

## **BY-LAW NO. 1**

A by-law relating generally to the conduct  
of the business and affairs of

**MANITOBA CHORAL ASSOCIATION INC.**  
**("the Association")**

**BE IT ENACTED** as a by-law of **MANITOBA CHORAL ASSOCIATION INC.** as follows:

### **ARTICLE I – INTERPRETATION**

#### **1.1**      **Definitions**

In this by-law and all other by-laws and resolutions of the Association, unless the context otherwise requires:

**"Act"** means *The Corporations Act*, CCSM c C225, including the Regulations made pursuant thereto, and any statute or regulations that may be substituted, as amended from time to time;

**"Annual General Meeting"** means the annual meeting of the Members;

**"Articles"** means the original or restated Articles of Incorporation, Articles of Amalgamation, and/or other constating documents of the Association as amended or restated from time to time;

**"Association"** means this Association, being the association to which the Articles pertain, and named **"Manitoba Choral Association Inc."**;

**"Board"** means the board of directors of the Association;

**"By-law"** means this by-law and any other by-laws of the Association as amended and which are, from time to time, and which are, from time to time, in force and effect;

**"Committees"** means any Standing Committees, Ad Hoc Committees, Special Committees, and/or Special Interest Groups as set forth in Article VIII, and **"Committee"** means any one of them;

**"Directors"** means the members of the board of directors as set forth in Article V, and **"Director"** means any one of them;

**"Majority"** shall mean more than fifty percent (50%);

**"Membership Meeting"** includes an Annual General Meeting or a Special Meeting of Members;

**“Members”** means the members of the Association as set forth in Article IV and **“Member”** means any one of them;

**“Officers”** means the members of the Board as set forth in Article V, and **“Officer”** means any one of them;

**“Person”** includes an individual, body corporate, partnership, trust, and unincorporated organization;

**“Portfolio”** means a collection of responsibilities related to a particular activity of the Association to be assumed by Directors, Members, or Employees;

**“Regulations”** means the regulations made under the Act, as amended, restated, or in effect from time to time;

**“Representatives”** means the representatives of member groups and/or Portfolios set forth in Articles IV and VII and **“Representative”** means any one of them; and

**“Special Meeting”** means a meeting called at the discretion of the President or upon the written request of not less than one-third (1/3) of the Members.

## 1.2 Rules of Interpretation

Words and expressions not defined in these By-laws shall have the same meaning as ascribed by the Act, unless required otherwise by the context. Words importing the singular shall include the plural and vice versa, and words importing one gender shall include all genders.

## **ARTICLE II – GENERAL BUSINESS MATTERS**

### 2.1 Name

The name of the Association shall be **MANITOBA CHORAL ASSOCIATION INC.**

### 2.2 Principal Office

The Principal Office shall be the place designated by the Board as the head office of the Association, which shall be in the City of Winnipeg, or at such other location in the Province of Manitoba as the Board may from time to time determine.

### 2.3 Seal

The Association may have a corporate seal of such design as the Board of Directors may from time to time approve and adopt.

### 2.4 Fiscal Year

The fiscal year of the Association shall terminate on August 31<sup>st</sup> in each year.

2.5 Rules of Governance

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which equivalent rules are not provided for in this By-law or in any special rules of order which the Association shall from time to time have adopted.

2.6 Signing Authority

All cheques drawn upon the Association's bank account and all notes, drafts, and other negotiable or transferable instruments related to the Association's banking business shall be signed in the name of the Association by a minimum of two (2) of the President, Treasurer, Past President, and Executive Director of the Association, and/or other person(s) as the Board shall appoint from time to time for such purpose, with the amounts of such respective cheques, notes, and drafts and other instruments being subject to limits set out in any applicable policies established by the Board from time to time. All such notes, drafts, and other negotiable or transferrable instruments so signed shall be binding upon the Association.

