



Vocal Ascent Inc.

General By-law No. 1

A By-law relating generally to the transaction of the business and affairs of **VOCAL ASCENT INC.**

Preamble:

In this document, the name of the Corporate Body is “Vocal Ascent Inc.”, and is often referred to as “the Corporation.” The terms “Board of Directors” and “Board Members” are interchangeable. The Choir, whom the Corporation supports, is referred to as “Vocal Ascent,” or “the choir.”

This document will be reviewed annually and either updated or affirmed as accurate at each Annual General Meeting of Vocal Ascent Inc.

The mission of Vocal Ascent Inc. is: “Through our shared passion for choral music, we aspire to enrich the lives of our members and our audiences. We come together to foster fun, fellowship, artistic growth, lifelong learning, and community building.”

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of Vocal Ascent Inc. (the “Corporation”), as follows:

Section 1: RE: Purpose

1.1 The purpose of the Corporation is to conduct any business that is necessary for it legally to function and operate.

Section 2: RE: Membership: Constitution, Requirements and Fees

2.1 Any individuals who:

- a. are at least (18) eighteen years of age;
- b. support the goals of the Corporation;
- c. are interested in furthering the undertaking of the Corporation as set out in its Articles of Incorporation dated February 11, 2013, or as they may be amended from time to time;
- d. pay any requisite entrance fee as may be, from time to time, fixed by the Board of Directors; and
- e. pay any annual membership dues, as fixed by the Board of Directors are eligible to apply for membership in Vocal Ascent Inc.

2.2 There are two types of members:

- a. Choir members and
- b. Non-choir Members.

- 2.3 Any application to join the Corporation as a non-choir member must be made in writing in a form prescribed by the Board of Directors, signed by the applicant, and submitted to the Board of Directors for consideration.
- 2.4 Any application to join the Corporation as a choir member must be made to the Artistic Director of Vocal Ascent for consideration. The application must meet the requirements of 2.1. The Artistic Director will have sole discretion to accept or reject the choir member's application. The Artistic Director will be responsible for notifying the applicant of the status of their application.
- 2.5 It shall be the responsibility of each member of the Corporation to ensure that Vocal Ascent Inc. always has all available current contact information, including any or all of the following: residential address, phone number or e-mail for the member. Failure of any member to immediately notify the Board of Directors in writing of any such change of contact information shall, by that failure, be deemed a waiver by that member of any notice required by the provisions of these by-laws and shall be deemed to release Vocal Ascent Inc. from any liability or responsibility for any damages, expenses, loss or costs arising as a result of failure to provide such notice.
- 2.6 To remain a Corporation member in good standing, each choir member must:
 - a. pay the annual choir membership fee, as determined each year by the Board of Directors and
 - b. follow the Policies and Procedures outlined in the current "Vocal Ascent" Handbook.
- 2.7 To remain a Corporation member in good standing, each non-choir member may be required to pay an annual membership fee, as determined each year by the Board of Directors, and each member must follow the current by-laws of Vocal Ascent Inc.
- 2.8 Membership and mandatory concert ticket fees for choir and non-choir members are due in installments as follows: the first choir practice of the fall season, the first practice in November, and the first practice in January. Fee amounts are outlined in the Vocal Ascent Inc. Handbook, which is updated at the beginning of each choir season. Choir deposit fees already received, as per Article 2.6 b, will be deducted from first installment of the annual choir membership fees.
- 2.9 In cases of financial hardship, individual membership fees may be waived in whole or in part, as authorized by the President and Treasurer of the Board of Directors, and with input from the Artistic Director.
- 2.10 To secure and guarantee membership in the choir from one performance year to the next, singers must pay a non-refundable deposit fee, as determined by the Board of Directors, before the end of each spring performance season.
- 2.11 Members whose fees are outstanding will be deemed not to be in good standing, and will not be permitted to participate in any activities of the Corporation, will not be eligible to be elected to the Board of Directors or to any office, and will not have the

right to exercise their vote at any meeting of the Corporation until their good standing has been restored.

