



# **Saskatchewan Orchestral Association**

## **Bylaws**

Updated: April 26, 2020

## **About the Saskatchewan Orchestral Association**

### **Mission**

Our mission is to foster, support, and represent string and orchestral activities through advocacy, resource sharing and providing opportunities for learning and growth.

(Note on definition: for the SOA, an orchestral organization is a formally organized group of string players that may include wind and percussion players.)

### **Vision**

Our vision is an enhanced quality of life in Saskatchewan from stimulating a thriving orchestral community.

### **Principles and Values**

Diversity relates to the inclusion of different types of people in a group. All have layers of diversity which make their perspective unique. Inclusion involves and values human differences and views such differences as strengths. The SOA believes that orchestras are for everybody. The everyday activities of the organization reflect the values of diversity and inclusiveness and send messages to the population that accepting, respecting and valuing individual differences is a benefit to everyone. Working with a living, breathing organization means that those who influence the direction of the organization must be alert to change, and flexible to obstacles that need navigating.

We perform our Mission and pursue our Vision with behaviours that demonstrate the following defining values:

- Integrity – showing fairness and transparency; accepting accountability and managing our affairs according to the highest principles.
- Flexibility – being responsive to the needs of members, innovative in our approaches, and sensitive to the application of rules and policies in ways that recognize unique community settings.
- Openness – providing a welcoming environment that encourages new participants and demonstrates support for diversity.

# **BY-LAWS Of the Saskatchewan Orchestral Association Inc.**

**Revised March 2019**

## **ARTICLE I – NAME**

1. The name of the association shall be Saskatchewan Orchestral Association Inc., hereinafter referred to as the SOA.
2. The Board of Directors of the SOA may hereinafter be referred to as the Board.

## **ARTICLE II - OBJECTIVES**

1. To serve as a resource base and coordinating body for orchestral and string programs in Saskatchewan.
2. To procure funds to make the achievement of the goals and objectives of the SOA possible.

## **ARTICLE III - MEMBERSHIP ELIGIBILITY**

1. Individual - any person who subscribes to the objectives of the SOA and who has an interest in orchestral and string music in Saskatchewan.
2. Group - any organization with an interest in or who participates in orchestral or string activities, and who subscribes to the objectives of the SOA.
3. Associate - any person with an interest in fulfilling the objectives of the SOA (a person of influence who can possibly advocate for the SOA).
4. Corporate - any incorporated entity or entity representative with an interest in fulfilling the objectives of the SOA (companies that fund).
5. Honorary - any person determined by the Board to meet its criteria.

## **ARTICLE IV - MEMBERSHIP PRIVILEGES**

1. Individual members in good standing shall be entitled to all privileges and benefits of the SOA, including the right to vote on all issues placed before the membership.
2. Groups in good standing shall be entitled to all privileges and benefits of the SOA. A representative of such a group shall be entitled to one vote on all issues placed before the membership.
3. Associate members shall be entitled to benefits and privileges of the SOA as determined by the Board. Such a membership shall not be entitled to vote at meetings of members.
4. Corporate members shall be entitled to benefits and privileges of the SOA as determined by the Board.
5. Honorary members shall be entitled to benefits and privileges of the SOA as determined by the Board. Such a membership shall not be entitled to vote at meetings of members.

## **ARTICLE V - REPRESENTATIVES OF MEMBERS**

1. Group Member Representatives - Each group member shall designate in writing to the SOA the name of one of its members in good standing who will act as that group's official voting representative in the SOA.
2. Two additional representatives may be appointed by each group member. These representatives may participate in the discussion of SOA matters but neither of them may vote.
3. A group member may change its representatives by filing written notice with the SOA, provided that such member must always have one designated voting representative in the SOA.
4. Representatives who are members of the SOA Board - If a group member of the SOA withdraws or changes its representative that representative is a member of the Board, such representative shall immediately cease to be a member of said board and the resulting vacancy may be filled as provided for in Section 8 of Article XII.

## **ARTICLE VI - MEMBERSHIP APPLICATIONS**

1. Applications for membership shall be in writing in a form approved by the Board.

## **ARTICLE VII - MEMBERSHIP DUES**

1. Membership Dues shall be determined by the Board and approved by the Membership.
2. Honorary Members shall not be required to pay membership dues.
3. Membership dues shall be granted for one year as follows:
  - (a) If the payment has been made in the first half of the month, membership begins as of the first of the month in which the payment of the required fees has been remitted by the prospective member.
  - (b) If the payment has been made in the second half of the month, membership begins as of the first of the subsequent month to that in which the payment of the required fees has been remitted by the prospective member. Notwithstanding, in administering this provision, a grace period shall apply entitling the prospective member to all rights of membership as of the date of said payment.
  - (c) The date borne on the payment by the prospective member shall be used for this purpose.