2.7 Amendments

At any Membership Meeting, and upon recommendation of the Board, these By-laws may be amended by resolution adopted and approved by no less than two-thirds (2/3) of the votes cast by such Members entitled to vote as are in attendance, provided that notice of the proposed amendment or replacement has been given to Members by electronic mail not later than twenty-one (21) days prior to the date of the Meeting.

2.8 Interim Amendments

The Directors may from time to time amend and re-enact these By-laws, but such change, unless in the meantime confirmed at a Membership Meeting duly called for that purpose, shall have force only until the next Annual General Meeting or Special Meeting and, if not confirmed, shall from that time cease to have any force. This By-law may be amended at a Membership Meeting of the Association, in accordance with the notice and voting requirements outlined in Section 2.7.

2.9 Effective Date

These By-laws shall come into force and effect when adopted, approved and confirmed by the Members.

## **ARTICLE III – PURPOSES AND OBJECTS**

### **3.1 Purposes and Objects**

The purposes and objects of the Association are to advance knowledge and appreciation of, and to stimulate interest and enhance skills in, the choral arts in Manitoba, without limitation by:

- (a) producing and promoting choral festivals;
- (b) producing and promoting choral workshops;
- (c) communicating with stakeholders through accessible media;
- (d) maintaining and developing a choral library and providing library lending services for choral music;
- (e) providing and promoting choral opportunities for young singers;
- (f) encouraging composition and publication of choral works by Manitoban and Canadian composers;
- (g) providing and promoting opportunities for public performances of Manitoban and Canadian choral works; and
- (h) encouraging interprovincial and international co-operation in the development of the choral arts in Manitoba and in Canada.

## **ARTICLE IV – MEMBERSHIP**

### **GENERALLY**

#### **4.1 Eligibility**

Each individual, choral group, corporation, firm, or other organization that supports the purposes and objects of the Association shall be eligible to be a Member of the Association.

#### **4.2 Membership Year**

The membership year of the Association shall terminate on August 31<sup>st</sup> of each year.

#### **4.3 Membership Fees**

Membership fees and any other fees to be paid by Members shall be established from time to time by the Board. Membership fees shall come due thirty (30) days following the date of the Member's registration, or at such other time as may be determined by the Board from time to time.

## MEMBERS

### 4.4 Classes of Members

Membership in the Association ("**Membership**") shall be available in the following categories upon registration and payment of the applicable Membership fee:

- (a) Individual Membership is open to individuals. An Individual Member shall be entitled to receive notice of, attend, and vote at all Membership Meetings, and each Individual Member shall be entitled to one (1) vote at each Membership Meeting and shall be eligible to be elected as Director to the Board.
- (b) Choir Membership is open to choirs and other choral groups. A Choir Member shall have the right to appoint a delegate ("**Representative**") to represent the group at each Membership Meeting. Such Representative shall be entitled to receive notice of, attend, and vote at all Membership Meetings, and each Representative shall be entitled to one (1) vote at said meetings.
- (c) Corporate Membership shall be open to any formally constituted organization. A Corporate Member shall have the right to appoint a delegate ("**Representative**") to represent the group at each Membership Meeting. Such Representative shall be entitled to receive notice of, attend, and vote at all Membership Meetings, and shall be entitled to one (1) vote at said meetings.
- (d) Honorary Life Membership may be conferred at the discretion of the Board upon any individual who has either rendered notable service to the Association or to the advancement generally of the choral arts in Manitoba. Honorary Life Members shall not be obliged to pay Membership fees but shall have the same privileges as an Individual Member, including being eligible to be elected as a Director.

### 4.5 Resignation of Members

Any Member may withdraw from the Association by submitting a resignation in writing to the Executive Director.

### 4.6 Expulsion of Members

Any Member may be expelled from membership in the Association by vote of a Majority of the Board, subject to the subsequent approval of such action by a two-thirds (2/3) majority of Members present and voting at a Special Meeting duly called for the purpose of such approval.

## MEMBERSHIP MEETINGS

### 4.7 Annual General Meeting

The Annual General Meeting shall be held once in respect of each fiscal year of the Association within fifteen (15) months after the preceding Annual Meeting.