- 2.12 Individuals will cease to be members of the Corporation if:
- a. they withdraw their membership;
 - b. they fail to pay the appropriate membership fee;
 - c. they die, or
 - d. a resolution to remove a specific member is passed by a vote of not less than two-thirds of the Directors present and voting at a meeting of the board called for that purpose.

Section 3: RE: Board of Directors (Board Members)

- 3.1 The affairs of the Corporation shall be managed by a Board of Directors consisting of a minimum of 3 and a maximum of 13 directors, together with the officers of the Corporation.
- 3.2 All Board Members must be members of the Corporation.
- 3.3 There is no set term of office for any member of the Board of Directors, including its officers. Each elected member of the Board willing to serve in his/her position beyond a one-year term must be re-nominated and let his/her name stand for election at the Annual General Meeting every year.
- 3.4 Nominations for the position of President of the Board of Directors will be limited to individuals with a minimum of one year's experience serving on said board.
- 3.5 The Board of Directors may, with a majority vote, appoint someone to fill a vacated or open Board position, with exception of the President and 1st Vice President, on an interim basis until the AGM, at which time the position will be filled by election. If the position of President and/or 1st Vice-President become vacant, nominations to fill the position(s) will be opened up to the Corporation, and a corporate vote will be taken at a meeting called for this purpose, as per Section 6.4 guidelines. The meeting will occur no later than one month after the vacancy occurs. In the interim, the duties of President and First Vice President will be taken care of as per bylaws 4.4b and 4.5b.
- 3.6 The Board of Directors shall have full power to direct the management of all business and affairs of the Corporation, provided that all Board activities are consistent with the Articles of Incorporation and by-laws of the Corporation, and have the best interests of the Corporation and its members as a guiding principle.
- 3.7 All Board members must familiarize themselves with and support all official documents and policies currently in use by Vocal Ascent Inc. For the purpose of this subsection, a document or policy whose contents have been moved, seconded, discussed and approved by the Board of Vocal Ascent Inc. at a Board meeting is deemed official.
- 3.7 The office of a Board member shall be vacated if such member:

- a. provides thirty days written notice of resignation to the Board;
 - b. declares bankruptcy;
 - c. dies; or
 - d. a resolution to remove such Board member is passed by a vote of not less than two-thirds of Board members present at a meeting called by the Board for that specific purpose.
- 3.9 Board members shall receive no remuneration for acting as such, but shall be entitled to reimbursement of any reasonable expenses incurred by them in the course of carrying out their responsibilities on behalf of the Corporation, upon proof of having incurred such expenses. The Board shall, in its sole discretion, determine which expenses shall be deemed reasonable for the purposes of this subsection.
- 3.10 Board members wishing to incur expenses equal to or exceeding \$200.00 in the course of carrying their responsibilities on behalf of the Corporation must first put the issue to a vote of the Board as a whole.
- 3.11 The Board of Directors must provide regular communication to the general membership regarding all Board and Committee activities and meetings.
- 3.12 The Board may request up to four (4) members of the Corporation each year to serve as “directors-at-large” to provide such additional assistance as the Board deems necessary or advisable. Such “directors-at-large” may be appointed by the Board at any time, and shall have all of the same rights and responsibilities of directors elected by the Corporation, including the right to vote at Board meetings.
- 3.13 All actions of the Board of Directors are subject to ratification by the Corporation membership through a vote of general acceptance taken each year at the annual general meeting.

