



Queens Bush Bluegrass Club

By-Law #1 "Constitution of the Queens Bush Bluegrass Club"

This bylaw or constitution is established to direct the business of the Queens Bush Bluegrass Club.

A by-law relating generally to the organization and transactions of the affairs of the Queens Bush Bluegrass Club;

September, 2009

1.0 INTERPRETATION

In this by-law, revisions, and resolutions of the Board and unless the context means otherwise:

Board means the Board of Directors of the Queens Bush Bluegrass Club (QBBC);

Directors means the Board of Directors;

Director means an individual sitting as a member of the Board of Directors;

Executive means an individual holding one of the five executive offices.

Singular and **plural**: the singular includes the plural;

Gender: the masculine means the feminine and the neuter;

2.0 NAME

The name of the organization shall be the Queens Bush Bluegrass Club and herein referred to as "the Club" or "QBBC."

3.0 PURPOSE

It shall be the purpose of the QBBC to promote, encourage and preserve the bluegrass musical genre, the playing of bluegrass music, and public interest in this musical genre.

3.1 Generally, it is the purpose of the Queens Bush Bluegrass Club:

- (i) to educate and increase the membership's and public's understanding and appreciation of the bluegrass music genre by providing performances in public places and during public events (for example, at senior citizens homes, churches, community centers and educational institutions, or as part of various community events), and by providing opportunities to learn about this musical genre;
- (ii) to provide regular opportunities for club members and members of the public to gather to play and learn about bluegrass music;
- (iii) to produce an annual performing arts (musical) series (e.g. the Wintergrass Series) for the purposes of public entertainment, educating and advancing the public's understanding and appreciation of this musical

performance genre and to assist developing musicians through participation in such club events or other musical opportunities.

3.2 Specifically, the QBBC shall function as, and maintain a bluegrass music organization for the purposes of:

- (i) operating a member-based club in Bruce and Grey Counties, Ontario, that responds to the interests and wishes of its members surrounding the bluegrass music genre;
- (ii) celebrating all forms of bluegrass music, its performance as an art form; and the encouragement and preservation of this musical genre.
- (iii) producing an annual performing arts (musical) series of concerts and events, to entertain, promote awareness of and participation in bluegrass music;
- (iv) other complementary activities not inconsistent with the above objectives.

4.0 OPERATIONS

4.1 Management of the Queens Bush Bluegrass Club

The Board of Directors shall manage the affairs of the QBBC.

4.2 Qualifications of Directors

Each Director shall:

- (i) be a member in good standing of the QBBC for a minimum of one year at the time of his/her election, and throughout his/her term of office;
- (ii) not be a person with a spouse or child employed by the QBBC;
- (iii) be at least eighteen (18) years of age;
- (iv) not be an employee of the QBBC;
- (v) not be bankrupt.

4.3 Number of Directors

The QBBC Board of Directors shall have a minimum of seven (7) and a maximum of eleven (11) Directors. There shall always be an odd number of directors.

4.4 Election of Directors

At each Annual General Meeting (AGM), the directors' terms of office that have expired shall be elected by the members. The directors are elected to two-year terms to promote continuity in the QBBC board.

4.5 Filling Vacancies on the Board of Directors

Vacancies on the Board of Directors, however caused, may, as long as a quorum of Directors remain in office, be filled for the duration of the vacant term. The vacancy may be filled by the Directors from amongst the members of the QBBC.

If there is not a quorum, the remaining Directors shall call a meeting of the members to be held within sixty (60) days to fill the vacancy or vacancies.

4.6 Resignation

A Director shall cease to be a Director upon written submission of his or her resignation to the President of the Board. A resignation is effective upon the date of the notice or if not stated then once it is received.

4.7 Remuneration

Directors will not be paid for their duties but may be paid for reasonable expenses.

4.8 Conflict of Interest

No Director shall enter into any business arrangement with the QBBC in which he/she or his/her spouse or children has an interest unless he/she has declared a conflict of interest, refrains from voting on the matter, and refrains from trying to or actually influencing other Directors in the business matter.