#### 4.8 Special Meetings of Members

Special Meetings may be called at the discretion of the President or upon the written request of not less than one-third (1/3) of the Members.

#### 4.9 Notice

- (a) Notice of an Annual General Meeting shall be given by the Executive Director by electronic mail to Members at least twenty-one (21) days prior to the date of such Annual General Meeting.
- (b) Notices of Special Meetings and particulars of the business proposed to be transacted thereat shall be given to Members by the Executive Director by electronic mail no later than ten (10) days prior to the date of such Special Meetings. Such Notices shall specify whether the Special Meetings have been called by the President or otherwise.
- (c) The accidental omission to give notice as required by this section shall not invalidate any business transacted at any Membership Meetings, unless otherwise provided by the Members in attendance at any such meeting.

#### 4.10 Quorum

Not less than fifteen (15) Members and Representatives of Members eligible to vote at a meeting of Members, present in person, at any meeting of Members shall constitute a quorum at such meetings.

#### 4.11 Voting

All Members in good standing, and in the case of Corporate Members and Choir Members, their duly appointed Representatives, shall be entitled to one (1) vote at Membership Meetings and all decisions at each meeting shall be taken by the affirmative votes of the Members present at such meetings.

- (a) Unless otherwise required by the Act or these By-laws, questions arising at any Membership Meetings shall be decided by a Majority of votes.
- (b) At all Membership Meetings, the President of the Board, in addition to being entitled to exercise one (1) vote on each motion or resolution, shall have an additional or casting vote in the event of an equal division of votes for and against a motion or resolution.

#### 4.12 Participation by Telephone or Other Communications Facility

A Director may participate in a Membership Meeting by telephonic, electronic or other communication facility that permits all participating Members to communicate adequately with each other during the Membership Meeting, and a Member participating by such means is deemed to be present at the Membership Meeting, and is thus entitled to vote at that Membership Meeting as if such Member was present in person.

4.13 No Proxy

There shall be no proxy voting at Membership Meetings.

4.14 Binding upon Membership

The motions or resolutions adopted and approved by the Members in attendance at all Membership Meetings shall be binding upon the full Membership.

**ARTICLE V – BOARD OF DIRECTORS**

**GENERALLY**

5.1 Eligibility

All Directors must be Individual Members or Honorary Life Members prior to becoming Directors or shall become Individual Members or Honorary Life Members within ten (10) days after becoming Directors. All Directors shall maintain their Memberships during their terms of office as Directors.

5.1 Powers

With the exception of those matters stated in the Act and in these By-laws to remain within the authority of the Members, the Board shall supervise the management of the business and affairs of the Association, and may exercise all such authority and powers of the Association, and do all such lawful acts and things in relation to the exercise of such authority and powers.

5.2 Composition

The Board shall consist of no less than eight (8) and no more than twelve (12) Directors.

**BOARD MEMBERS**

5.3 Positions

(a) The Board:

(i) Shall be comprised of up to four (4) Officers (who shall also be considered Directors) ("**Officers**"), including:

- A. President;
- B. Vice President;
- C. Treasurer; and
- D. may include a Past President; and

(ii) may be composed of the following Director positions:

- A. Program Director;
- B. Outreach and Advocacy Director;

- C. Intra-Provincial Coordinator; and
- D. three (3) Members-at-Large.

(b) The Executive Director shall be an ex officio member of the Board and shall assist the Board in day-to-day operation of the Association, but shall not be considered a Director as defined under section 1.1 of these By-laws, nor under the Act.

#### 5.4 Remuneration of Directors

The Directors shall receive no remuneration for acting as such.