## **ARTICLE VIII - TERMINATION OF MEMBERSHIP**

1. Resignation - Any Member may resign upon giving 30 days prior notice to the SOA provided all dues and other financial obligations to the SOA have been discharged to the effective date of such resignation.
2. Suspension - Any Member whose dues are three months in arrears may be suspended from membership by a majority vote of the Board.
3. Refund - If a Member resigns or is suspended from the SOA, such Member shall not be entitled to any refunds.

## **ARTICLE IX - REINSTATEMENT OF MEMBERS**

1. A former Member of the SOA whose resignation was accepted by the Board may be reinstated under the provisions of new membership.
2. A Member who has been suspended for non-payment of dues may be reinstated under the provisions of new membership, after payment of all past obligations to the SOA.

## **ARTICLE X – MANAGEMENT**

1. The management of the SOA shall be vested in a Board of Directors of the SOA elected by the Members at the Annual General Meeting of the SOA.

## **ARTICLE XI – OFFICERS**

1. The Officers of the SOA shall be the President, Vice-President, Secretary, and Treasurer.
2. The Board, in its discretion, may appoint other officers from time to time to assist with the affairs of the SOA.

## **ARTICLE XII - BOARD OF DIRECTORS**

1. There shall be a Board of Directors (Board) consisting of not fewer than 5 (being a Past President, a President, a Vice-President, a Secretary and a Treasurer) nor more than 15 persons, each of whom shall be a voting member of the SOA, as determined from time to time by resolution of the Board.

In addition, the Executive Director of Orchestras Canada and the Executive Director of the SOA shall be ex officio members of the Board of Directors. Except for the Executive Director of the SOA being an ex officio member of the Board of Directors, no salaried employee of the SOA may be a member of the Board of Directors.

2. In an effort to achieve a qualified Board that is reflective of the entire cultural community, the aim of the organization will be to have directors in place that have demonstrated knowledge of arts and cultural industries, and cultures that represent the entire population of Saskatchewan.

3. All directors shall be:
  - (a) Residents of Saskatchewan.
  - (b) At least 18 years of age.
  - (c) Of sound mind.
  - (d) Financially solvent.
  
4. Directors shall be elected by ordinary resolution of the members of the SOA. The Officers shall be determined by resolution of the Board and shall each serve for a term of two years in that office commencing on the date of the resolution electing him or her.
  - (a) Individuals are elected for terms of two years commencing on the date of the resolution electing them.
  - (b) On the basis of election, no more than 50% of the Board will have terms expiring in any given year.
  - (c) An individual is eligible to stand for re-election for a maximum of four successive terms of two years each.
  - (d) An individual who ceases to be a member of the Board is not eligible for re-election for a period of two years following the termination of their service as a member of the SOA Board of Directors.
  - (e) The person occupying the position of President may have their service extended beyond the specified limit.
  - (f) This change shall be enforced on a go-forward basis to individuals elected after March 1, 2017 and shall not be required of members occupying Board positions as at January 22 2017.
  
5. Whenever at any election of Directors of the SOA the full number of Directors is not elected by reason of the disqualification, the refusal to act or failure to consent to act as a Director, or the death of any nominee or nominees, the Directors elected may exercise all powers of the Board so long as the number of Directors so elected constitutes a quorum.
  
6. In all other circumstances, where there is a vacancy or vacancies in the Board, the remaining Directors may exercise all of the powers of the Board so long as a quorum (calculated upon the remaining number of the Directors) of the Board remains in office.
  
7. The Board shall manage or supervise the management of the affairs and business of the SOA and may exercise all such powers and do all such acts and things as may be exercised or done by the SOA and which are not by the Act, or any other statute, the Articles, the by-laws or any special resolution of the SOA expressly directed or required to be done in some other manner.