4.9 Indemnification of Directors

Every director and officer of the QBBC or other person who has undertaken or is about to undertake any liability on behalf of the QBBC and his or her heirs, executors and administrators, and estate and effects, respectively, from time to time and at all times, be indemnified and saved harmless out of the funds of the QBBC, from and against:

- (i) all costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, her or it, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him,

her or it, in or about the execution of the duties of his, her or its office;
and;

- (ii) all other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his, her or its own wilful neglect or default.

4.10 Meetings of the Board of Directors

4.10.1 Frequency

The QBBC Board shall meet monthly, or no less than four (4) times in the fiscal year on a regular basis, and any such meetings shall be defined as regular meetings.

4.10.2 Quorum

A quorum of the Board shall be five (5) directors.

4.10.3 Time and Place of Meetings of the Board of Directors

Meetings of the Board shall be at locations as determined by the Board at regular meetings or as required, and at times determined by the QBBC Board.

4.10.4 Who May Call Meetings of the Board of Directors

Any two Directors may call a meeting of the Board by requesting, verbally to the President, or in writing, that the Secretary, or in his/her absence, the President or Vice-president, give notice of the meeting of the Directors.

4. 10.5 Notice of the Meetings of the Board of Directors

- (i) Any meeting of the Board shall require no less than two (2) days notice before the meeting.
- (ii) No notice of a meeting is required if all Directors were present at, or consented to, the time a meeting was or meetings were set.

4.10.6 Errors of Omissions in Notice

An error or omission in giving the notice of meeting of the Board shall not invalidate the meeting or any proceedings taken at it.

4.11 EXECUTIVE OFFICERS OF THE QBBC

Officers of the QBBC are the President, Past President, Vice-president, Secretary, and Treasurer. The President of the QBBC shall be the Chairperson of the Board. The Officers, with the exception of the Past President are elected at the Annual General Meeting of the members. The Executive Officers shall have been members of the QBBC board for a minimum of one year. If these positions cannot be filled by QBBC board members, they shall be filled by a member who has been a member in good standing for a minimum of two years.

No Director may hold more than one (1) position of Officer except that from time to time the Board may combine the positions of Secretary and Treasurer.

4.11.1 Qualifications

All Officers shall be members of the QBBC and are also Directors.

4.11.2 Term of Office

Officers shall serve at the discretion of the Board and may be removed by the Board by a majority vote at a regular Board meeting. An Officer's term of office is two years but not beyond the next annual or general meeting of the members of the QBBC at which Directors are elected. (See Article 4.4 above)

4.11.3 Duties of Officers

4.11.3.1 President

The President shall:

- (i) have been a director of the QBBC prior to being elected as president.
- (ii) when present and able, chair all meetings of the Board and meetings of the members, e.g., AGM;
- (iii) together with the secretary, set the tentative agenda for upcoming meetings of the Board.
- (iv) sign all contracts requiring his/her signature;
- (v) act as an ex-officio member of all ad-hoc committees, as required;
- (vi) perform other duties as assigned by the Board.

4.11.3.2 Secretary

The Secretary shall:

- (i) give notice required to be given of meetings of the Board and members;
- (ii) together with the President, determine the tentative agendas for upcoming meetings;
- (iii) cause to be recorded all facts and minutes of those meetings in books kept for that purpose;
- (iv) keep and maintain the following documents and registers:
 - (a) a copy of the letters patent, supplementary letters patent, and memorandums of agreement;
 - (b) all by-laws and special resolutions;
 - (c) a register of Directors setting out the names and addresses of all persons who are or have been Directors and the dates they became and ceased to be Directors;
 - (d) a register of members setting out the names of persons who are members;
 - (e) be custodian of all books, records, correspondence, and documents of the QBBC;
 - (f) receive resignations given to him/her;
 - (g) perform other duties as assigned by the Board.

If the Secretary's position is vacant or the Secretary is unable to act, another officer of the QBBC may be assigned by the Board to undertake those duties.