#### 5.5 Election and Term

Directors, and Officer positions of Vice-President and Treasurer, shall be elected by the Members at a Membership Meeting and shall hold office for terms of two (2) years or until their successors are elected. The Vice-President and President shall assume the roles of President and Past President, respectively, at the end of their two-year terms, and do not need to stand for re-election. Directors shall be eligible for re-election for any number of successive additional terms after the expiration of their original two-year terms, with the exception of the Vice President, President, and Past President, whose terms of office shall be each a maximum of two (2) years, unless, in extraordinary circumstances, the terms are approved to be extended by a two-thirds (2/3) vote of Directors. Former Vice Presidents, Presidents, and Past Presidents may stand for election to new terms as Directors.

#### 5.6 Resignation of Directors

A Director may resign from office upon giving a written resignation to the Association and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

#### 5.7 Removal of Directors

Any Director may be removed from office as such before the expiration of their term of office by a two-thirds (2/3) vote of Members present at an Annual General Meeting, or at a Special Meeting called for the purpose of such removal.

#### 5.8 Vacation of Office

A Director ceases to hold office if such Director dies, resigns is removed from office by the Members, if such Director acquires the status of a bankrupt or becomes of unsound mind and is so found, or becomes otherwise disqualified to serve as Director.

#### 5.9 Vacancies

In the event of a vacancy on the Board by reason of a Director ceasing to hold office as such other than by reason of the expiration of their term of office as such, the remaining Directors



may appoint a Member to serve as a Director until the next ensuing Annual General Meeting, or until their successor is elected or appointed.

## **BOARD MEETINGS**

### **5.10 Frequency and Calling of Meetings**

The Board shall meet not less than four (4) times annually. Board Meetings shall be held at the call of the President, or at the written request of any two (2) other Officers, or of not less than one-third (1/3) of the Directors.

### **5.11 Notice**

- (a) Notice of each such meeting shall be sent to the Directors by electronic mail not less than ten (10) days prior to the date of such meeting.
- (b) The accidental omission to give notice as required by this section shall not invalidate any business transacted at any Board Meetings, unless otherwise provided by the Directors in attendance at any such meeting.

### **5.12 Quorum**

A Majority of Directors elected to office shall constitute a quorum at any such Board Meeting and all decisions at each Board Meeting shall be taken by the affirmative vote of a Majority of Directors present at such meeting.

### **5.13 Voting**

All Directors shall be entitled to one (1) vote at Board Meetings and all decisions at each meeting shall be taken by the affirmative votes of the Directors present at such meetings.

- (a) Unless otherwise required by the Act or these By-laws, questions arising at any Board Meetings shall be decided by a Majority of votes.
- (b) At all Board Meetings, the President of the Board, in addition to being entitled to exercise one (1) vote on each motion or resolution, shall have an additional or casting vote in the event of an equal division of votes for and against a motion or resolution.

### **5.14 Participation by Telephone or Other Communications Facility**

A Director may participate in a Board Meeting by telephonic, electronic or other communication facility that permits all participating Directors to communicate adequately with each other during the Board Meeting, and a Director participating by such means is deemed to be present at the Board Meeting, and is thus entitled to vote at that Board Meeting as if such Director was present in person.

5.15 Proxy

There shall be no proxy voting at Board Meetings.

**ARTICLE VI – DUTIES OF THE OFFICERS AND EXECUTIVE DIRECTOR**

6.1 Duties of Officers & Executive Director

The duties of Directors shall be outlined by the terms of reference of the position and/or Portfolio(s) they assume, and Directors shall perform such other duties and shall have such other responsibilities as may be determined from time to time by the President or Board. It is expected that each Director assume the Portfolio related to their role. In the case of Director positions with no related Portfolio, the Director shall choose at least one Portfolio to assume. Directors may assume more than one Portfolio.

(a) The President shall:

- (i) supervise the conduct of all of the Association's activities and affairs;
- (ii) chair all Board meetings, Annual General Meetings, and Special Meetings;
- (iii) have a casting or second vote at each such meeting in the event of a tie;
- (iv) be an ex officio member of each Committee;
- (v) perform such other duties and shall have such other responsibilities as may be prescribed by the Board; and
- (vi) assume the role of Past President at the end of the incumbent Past President's term.

