

Article I - **NAME** The name of the Society shall be **LETHBRIDGE SYMPHONY ASSOCIATION.**

Article II - **MEMBERSHIP**

Section I - Each membership in the Association shall be open to any person, family or corporation who agrees to abide by the objectives and bylaws of the Association.

Section II - All members may attend annual and special meetings and each membership is entitled to one vote, and all other membership rights as from time to time might be offered.

Section III - Any person shall be admitted as a member of the Association if he/she has purchased a subscription to the current season or has made a contribution to the Association of \$100 or more within the past year.

Section IV - A member may withdraw their membership by written letter to the President. A member may be expelled by a majority vote of the Board of Directors.

Article III - **AFFILIATION**

The Association may affiliate with other Associations as deemed advisable.

Article IV- **BOARD OF DIRECTORS**

Section I - The Board of Directors shall consist of no more than fifteen and no fewer than seven elected members and three appointed members.

Section II - The Board of Directors shall have the power to appoint a Director in an elected position, on an interim basis, until the position can be filled at an Annual General Meeting.

Section III - Each Director shall serve for a period of three years, and may serve two consecutive terms only. No individual may serve more than six consecutive years.

Section IV - A Director shall resign by written notice to the President.

Section V -

a) If a Director fails to attend three consecutive Board Meetings that position may be declared vacant by a majority vote of Board members.

b) If the Board determines, by resolution supported by at least two thirds of the directors, that any director demonstrates a lack of interest in the Association by inactivity or is incompetent or unable to handle elected or appointed tasks, or has conducted himself or herself in a manner that is improper, unbecoming or likely to endanger the interest or reputation of the Association, the Board may suspend the director from his or her position or appointment. In such cases, a new Director may be appointed by the Board and the new Director shall serve, on an interim basis, until the next Election.

Section VI - Directors shall receive no remuneration. The Board shall have the power to determine reimbursement to any director for reasonable expenses incurred on approved business of the Association when properly substantiated.

Section VII - Directors shall engage in such activities necessary to carry out the aims of the Association.

Section VIII - The Directors may designate employees as ex-officio members of the Board without voting rights.

Section IX – Statement of Indemnification

- a) Directors shall incur no liability, either collectively or individually, in acting upon any papers, documents, data, or information believed by them to be genuine and accurate, and to have been made executed, delivered or assembled by thy proper parties.
- b) Directors shall incur no liability for anything done in good faith and in the purported exercise of his or her duties as a director.
- c) Individual Directors shall not be liable for the act or omission of any other Director.
- d) Lethbridge Symphony Association shall indemnify and save harmless each and all of the members of the Board of Directors from and against any loss, expense, claim, demand, action, or thing of any nature whatsoever, arising out of their performance or purported performance of their powers, duties, and function under the Societies Act or Lethbridge Symphony Association By-Laws, except that this indemnity shall not in any way extend so as to protect any member from liability relating to his or her failure to act in good faith.

Section X - The Directors shall appoint an Executive Committee consisting of the officers of the association and the immediate past president of the board.

- a) The Executive Committee shall oversee the Senior Administrative Employee (e.g. Executive Director) and the Senior Artistic Employee (e.g. Music or Artistic Director) in handling the day-to-day business of the Association.
- b) The Executive committee may appoint additional committees as needed.

Section XI - To be approved, all motions must have a simple majority of those voting.

Article V - **OFFICERS**

Section I - At the first Board meeting, following the Annual General Meeting, the Directors shall elect a President, a Vice-President, a Secretary and a Treasurer. No officer shall receive remuneration for the performance of their duties. Any officer may be removed, by a majority vote of the Board of Directors, if they are not performing their duties as specified by the Association.

Section II - The President shall:

- a) Preside at all meetings of the Board and Executive Committee;

- b) Chair the Executive Committee;
- c) Be an ex-officio member of all committees;
- d) Perform such other duties as may be specified by the Board from time to time.

Section III - The Vice-President shall:

- a) Assume the office and duties of the President in the absence, incapacity or resignation of the President;
- b) Perform such other duties as may be specified by the Board or these bylaws.

Section IV- The Secretary shall:

- a) Attend all meetings of the Board and Executive Committee and record and preserve minutes of all such meetings;
- b) Be responsible for the records of all proceedings of the Association;
- c) Perform such other duties as may be specified by the Board.

Section V – The Treasurer shall:

- a) Attend all meetings of the Board and Executive Committee
- b) Ensure that the Association’s financial records, budget forecasting and Annual financial statements are maintained under Generally Accepted Audit Standards, with the assistance of Association Staff and appointed Auditors
- c) Perform such other duties as may be specified by the Board.

Section VI - The funds of the Association shall be disbursed as directed by the Board of Directors, and over the signatures of two of the President or Vice President, and either the Treasurer or Senior Administrative Employee

Article VI - **MEETINGS**

Section I - The Annual General Meeting of the Association shall be held, each fiscal year, at a time specified by the Board of Directors. The business of the Annual General Meeting is to receive the annual reports, including the Auditor’s report and to elect directors. Notice of the date, time and place of such meeting and all business to be presented at such meeting shall be given to the members at least 21 days before the date of such meeting.

Section II - A Special Meeting shall be called by the President or Vice President upon the request of the Board. Notice of the date, time and place of such meeting and all business to be presented at such meeting shall be given to the members at least 21 days before the date of such meeting.

Section III - The Membership will be notified of General and Special meetings twenty-one (21) days prior to the meeting by any or all of the following: on the LSA website, e-newsletter, email, at concerts, and/or through community media.

Section IV - Twenty members at an Annual or a Special Meeting shall constitute a quorum.

Section V - At any meeting of the Board the majority of Board of Directors shall constitute a quorum.

Section VI - The Board shall meet a minimum of eight times within the fiscal year to attend to the Association's business.

Section VII - The Association's fiscal year shall be from June 1 to May 31.

Section VIII – Books and records of the Association may be inspected by members, in the Association office during business hours, upon reasonable request.

Article VII – **VOTING RIGHTS**

Any members who has not withdrawn from membership, nor has been neither suspended, nor expelled shall have the right to vote at any General or Special meeting of the Association. Such votes must be made in person and not by proxy or otherwise.

Article VIII - **BORROWING POWERS**

The Board of Directors may, at its discretion, and by a resolution of the members of the Board, borrow for the purpose of attaining the aims and objectives of the Association, and may pledge the assets of the Association for this purpose.

Article IX - **AUDIT**

Section I - The membership shall appoint a duly qualified accountant as the auditor of the Association for such period as the Board may determine, to be ratified by the membership at the Annual General Meeting.

Section II - This auditor shall prepare an audited statement of the Association's records and financial transactions, and shall submit this statement at the Annual General Meeting.

Article X - **SEAL**

The Seal of the Association shall be attached to all legal documents and shall be authenticated by the signature of any two of the President, Vice-President and Secretary.

- a) The Secretary shall be responsible for the custody of the Association's seal;

Article XI - **AMENDMENTS**

A Notice of Motion to amend the by-laws shall have been given not less than THIRTY DAYS prior to the Annual General Meeting. These by-laws may be amended by a three-quarter affirmation vote at an Annual General Meeting.

Article XII - **DISSOLUTION**

In the event of the dissolution of the Association, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada.