise required by any Law every question shall be decided by a majority of votes cast on the question, and in the case of a tied vote, the chairperson of the meeting shall cast the deciding vote.

## **9.0 Dissolution**

The society may be dissolved under the following conditions:

- 9.1 Approval by a three-quarters majority vote of the members of the Board present at a Board meeting, provided a Notice of Motion to this effect has been given to all members of the Society 30 days prior to the vote.
- 9.2 In the case of dissolution of the Society, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations in Canada having objectives as similar as possible to those of the Association.

## **10.0 Financial**

- 10.1 The financial year-end for the Association shall be September 30<sup>th</sup> of each year.
- 10.2 The Board shall only invest moneys into those securities of low risk that are approved by a unanimous vote of the Board.
- 10.3 There shall be three signing officers; the President, the Vice-President and Treasurer, two of which must sign all cheques.

10.4 In the event of the dissolution of the Association any moneys shall be distributed to like charitable organizations.

**11.0 Amendments to the Bylaws**

11.1 The Bylaws of the Association call only be amended at a meeting or the general membership called specifically for the purpose of amending the constitution and where copies of the proposed changes are sent out at least twenty days prior to the meeting.

Approved: (signed) Rebecca Skuima (dated) Dec 1 2010  
(signed) [Signature] (dated) Dec 1 2010  
(signed) Paula Valle (dated) Dec 1 2010  
(signed) [Signature] (dated) Dec 1, 2010  
(signed) Sandra Patton (dated) Dec 1, 2010  
(signed) [Signature] (dated) DEC. 1/2010  
(signed) [Signature] (dated) DEC. 1/2010  
(signed) Cover Bites (dated) Dec 1/2010  
(signed) BME (dated) Dec 1, 2010  
(signed) [Signature] (dated) DEC 1 2010  
(signed) ..... (dated) .....  
(signed) ..... (dated) .....

November 2010

The Mill Race Festival of Folk Music  
Constitution

MISSION STATEMENT

The purpose of the society is to increase public awareness of the traditional folk music and dance of various cultures present in Cambridge. This shall be accomplished through the organization of various events throughout the year, including an annual free admission traditional music festival held in the downtown core of the former City of Galt. The festival will highlight the local historic architecture of the area and involve local businesses and organizations. Local, national and international performers will be invited to participate.

The Society will specialize in traditional forms of folk music and dance, with the aim of both preserving these traditions and with developing them in a way that maintains their integrity and engages the participation of the community. The folk music of the historic cultures of this community will provide a foundation upon which other world cultures present in Cambridge can meet and engage.

OBJECTIVES

- 1) To raise public awareness of traditional folk music, dance and crafts and to foster their development by providing opportunities for learning and performing folk music and dance both for professionals and amateurs.
- 2) To contribute to the social and cultural life of Cambridge by creating opportunities for people of all ages to learn and perform traditional folk music and dance.
- 3) To continue to present the annual folk festival on the Civic Holiday weekend as well as regular folk music events in the City of Cambridge through the calendar year.
- 4) To establish and maintain relationships with other relevant organizations within the City of Cambridge, the rest of Canada and internationally.

Approved: (signed) BMC (dated) Dec. 1, 2010  
(signed) [Signature] (dated) Dec 1, 2010  
(signed) Paula Vallee (dated) Dec 1, 2010  
(signed) [Signature] (dated) Dec 1 / 2010  
(signed) Rebecca Skellern (dated) Dec 1 / 2010  
(signed) Sandra Parlon (dated) Dec 1, 2010  
(signed) [Signature] (dated) DEC. 1 / 2010  
(signed) Cindy Pater (dated) Dec 1 / 2010  
(signed) [Signature] (dated) Dec 1 2010  
(signed) Dave White (dated) DEC. 1 / 2010  
(signed) ..... (dated) .....  
(signed) ..... (dated) .....