(b) The Vice President shall:

- (i) perform the duties and have the responsibilities of the President, in the President's absence or inability to act;
- (ii) assume the Manitoba Music Educators' Association Portfolio;
- (iii) perform such other duties and shall have such other responsibilities as the President or the Board may prescribe; and
- (iv) assume the role of President at the end of the incumbent President's term.

(c) The Past President shall:

- (i) provide advice and guidance to the President and to the Officers, as they may require, in order to ensure an orderly transition of office to the President;
- (ii) be ex officio the chairperson of the Nominating Committee; and
- (iii) assume the Foundation for Choral Music in Manitoba Portfolio.

(d) The Treasurer shall:

- (i) supervise the financial affairs of the Association;
- (ii) receive or cause to be received all funds due to the Association;
- (iii) deposit or cause to be deposited all such funds in the name of the Association in such banking institutions as may, from time to time, be authorized by the Board;
- (iv) make or cause to be made all disbursements authorized by the Board;
- (v) keep or cause to be kept an accurate record of all funds and transactions;
- (vi) give a cumulative report of the finances of the Association at meetings of the Board and at Annual General or Special Meetings; and
- (vii) perform such other duties and shall have such other responsibilities as the Board may prescribe.

(e) The Executive Director shall:

- (i) conduct the daily administration and management of the operations and affairs of the Association under the supervision of the President, in accordance with policies as determined by the Board from time to time;
- (ii) from time to time, assume the role of chairperson of any Committees if deemed necessary by the President;
- (iii) not be eligible to vote at any meeting of any Committee, but be an ex officio non-voting member of each Committee;
- (iv) be evaluated annually based on job performance;
- (v) be appointed and remunerated as determined or confirmed annually by the Board;
- (vi) give notice of and shall attend and report on the administration and management of the operations and affairs of the Association at meetings of the Board, Membership Meetings, and meetings of all Committees, excepting any such meeting that the President or the Board shall determine from time to time and for any reason, in their sole discretion, that the Executive Director should not attend;
- (vii) keep a record or cause a record to be kept of the proceedings at all such meetings;
- (viii) maintain lists of Members, Directors, and Committee members;
- (ix) be responsible for the correspondence of the Association;
- (x) maintain or cause to be maintained the Association's records and documents; and

- (xi) perform such other duties and shall have such other responsibilities as the terms of their employment by the Association may provide.

6.2 Delegation by Directors (Committees)

The Board may delegate to a Director, or to a Committee established by them, the authority to do any act or exercise any power or jurisdiction that the Board is authorized to do under these By-laws, except the power to make rules.

**ARTICLE VII – PORTFOLIOS**

7.1 Terms and Duties

Portfolios shall be assumed by either a Director (in the case of Directors whose role is directly related to the Portfolio) or a Member, or, when deemed appropriate by the President, by an Employee of the Association (“**Employee**”). The Board shall appoint Directors, Members, and/or Employees to Portfolio positions as required. The Representatives from these portfolio positions shall:

- (a) be strong advocates for the Association and for the choral arts;
- (b) attend Board meetings as requested;
- (c) submit reports of their Portfolio activities;
- (d) act as liaison between the Board and their Committee as appropriate; and
- (e) adhere to the terms of reference as outlined in the Association’s policy manual.

7.2 Portfolios

The following are regular Portfolios of the Association and shall be assumed by Directors and/or Officers as outlined in the Association’s terms of reference:

- (a) Programs
- (b) Outreach and Advocacy
- (c) Intra-Provincial Coordination
- (d) Nominations
- (e) Manitoba Music Educators’ Association
- (f) Foundation for Choral Music in Manitoba

Other Portfolios shall be established from time to time by the Board based on the needs of the Association, as determined by the Board from time to time.