4.11.3.3 Treasurer

The Treasurer shall:

- i) keep the book of accounts and accounting records for all financial and other transactions of the QBBC including records of:

- (a) money received by or paid to the QBBC and the matter to which the money relates;
 - (b) sales and purchases of the QBBC;
 - (c) assets and liabilities of the QBBC;
 - (d) transactions affecting the financial position of the QBBC.
- ii) ensure money or valuables are deposited in the QBBC's account in the financial institution designated by the Board;
 - iii) ensure payments are made on behalf of the QBBC as the Board directs;
 - iv) report on all QBBC financial transactions at regular or other meetings as directed by the Board;
 - v) cooperate with the auditor(s) of the QBBC, as may be assigned from time to time;
 - vi) together with an Executive Committee develop an operating budget for each year, to be adopted at the AGM, or first regular meeting of the operating year;
 - vii) perform any other duties assigned by the Board.

4.11.3.4 Vice-president

- (i) perform the President's duties when the President is absent or unable to perform them, and when the position of President is vacant;
- (ii) Chair a nomination committee/process for replacement of directors to the Board, or as assigned by the Board.
- (iii) Assist in preparing for and holding the QBBC Annual General meeting.
- (iv) Perform any other duties assigned by the Board.

4.11.3.5 Past President

The Past President assumes the role of past president upon election of the new president, and shall remain on the Board for a period of no more than two (2) years, and perform the following duties:

- (i) Assist the Vice-President with the annual nomination of directors process and procedures.
- (ii) Assist in preparing for and holding the QBBC Annual General meeting.
- (iii) Assist in minor areas of club business as requested.

4.11.4 Ceasing to be an Officer

4.11.4.1 Resignation

An officer may resign from office upon delivery of written notice to the Secretary or, in his/her absence, another officer. The resignation is effective upon receipt of the notice or on the date indicated in the notice.

4.11.4.2 Removal of Officer

An Officer may be removed from his/her office before the term ends by a motion of the Board passed for that purpose by a majority of the Board.

4.11.5 Filling a Vacant Office

Subject to Section 4.11, a vacant executive office may be filled by appointment of a Director to the position.

4.12 COMMITTEES

The Board, by motion of the Board, may establish ad hoc or standing committees to undertake specific functions, tasks, and duties for the QBBC. For each ad hoc or standing committee so established, a terms-of-reference document shall be developed and approved by the Board prior to a committee commencing its duties, tasks, or functions. Examples of committees are Executive, Entertainment or Programming, Public Relations / Publicity, Nominating, QBBC Annual Campout, AGM, etc.

4.12.1 Membership of Committees

The Board shall appoint members to ad hoc or standing committees as it sees fit. Members of the committees need not be members of the QBBC except the position of Chairperson who shall be a member, or shall be within ten (10) days of being appointed to the position.

4.12.2 Term of Committee Membership

The term of committee membership shall be no longer than one (1) year and will expire at the Annual Meeting. Members may be re-appointed to a committee by the QBBC board. Members of a committee may be removed from a committee by a motion of the Board if a member acts in a manner detrimental to the QBBC or the purposes of a committee.

4.12.3 Committee Reporting to the Board

An ad hoc or standing committee shall keep written minutes of its meetings, decisions, and actions. A committee shall report to the Board on a regular basis as established in its terms of reference. A committee is only authorized to spend monies if those funds have been approved prior to an expenditure taking place, or prior to any commitment to expend such monies.

4.13 QBBC MEMBERSHIP

4.13.1 Types of QBBC Membership

The QBBC shall have the following types of membership categories:

- (i) Individual member – voting privileges
- (ii) Family member – includes spouse and children 15 and under. Only the spouses have voting privileges.
- (iii) Honorary member – non-voting
- (iv) Associate member – non-voting (e.g., business or corporate member)

The following conditions to membership apply.

- (i) The membership shall consist of voting members whose dues are paid up.
- (ii) The Board, by motion, may refuse any particular membership it feels is detrimental to the purposes of the QBBC, or if a member acts in a manner detrimental to the purposes and image of the QBBC.
- (iii) Subject to Section 4.13 (iv), each member is entitled to one (1) vote at all meetings at which members are entitled to vote. Voting by members is by actual presence at such meetings and voting by proxy is not allowed.

- (iv) The age to vote is sixteen (16) years of age at the time a particular vote takes place.
- (v) Membership is limited to the categories outlined in article 4.13.1 (i, ii, iii, iv). Individuals representing corporations, businesses, organizations, agencies or similar entities shall only be associate members that do not have a vote.