8. The President:

- a) The President of the Board, or in his or her absence the Vice-President, shall preside as Chairman of every meeting of the Board or members of the SOA. If there is no such President or Vice-President or if at any meeting they are not present within thirty (30) minutes after the time appointed for holding the meeting, or they are unwilling or unable to act as Chairman, the members present shall choose someone of their number to be the Chairman for the meeting.
  - b) The President shall preside at all meetings of the General Membership. The President shall also be ex officio a member of all Board defined committees. The Vice-President shall preside in the absence of the President, and when doing so, shall possess all of the powers and perform all duties of the President.
9. Other Directors shall carry out such other duties and accept such other responsibilities as may, from time to time, be considered necessary in furthering the purposes of the SOA.
10. Signing Authorities - At the first meeting of the Board of Directors following each Annual General Meeting, the Board shall, by majority vote, approve the signing authorities for the SOA for the ensuing year. The names of such signing authorities shall be recorded in the minutes of that meeting.
11. Remuneration of Directors - No officer or director of the SOA shall receive any remuneration for his/her services other than necessary expenses while wholly engaged on duties of the SOA. Officers and directors shall be reimbursed for expenses incurred in approved SOA activities at rates set by the Board.
12. If the President resigns, or for any other reason relinquishes office, the Vice-President shall immediately assume the position of Acting President and shall continue in that capacity until the next succeeding Annual General Meeting of the SOA.
13. Resignation of Directors/Officers - Any Officer or Director may resign from the Board by sending a written resignation to the President. The Board of Directors may, by appointment, replace any such Officer or Director who resigns or leaves office for any reason between Annual General Meetings. Any appointment so made shall expire on the date of the next succeeding Annual General Meeting.
14. Counsel - The Board may retain Counsel for the SOA under such circumstances and under such terms and conditions as it may deem necessary to serve the best interests of the SOA.



15. The Board may make rules and regulations not inconsistent with these by-laws as it deems necessary or advisable in respect to any and all matters affecting the operation and function of the SOA. Any such rules and regulations made by the Board shall be distributed to the general membership of the SOA within 30 days from the date they are made.
16. Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retired.
17. A Director may be removed from office:
  - (a) upon the President or Vice-President of the Board convening a special meeting of the Board at which a resolution is passed by a 2/3 majority of the Board; or
  - (b) upon 10% of the members of the SOA, representing at least 3 different Member Groups, convening a special meeting of the members of the SOA at which a 2/3 majority of the members of the SOA vote in favour of the removal of the Director.

### **ARTICLE XIII - SECRETARY & TREASURER**

1. As soon as possible after the Annual General Meeting, but in any event no more than 30 days thereafter, the newly elected Board shall meet and appoint a Secretary and a Treasurer. The Secretary and Treasurer may be the same person.
2. Duties of Secretary - the Secretary shall:
  - (a) attend all meetings of the General Membership;
  - (b) attend all meetings of the Board;
  - (c) ensure accurate minutes are recorded and kept for meetings of the General Membership, meetings of the Board and all Board defined committees;
  - (d) ensure an accurate record of the names and addresses of all Members of the SOA is maintained;
  - (e) ensure appropriate notices of meetings as required;
  - (f) ensure correspondence of the SOA is appropriately dealt with;
  - (g) ensure all correspondence, documents, records and other property of the SOA is appropriately preserved;
  - (h) perform such other duties as the Board or the President may prescribe.
3. Duties of Treasurer - The Treasurer shall:
  - (a) ensure that all dues and assessments levied by the SOA are collected;
  - (b) ensure that all monies received or collected on behalf of the SOA are promptly deposited in such bank or other financial institutions as

- the Board may designate;
- (c) ensure a full detailed account of all receipts and disbursements to the Board at such time and in such manner as the Board may require;
  - (d) ensure submission to the Annual General Meeting a detailed statement that has been audited by the Auditors of the SOA;
  - (e) ensure submission to the Annual General Meeting a budget to cover general SOA purposes for the ensuing year;
  - (f) perform such other duties related to the finances of the SOA as the Board of Directors may designate.
4. Surety Bonds - The Board may require any person or persons involved with the finances of the SOA to be bonded in such amounts and in such manner as the Board may decide.
5. Duties of Secretary and Treasurer may be delegated - If the SOA employs permanent or temporary staff, any or all of the duties of the Secretary and Treasurer may be delegated by the Board to any one or more members of such staff.

#### **ARTICLE XIV - EXECUTIVE DIRECTOR**

1. Executive Director - The Board of Directors may employ an Executive Director and shall determine compensation. The Executive Director shall be the chief administrative officer of the SOA and shall be responsible to the Board. The Executive Director shall perform such duties and assume such responsibilities as the President may from time to time prescribe.
2. Other Staff - The Executive Director may employ such other executive, administrative and technical staff as are authorized and approved by the Board.