## ARTICLE VIII – COMMITTEES

### 8.1 Standing Committees

The following Standing Committees shall be constituted as standing committees of the Association (“**Standing Committees**”), shall meet regularly and exist from year to year, and shall, with the exception of the Executive Committee, be responsible for the Portfolios listed in Article 6.2:

- (a) Executive Committee
- (b) Nominating Committee
- (c) Program Committee
- (d) Outreach and Advocacy Committee

Other Standing Committees shall be constituted from time to time by the Board based the needs of the Association.

### 8.2 Special Interest Groups

Special Interest Groups of the Association (“**Special Interest Groups**”) are groups of individuals that shall meet regularly to explore a common interest, concern, or purpose. Special Interest Groups shall be constituted as from time to time by the Board in response to the needs and interests of the Membership. Group discussion from Special Interest Groups shall inform the Association’s policies and operations.

### 8.3 Ad Hoc Committees

Ad Hoc Committees (“**Ad Hoc Committees**”) shall be constituted from time to time by the Board for a particular purpose, and dissolved upon the conclusion of that purpose as determined from time to time by the Board.

### 8.4 Special Committees

The President or Board may constitute such special Committees (“**Special Committees**”) as deemed necessary or desirable and shall appoint the chairpersons and the members of each Special Committee, or shall appoint and authorize the chairpersons of any Special Committee to appoint the members of such Special Committee.

### 8.5 Executive Committee

The Officers shall constitute the Executive Committee. The Executive Committee may exercise any or all of the powers and authorities of the Board between meetings of the Board and shall report concerning its exercise of such powers and authorities to the next ensuing meeting of the Board. The Executive Committee shall meet at the call of the President or two (2) of any of the other Officers. Notice of each meeting of the Executive Committee shall be sent to the Officers by the Executive Director by electronic mail not less than ten (10) days prior to the date of such meeting. At each such meeting, three (3) Officers present shall constitute a quorum.

8.6 Committee Membership

Each Committee shall consist of not fewer than three (3) individuals, at least one (1) of whom shall be the Committee Chair and at least one (1) of whom shall be a Member. The chairperson of each Committee shall be appointed by the President or Board and shall be responsible for the Portfolio associated with the Committee, and for reporting to the Board concerning the activities of such Committee.

8.7 Frequency of Meetings and Quorum

Each Committee shall meet at the discretion of its chairperson. A Majority of members present at a meeting of each Committee shall constitute a quorum.

8.8 Decision-Making and Voting

Committees, wherever possible, will strive to reach decisions by consensus. However, at all Committee meetings, decisions of such Committee shall be taken by the affirmative vote of the members present at such meeting unless specifically provided by the Act or by this By-law.

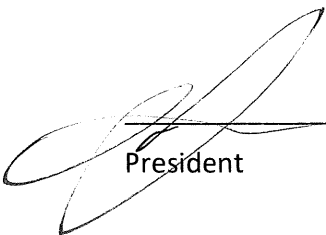
- (a) All Committee Members shall be entitled to one (1) vote at Meetings of their respective Committees.
- (b) In case of an equality of votes, the chairperson, in addition to being entitled to exercise one (1) vote on each motion or resolution, shall have an additional or casting vote in the event of an equal division of votes for and against a motion or resolution.

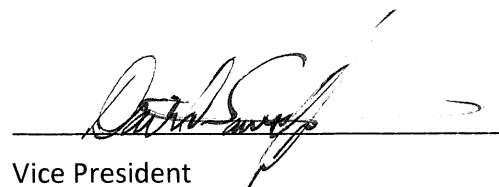
**ARTICLE IX – DISSOLUTION**

9.1 Dissolution

Upon dissolution of the Association, after all debts and liabilities have been paid, any remaining property and assets of the Association shall be distributed, as provided in the Articles of Incorporation of the Association, to a charitable organization with purposes and objects similar to the purposes and objects of the Association, as determined at a final Special Meeting called for the purpose, of which notice shall have been given to Members by ordinary mail or by electronic mail at least twenty-one (21) days prior to the date of such Special Meeting.

**ADOPTED, APPROVED, AND CONFIRMED** by the Members of the Association on June 11, 2022.

  
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President

  
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Vice President