Section 4: RE: Officers

- 4.1 The Officers will include: a President, 1st & 2nd Vice President, Treasurer, Secretary, Artistic Director and such other Officers as the Board may determine from time to time.
- 4.2 The President shall:
- a. act as the Chief Operating Officer of the Corporation;
 - b. administer and direct the policies of the Corporation;
 - c. preside at all meetings of the Corporation, the Board, the Executive, the Governance Committee and Special meetings;
 - d. be a non-voting ex-officio member of all committees established by the Board;
 - e. sign all by-laws, together with the Secretary or other officer appointed by the Board for that purpose; and
 - f. perform other duties as may be determined by the Board.
- 4.3 The 1st Vice President shall:
- a. be next in rank to the President;

- b. assume the duties of the President if that position, for whatever reason, becomes vacant;
 - c. chair the Nominating Committee and
 - d. perform other duties as may be determined by the Board.
- 4.4 The 2nd Vice President shall:
- a. be next in rank to the 1st Vice President;
 - b. assume the duties of the 1st Vice President if that position, for whatever reason, becomes vacant and
 - c. perform other duties as may be determined by the Board.
- 4.5 The Treasurer shall:
- a. act as the Chief Financial Officer of the Association;
 - b. keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
 - c. cause to be deposited all moneys or other valuable effects in the name and to the credit of the Corporation in such financial institutions as may from time to time be designated by the Board;
 - d. disburse or cause to be disbursed the funds of the Corporation in accordance with any directions given by the Board;
 - e. obtain receipts for all disbursements;
 - f. render to the Board at the regular meetings or whenever required, an account of all transactions and the financial position of the Corporation; and
 - g. perform other duties as may be determined by the Board.
- 4.6 The Secretary shall:
- a. record minutes of all meetings of the Board or Corporation at large, and keep such minutes in books set aside for that purpose;
 - b. give all Board and Corporate meeting notices required to be given to all involved members;
 - c. ensure all corporate returns and notices required by governments or other authorities are filed;
 - d. ensure all corporate records of Vocal Ascent Inc. are maintained and
 - e. perform other duties as may be determined by the Board.
- 4.7 The Artistic Director shall have all of the responsibilities set out in their terms of engagement, including:
- a. attending Board meetings to report on the business and affairs of the choir;
 - b. reporting at such other meetings as the Board may require;
 - c. selecting all music to be rehearsed and performed by Vocal Ascent;
 - d. purchasing, within budgetary guidelines established by the Board, all music required for use by the choir;
 - e. determining if and when guest artists will perform with the choir;
 - f. selecting and hiring guest artists;
 - g. selecting and hiring the regular choir accompanist;
 - h. selecting and hiring, when required, a substitute accompanist; and

- i. conducting or presiding over all rehearsals of the choir. If absence anticipated shall appoint someone to fill in on a temporary basis.
- 4.8 The duties of all other officers of the Corporation shall be such as the terms of their engagement call for, or as the Board requires of them.
- 4.9 All actions of the Officers of the Corporation are subject to ratification by the membership through acceptance of reports at the annual general meeting.

Section 5: RE: Committees

- 5.1 The standing committees of the Corporation currently are the Executive/Governance Committee, the Nominating Committee, the Events Committee, the Library Committee, the Administration Committee, the Fundraising Committee, and the Public Relations Committee. Descriptions of each committee, and Terms of Reference outlining their specific duties and roles, have been created by the Governance Committee and approved by the Board. Unless otherwise indicated, Articles 5.2 through to 5.11 all apply to all committees of the Corporation
- 5.2 All Standing Committees of the Corporation, with the exception of the Fundraising Committee, will have at least three members, including an acting chair, to be approved by the Board. If, for whatever reason, the position of an acting chair becomes vacant, it will be filled by another individual appointed or approved of by the Board.
- 5.3 The appointment of members to Standing Committees can take place at any meeting of the membership if not done at the AGM.
- 5.4 The creation of new Standing Committees, if required, may be done by the Board at any time throughout the year.
- 5.5 Each committee must contain at least one member of the Corporation. The Board may appoint members to serve on any committee, and such members hold office at the pleasure of the Board. With the exception of the Executive/Governance Committee, all committee members may but need not be members of the Board or the Corporation.
- 5.6 No committee shall have the power to act or otherwise commit or bind the Corporation to any course of action except as expressly empowered or directed to do by the Board.
- 5.7 Each committee shall submit to the Board such reports as the Board may request, including an annual report for the Annual General Meeting.
- 5.8 All standing committee members must follow their respective committee's Terms of Reference, as created by the Governance Committee, and approved by the Board.
- 5.9 All Board members must be actively involved in at least one Standing Committee.