4.14 General Meetings of the Members

General meetings of the membership may be called by the Board, by the membership, and as established in the by-laws of the QBBC.

- (i) An Annual General Meeting (AGM) shall be called no later than eighteen (18) months since the last AGM.
 - (a) Notice of a AGM shall be delivered to the membership no later than thirty (30) days prior to the date of the AGM.
- (ii) A Special General Meeting (SGM) may be called either by the Board or by requisition of at least twenty (20) members.
 - (a) Notice of a SGM shall be delivered to the membership no later than thirty (30) days prior to the date of the SGM.
 - (b) Board and Member initiated SGMs shall state the general nature of the meeting and the issues to be addressed at the meeting.

4.14.1 Notice of General Meetings

A notice of meeting shall:

- (i) be delivered to all members at the postal or email address shown on the books of the QBBC;
- (ii) be mailed or emailed to members at least thirty (30) days prior to the meeting;
- (iii) include the date, time, place, and general nature of the matters to be dealt with;

4.15.3 Quorum

The quorum for all general meetings (e.g., AGM, SGM) of the members shall be twelve (12).

4.14.3 Adjournments

Once undertaken, a meeting of the members may be adjourned at any time.

4.14.4 Omission of Notice

The accidental omission to give notice of any meeting or the non-receipt of notice by any members does not negate or invalidate the business and resolutions of the meeting.

4.15 VOTING MATTERS**4.15.1 QBBC Board**

Each Director shall have only one (1) vote on each matter he/she is entitled to vote. In the case of a tie vote, the Chairperson shall decide the matter with one (1) extra vote. Proxy votes are not permitted at meetings of the Board. At the request of at least three (3) Directors a recorded vote shall take place with the Secretary recording the name and vote of each Director.

4.15.2 QBBC Committee Members

Each Member shall have only one (1) vote on each matter he/she is entitled to vote. In the case of a tie vote, the Chairperson of the meeting shall decide the matter with one (1) extra vote. Proxy votes are not permitted at committee meetings.

4.15.3 QBBC Membership at large – for general meetings (AGM or SGM)

Each QBBC Member shall have only one (1) vote on each matter he/she is entitled to vote. In the case of a tie vote, the chair of the meeting (QBBC President) shall decide the matter with one (1) extra vote. Proxy votes are not permitted at meetings of the Members.

4.16 FINANCIAL MATTERS**4.16.1 Fiscal Year**

Unless otherwise changed by motion of the Board the fiscal year of the QBBC shall begin September 1st and terminate on August 31.

4.16.2 Banking

There shall be three signing officers for the QBBC. Cheques shall be signed by any two (2) Officers, or other agent as established by motion of the Board. The banking of the QBBC shall be undertaken at a specific financial institution or institution by motion of the Board.

4.18 SIGNING AUTHORITIES

The Board shall establish by motion the authorized signing Officers of the QBBC and the conditions of signing.

4.19 DISSOLUTION OF THE QBBC

Dissolution of the QBBC, as provided in its Letters Patent, shall require all debts and liabilities to be satisfied first with any remaining property to be distributed to one (1) or more charitable institutions that carry on business in the Dominion of Canada and registered under the Income Tax (Canada) Act, preference is to an organization whose objectives are similar to that of the Queens Bush Bluegrass Club.

4.20 AMMENDMENTS OF THE BY-LAWS

4.20.1 A by-law, amendment to a by-law, a repeal, or a re-enactment of a by-law must be:

- (i) passed by motion of the Board and confirmed at a General Meeting called for the purpose of considering the by-laws; or
- (ii) confirmed at a General Meeting by the members.

4.20.2 When Effective

For actions under Section 4.20.1 the effective date is when passed by the Board or confirmed by the membership at a General Meeting. Any by-law change or changes passed by motion of the Board must be considered at the next Annual Meeting.

4.21 THIS BY-LAW

This By-law Number 1 repeals all past by-laws and amendments by the Board and comes into force as confirmed at the July, 2009, Annual General Meeting of the QBBC.

Confirmed by the Members on

July 18th, 2009 at Wolseley, Ontario

Shannon Campbell, President

Jill Welsh, Secretary