#### **ARTICLE XV – COMMITTEES**

1. Executive Committee
- (a) There shall be an Executive Committee comprising the Past President, President, Vice- President, Secretary and Treasurer.
  - (b) The Executive Committee shall deal with all matters of business which require attention between meetings of the Board. Subject to any regulations the Board may make in respect the authority of the Executive Committee, said Committee shall be competent to exercise any or all of the powers exercisable by the Board.
  - (c) The Executive Committee shall keep proper minutes and records of all its proceedings and shall submit the same to the Board for approval at the

next succeeding meeting of the Board.

2. Nominating Committee - The Nominating Committee shall consist of three members with the Past President as Chairman. Two other members shall be appointed by the Board.
3. Other Committees
  - (a) The Board may appoint such other committees as it deems advisable to assist in carrying out the objectives of the SOA.
  - (b) The Committees so appointed shall be responsible to and report to the Board within the scope defined for each by the Board.
4. Appointments to Other Organizations - The Board may appoint or recommend the appointment of any person from the Membership to represent the SOA on any government board or agency or any other organization, if, in the opinion of the Board, such appointment will serve the best interests of the SOA.

## **ARTICLE XVI – MEETINGS**

1. Meetings that are held online shall be treated in the same manner as in-person meetings. Such meetings must be conducted in such a way that all members participating can hear each other at the same time, and rules should be adopted to specify the equipment required to participate, as well as methods for seeking recognition, obtaining the floor, submitting motions in advance, determining the presence of a quorum, and taking and verifying votes.
2. The Annual General Meeting of the SOA shall be held within three months after the end of each fiscal year at such time and place in Saskatchewan selected for that purpose by the Board.
3. Business at the Annual Meeting shall include:
  - (a) Adoption of the Annual Report and Audited Financial Statement for the preceding fiscal year;
  - (b) Adoption of a program of Projects and Activities for the ensuing year;
  - (c) Election of Directors for the ensuing year;
  - (d) Appointment of Auditors for the ensuing year;
  - (e) Transaction of any other pertinent business that may be brought before the meeting.
4. Special General Meetings of the SOA may be called at any time by the Board or President, or shall be called by the President upon the written request of at least 3 members of the Board or upon the written request of at least 10% of the Regular Members representing at least 3 different Member Groups. Such

requests shall be addressed to the President and shall state the purpose of the Special Meeting.

5. Board of Directors Meetings

- (a) The Board of Directors shall meet and organize within 30 days after being elected.
- (b) The Board shall hold at least 2 meetings each year.
- (c) The Board shall meet upon the call of the President.
- (d) Upon receipt of written request of a majority of the Board of Directors, the President shall call a meeting of the Board at any time and place specified in such request.

6. Committee Meetings - Committees of the SOA shall meet at the call of the Committee Chairman or the President.

7. Notice of Meetings

- (a) At least 21 days and not more than 50 days prior to each Annual or Special General Meeting, notice shall be made available to all Members. Such notice shall set out the purpose of the meeting and the subjects to be considered thereat.
- (b) At least 14 days prior to each Board meeting a notice shall be made available to each Board Member, unless all Members of the Board consent to waive such notice.
- (c) At least 10 days prior to each committee meeting a notice of such meeting shall be made available to each Committee Member unless the majority of the Committee Members consent to waive such notice.

8. Quorum – Meetings

- (a) At each Annual or Special General Meeting of the SOA, a quorum of the Board as stated in 8(b), plus any 3 other Members personally present shall constitute a quorum.
- (b) At each Board meeting, a majority of the Directors shall constitute a quorum.
- (c) At each Executive committee meeting, a majority of the Executive Committee Members shall constitute a quorum.

9. Unless specified by the by-laws, the meetings shall be run according to Roberts Rules of Order.

**ARTICLE XVII - NOMINATIONS FOR DIRECTORS**

- 1. At least 3 weeks (21 days) prior to each Annual General Meeting, the Nominating Committee shall ensure notice is made available to all Members of a complete list of nominees proposed by the Committee for election to the Board of Directors and include the number of available vacancies.

2. Number of Directors to be Elected - The number of persons elected to the Board shall not exceed the number as defined in Article XII (1).
3. Nominations from Membership - The Nominating Committee shall make available, along with its list of nominees, a form that provides for additional nominations from the membership.

Each such additional nomination must be sponsored by two (2) other Members of the SOA and contain the formal consent of the nominees. These names shall be added to the list of nominees.