- 5.10 Ad hoc committees may, at any time, be created at the discretion of the Board, when a specific task needs to be done within a limited time frame. In these cases, the Board shall set out in writing such committee's membership requirements, duties, responsibilities and authority. These committees will be dissolved immediately following the completion of the required task.
- 5.11 All actions of the standing committees are subject to ratification by the membership through acceptance of reports at the AGM.

Section 6: RE: Meetings of the Members

- 6.1 The annual general meeting of the members of the Corporation shall be held in September, immediately prior to the first practice of the choir, with the time and date being set by the Board. At least 14 days' notice for the annual general meeting must be given via email and/or Facebook group messaging to all members of the Corporation. The meeting must be held in the Province of Manitoba.
- 6.2 At the annual general meeting, members of the Board of Directors, with the exception of the Artistic Director, shall be elected by a simple majority of the members. Positions to be elected are outlined in Section 4 of the by-laws.
- 6.3 At every annual general meeting, in addition to any other business that may be transacted, the report of the Board and the financial statements of the Corporation shall be presented and directors shall be elected.
- 6.4 A special meeting of the corporation may be called at any time by the President, the Artistic Director, the Board, or by written request to the Board from three (3) or more members of the Corporation. The date, time and place of such special meeting shall be determined by the President or another member of the Executive. No public notice or advertisement of such meetings shall be required, but written notice of the date, time and place of the meeting shall be sent to each member in good standing, and each director, by email or pre-paid mail not less than seven (7) days and not more than fifty (50) days before the date fixed for each meeting.
- 6.5 A simple majority vote is all that is required to pass any motion before the membership, with the exception of a motion to remove a member of the Board. (See Article 8.3.)
- 6.6 Each member shall have one vote on any motion or question arising at any special or general meeting of the members of the Association.
- 6.7 The Chairman, at all meetings, shall only vote on a motion in order to break a tie vote.
- 6.8 Short Board meetings (meetings of the Board of Directors) shall take place, at the President's discretion, in the choir's practice venue immediately before or after regularly scheduled choir practices. For the purpose of any articles employing said term, "short Board meetings" are described as those that last no longer than 60 minutes. Twenty-four (24) hours' notice is required for any such meetings. The

purpose of these meetings is to ensure immediate issues are taken care of on a timely basis. Voting may take place at these meetings, provided that a quorum is present. Informal minutes for these meetings must be taken and sent via email to the Board within three (3) days of the meeting; motions and votes from short Board meetings must also be added to the formal minutes for the next long Board meeting. Short Board meeting shall employ an ongoing agenda that can be added to on the shared document site. Regardless of the number of items on this agenda the meeting will be limited to 60 minutes.

- 6.9 A minimum of four long Board meetings must also be called throughout the year. For the purpose of any articles employing said term, "long Board meetings" shall be described as meetings of the Board of Directors that are open to all members of the Corporation, where formal minutes must be recorded. For the purpose of any articles employing said term, "formal minutes" shall be described as those which use the template created by the Governance Committee and approved by the Board. Between each long meeting, all motions and votes taken at the short meetings must be recorded, dated and compiled. These motions and votes must be reviewed and included in the formal minutes of the next long meeting.
- 6.10 Long Board meetings must be open to all members of the Corporation, with at least one week's notice via email and/or Facebook group provided to all members of the Corporation. This notice will be sent out by the Secretary, and must include the date, time and location of the meeting.
- 6.11 A quorum for all meetings of the Corporation, with the exception of Board meetings, shall be one third of the active members.
- 6.12 A quorum for all Board meetings, both short and long, shall be 50% +1 of all Board Members.
- 6.13 Voting by proxy will not be allowed at any meeting of the Corporation.
- 6.14 Voting at all meetings of the Corporation will be by a show of hands unless a specific request for a ballot vote is made in the form of a motion with a seconder.

