

Calgary Burlesque Society (CBS) By-laws (2016)

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ARTICLE 1 NAME

The Society shall be known as the Calgary Burlesque Society (CBS).

The festival produced as part of the Society objectives is known as the Calgary International Burlesque Festival (CIBF).

ARTICLE 2 OBJECTIVES

- 2.1 To promote the art and entertainment of burlesque to audiences in Calgary and to provide a venue for burlesque performers, both local and beyond, to celebrate their art form and inspire each other through performance.
- 2.2 All profits and income will be used to promote the Society's objective. The Society does not pay dividends or distribute property among its members.

ARTICLE 3 MEMBERSHIP

- 3.1 Persons may become members of the society provided that they have paid the required membership fees, and subject to the Membership categories and guidelines as may be adopted by the Board, from time to time, with associated rights, privileges and obligations. Memberships are not transferable.
- 3.2 Any person residing in Alberta, and being of the full age of 18 years, may become a member by a favourable vote passed by a majority of the members at a regular meeting of the society, and upon payment of a membership fee.
- 3.3 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of two months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated
- 3.4 Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause, which the society may deem reasonable. If any member is at fault of the society's mission and values by any cause, the affected member will receive a written notice of the Board's intention to deal with whether that member should be suspended/expelled or not. The notice will state the reasons why suspension/expel is being considered. The member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the member. A Special Meeting shall decide on the final action.
- 3.5 A member in "Good Standing" shall mean a person who has paid his/her dues and who has not withdrawn from membership, nor has been suspended or expelled.

3.6 An accurate list of voting members shall be available to any voting member upon request.

ARTICLE 4 BOARD OF DIRECTORS

4.1 Board of Directors or Board shall mean the Board of Directors of the society. The Board consists of the President, Vice President, and a maximum of seven (7) Directors-at-large elected at the Annual General Meeting by the voting members. Directors-at-large may include the Officer roles of Treasurer and/or Secretary.

4.1.1 Total Directors. The maximum number of board members shall be nine (9) members.

4.1.2. Term. The term of each director shall normally be for a minimum of 2 years (unless the director resigns prior to the end of the term, or unless the board votes to remove the director from the board), and for a maximum of 6 years.

4.1.3 Committees and Policies. The board shall create any ad hoc or standing committees and associated policies as it deems necessary to implement its governance responsibilities.

4.2 The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society and meetings of the Board shall be held as often as may be required, but at least once every three months.

4.2.1 A majority of the Directors present at any Board Meeting is a quorum.

4.2.2 Each Director, including the President has one (1) vote.

4.2.3 The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

4.2.4 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting

4.2.5 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

4.3 A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

4.4 Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause, which the society may deem reasonable.

4.4.1 The Board of Directors must review all directors' performance; as such it must vote to continue, re-assign or remove any director after the director misses either 3 board meetings in a fiscal year or 3 meetings in a row.

4.5 If there is a vacancy on the Board mid-term, the remaining Directors may appoint a Member in good standing, or re-assign existing Board members to fill that a vacancy for the remainder of the term. Otherwise the vacant position remains vacant until the next AGM

ARTICLE 5 PRESIDENT AND VICE-PRESIDENT

The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the society and of the Board. In his/her absence, a Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside. The President will serve as Past-President for the year after his or her term ends.

ARTICLE 6 SECRETARY

The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied, if any, by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required. It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal, if any, of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.

ARTICLE 7 TREASURER

The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

ARTICLE 8 FINANCIAL REVIEW

- 8.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such person(s) at the Annual Meeting of the society. The fiscal year of the society in each year shall be from February 28th – February 27t.
- 8.2 The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

ARTICLE 9 GOVERNANCE

- 9.1 Governance and Management of the Society. The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.
- 9.2 Powers and Duties of the Board. The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include:
- A. Promoting the objectives of the Society;
 - B. Promoting membership in the Society;
 - C. Maintaining and protecting the Society's assets and property;
 - D. Approving an annual budget for the Society;
 - E. Paying all expenses for operating and managing the Society,
 - F. Paying persons for services and protecting persons from debts of the Society;
 - G. Investing any extra monies;
 - H. Financing the operations of the Society, and borrowing or raising monies;
 - I. Making policies for managing and operating the Society;
 - J. Approving all contracts for the Society,
 - K. Maintaining all accounts and financial records of the Society;
 - L. Appointing legal counsel as necessary;
 - M. Making policies, rules and regulations for operating the Society and using its facilities and assets;
 - N. Selling, disposing of, or mortgaging any or all of the property of the Society; and
 - O. Without limiting the general responsibility of the Board, delegating its powers and duties to an Executive Committee or the paid administrator of the Society.

ARTICLE 10 MEETINGS

10.1 Annual General Meeting shall occur on or before April 30th in each year, of which notice in writing to the last known address of each shall be delivered by mail and/or emailed 21 days prior to the date of the meeting. The Board sets the place, day and time of the meeting

10.1.1 At this meeting the agenda will include any or all of the following:

- A. adopting the agenda;
- B. adopting the minutes of the last Annual General Meeting;
- C. considering the President's report;
- D. reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- E. electing the members of the Board;
- F. considering matters specified in the meeting notice,
- G. other specific motions that any members has given notice of before the meeting is called.

10.2 A Special Meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter or email to the last known address of each member, delivered eight days prior to the meeting.

10.3 In addition to the majority of the Board, 50% + 1 members in good standing shall constitute a quorum at an Annual General Meeting or any Special Meeting

10.4 The Annual General Meeting and Special Meetings are open to the public. A majority of the members present may ask any persons who are not members to leave.

ARTICLE 11 VOTING

11.1 Any member who has not withdrawn from membership, nor has been suspended or expelled shall have the right to vote at any Special Meeting and the Annual General Meeting. Such votes must be made in person and not by proxy or otherwise.

11.2 Each voting member, has one (1) vote. A show of hands decides every vote. A ballot is used if at least five (5) voting Members request it.

11.3 The President or presiding officer declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

11.4 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

ARTICLE 12 REMUNERATION

The directors and officers shall serve as such without remuneration and no director or officer shall directly or indirectly receive any profit from their positions as such, provided that directors and officers may be paid reasonable expenses incurred by them in the performance of their duties.

ARTICLE 13 BORROWING POWERS

For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society

ARTICLE 14 DISSOLVING THE SOCIETY AND DISTRIBUTING ASSETS

- 14.1 The Society does not pay any dividends or distribute its property among its Members.
- 14.2. If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objectives similar to those of the Calgary Burlesque Society.
- 14.3. Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

ARTICLE 15 BY-LAWS

The Bylaws may be rescinded, altered or added to by a "Special Resolution."