4. The voting members present at the Annual General Meeting will vote for each of the nominees individually. Vacancies shall be filled by the nominees with the most votes in sequence from highest to lowest number of votes.
5. Tie Vote - Notwithstanding the provisions of Article XVIII (3), in the event of a tie vote, the winner of those tied shall be chosen by lot.

#### **ARTICLE XVIII – VOTING**

1. Each Member in good standing shall be entitled to one vote upon all matters placed before the regular membership. Each person present at a meeting shall carry one vote only, unless such person holds the proxy or proxies of other members or Member Groups, in which case such person shall have, in addition to his/her own vote, one additional vote for each proxy held. Those holding proxy votes will have in their possession at the meeting a written designation from the member or Member Group that has assigned the proxy. Directors shall not delegate their vote to a proxy.
2. At all General Meetings, Board of Directors Meetings and Board defined Committee Meetings of the SOA, a majority of votes shall carry a resolution or decide an election, unless otherwise specified in these by-laws.
3. If there is a tie vote, the Chairman of the meeting shall not have a second or casting vote. In such event, the motion shall be lost.
4. Any vote may be taken by a means selected at the discretion of the Chairman, provided that the vote shall be taken by ballot if any voting representative so requests:
  - (a) in case of an amendment to these by-laws, the method of voting shall be recorded in the minutes of the meeting;
  - (b) in case of the appointment of auditors, the method of voting shall be

recorded in the minutes of the meeting;

(c) in case of election of the Board, the method of voting shall be recorded in the minutes of the meeting;

(d) in case of approval of any financial statement or auditor's report, the method of voting shall be recorded in the minutes of the meeting.

## **ARTICLE XIX - ELIGIBILITY FOR ELECTION**

1. Any voting representative of a group member or any individual member in good standing shall be eligible for election to the Board.

## **ARTICLE XX - FISCAL MATTERS**

1. Fiscal Year - The fiscal year of the SOA shall be from January 1 to December 31.
2. Appointment of Auditor - An auditor shall be appointed each year by the Regular Membership at the Annual General Meeting of the SOA.
3. Duties of Auditor - The auditor shall review the books, vouchers and accounts of the SOA, certify to the correctness of the balance sheet, examine the securities of the SOA and certify to the SOA's assets and the reasonableness of the valuation at which the same are carried.
4. Division of Assets Upon Dissolution - In the event of dissolution of the SOA, and after payment of all indebtedness of the SOA, the funds, investments and other assets shall be donated to a scholarship fund, nonprofit organization, or association or charity designated by the Board.
5. Surplus Funds
  - (a) The Board may set aside as a reserve for contingencies or may add to the surplus funds of the SOA either a part or all of the unexpended portion of the budget for general SOA purposes.
  - (b) If, in the opinion of the Board, it becomes necessary to expend funds for general SOA requirements in excess of the amount approved in the budget at the SOA's Annual General Meeting, the Board may, by an affirmative vote of 75% of the all of the Directors, appropriate the necessary additional funds from any surplus of the SOA.

## **ARTICLE XXI - SPECIAL PROGRAMS**

1. Special programs and/or projects may be undertaken within the SOA involving all Members or particular groups of Members, if, in the majority opinion of the Board, such programs or projects are in the best interests of the SOA. The Board shall prescribe the terms and conditions under which any such programs or projects may be undertaken.

## **ARTICLE XXII - BY-LAW CHANGES**

1. These by-laws may be rescinded, altered or added to by a Special Resolution passed by a 75% majority vote of the Members present at any General Meeting of the SOA.
2. Not fewer than 21 days notice shall be given to all Members of any Special Resolution proposing changes in the by-laws.
3. A copy of any alteration or addition to these by-laws shall be made available to each Member of the SOA within 60 days from date said alteration or addition is approved by the Members of a General Meeting of the SOA.
4. When a Special Resolution is presented to the Membership at a General Meeting in accordance with the requirements of this Article, any amendments to such Special Resolution proposed at that meeting may be voted on without prior notice.

## **ARTICLE XXIII – SEAL**

1. The SOA shall have a seal of such design as the Board may adopt. Said seal shall contain the name of the SOA and the date the SOA was incorporated.

## **ARTICLE XXIV - LOCATION OF OFFICE**

1. The principal office of the SOA shall be determined by the Board.

## **ARTICLE XXV – LIMITATIONS**

1. No recommendation, representation or report of any officer, director, committee or member of the SOA shall be binding upon the SOA, nor be considered as representing the opinion or policy of the SOA, unless the same has been submitted to and approved by the Board.
2. These By-laws are subject to the provisions of the Government of SK.