Section 7: RE: Amendments

- 7.1 The Board may, by resolution, make, amend or repeal any by-law of the Corporation by a simple majority vote.
- 7.2 Any changes to the by-laws made by the Board will remain in effect until the next meeting of the Corporation, at which time, they must be confirmed as amended or rejected by the Corporation.
- 7.3 Written notice of proposed by-law changes must be sent to all Corporation members at least seven (7) days prior to the Annual or Special General Meeting called for this purpose.

- 7.4 If such by-law, amendment or repeal of a by-law is rejected, or if the Board fails to submit the by-law, amendment or repeal of a by-law to the members as required, it ceases to be effective and no subsequent resolution of the directors to make, amend or repeal a by-law having sustainability the same purpose or effect until it is confirmed as amended by the members.

Section 8: RE: Discipline

- 8.1 All Corporation members are responsible for conducting themselves in a manner which will do credit to Vocal Ascent Inc. Disciplinary action may be taken against any member whose conduct is detrimental to the Corporation.
- 8.2 Should the need arise to pursue taking disciplinary action against a Corporation member, an ad hoc Disciplinary Committee will be formed to investigate and report the situation, and recommend to the Board what consequential actions should be taken. This Disciplinary Committee shall consist of: two members of the Corporation who are not serving on the Board, one member of the Executive, and one member of the Board who is not a member of the Executive. The Board will take the Disciplinary Committee's recommendations under advisement, and will further discuss the matter before making any decisions through a voting process.
- 8.3 The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any member of the Board of Directors before the expiration of such director's term of office, and may, by majority of the votes cast at that meeting, elect any qualified person in the place of such director for the remainder of the term.

Section 9: RE: Finances

- 9.1 The financial year of the Corporation shall be from September 1st to August 31st.
- 9.2 Annual financial statements and the books of the Corporation may be scrutinized by an independent committee consisting of at least two people from the membership other than the Board or an outside agency of professional accountants, prior to the annual general meeting.
- 9.3 A proposed budget for the Corporation will be presented at each annual general meeting, in the form of a motion, for approval by a majority of Corporation members voting at the AGM.
- 9.4 All disbursements made on behalf of the Corporation shall be made by cheque. Cheques must bear the signature of two of the following officers: the Treasurer, the President or the Artistic Director.
- 9.5 All expenditures in excess of \$200 made on behalf of the Corporation must be approved by the Board prior to the expense being incurred, with the exception of music purchased by the Artistic Director. (See Articles 3.7, 3.8 and 4.7 d.)

Section 10: RE: Dissolution

- 10.1 The Corporation can be dissolved at any time in accordance with the terms and provisions of the Corporations Act of Manitoba or by a majority vote of the members at any meeting called in accordance with Article 6.4.
- 10.2 Upon dissolution of the Corporation and after retirement of all debts and liabilities of the Corporation, any remaining assets of the Corporation shall be distributed or dispersed to a charitable or deserving organization or organizations as selected by the Corporation's Executive in power at the time of dissolution.

Section 11: RE: General Provisions

- 11.1 The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of these by-laws.
- 11.2 All prior Articles of the Bylaws of the Association heretofore enacted or made are repealed in full provided that the repeal of prior Articles of these Bylaws of the Association shall not impair in any way the validity of any act or thing done pursuant to such repealed Bylaw Articles.
- 11.3 **Effective Date**
Updated by special resolution of the members of the Association on October ??,
2016
Signed