

# Silhouette Dance School Society

November 15, 2014

## By-Laws

### **1) Name**

- a) The name of this Society shall be “Silhouette Dance School Society”, hereinafter referred to as the “Society”:

### **2) Definitions**

- a) In those By-Laws, including this clause, unless the context otherwise requires;
- b) “Board of Directors” mean the elected members of the Society.
- c) “Member” may be a person who having achieved Society entry agrees to abide by all rules and regulations contained herein or approved by the Board from time to time.
- d) “He” may mean masculine or feminine, singular or plural as the context may so require.
- e) “An ex officio member” is a member of a body (a board, committee, council, etc.) who is part of it by virtue of holding another office. They are afforded the same rights as other members, including debate, making formal motions, and voting.
- f) “The Society” the elected Board of Directors, acting as representatives for the Silhouette members.

### **3) Organization**

- a) The Society shall be composed of members as hereinafter set out, and it shall be managed by a Board of Directors as stated in these By-Laws.

### **4) Membership Types**

- a) Members of the Society may be individual, sponsoring or honorary. Membership entry may be obtained until the close of Registration.

#### **4.a.i) Individual**

(4.a.i.1) An individual member residing in Alberta, shall be either registered in a full time adult program, or have a child registered with Silhouette Dance School Society, upon payment of the annual membership fee, by resolution of the Society’s Board of Directors.

(4.a.i.2) Each individual member shall have one vote and be entitled to hold office in the Society if so elected.

(4.a.i.3) The Board of Directors reserves the right to limit enrollment to preserve the quality of teaching with preference given to existing members in good standing.

**4.a.ii) Sponsor**

(4.a.ii.1) A sponsor member shall be any organization, club, Society or agency that will undertake to give its support to the Society either by cash, equipment, personal or otherwise and whose interests and values coincide with those of the society.

(4.a.ii.2) A sponsoring member will have no voting privileges.

**4.a.iii) Honorary**

(4.a.iii.1) Honorary memberships may also be created by the Society, but such membership shall not carry voting privileges, nor the right to stand for election to the Board of Directors.

(4.a.iii.2) Conditions for such membership shall be established by a resolution of the Society's Board of Directors.

- b) No member shall be entitled to vote at any meeting of this Society unless all monies due by such member to this Society have been paid.

**5) Fees**

- a) All fees for membership of Society entry shall be determined by the Board of Directors annually.
- b) Any members in arrears for fees, dues or any bond required or fines or assessment by the Board of Directors for any year shall be automatically suspended and membership privileges will be forfeited until reinstatement through payment in full.
- c) In order to be eligible to any position or to be appointed to a position, a member must be in good standing with the Society.
- d) Dancer fees include the annual membership fee
- 5.d.i) If the dancer is under 18 years of age, it entitles the dancer's legal guardian to one membership and he will be entitled to vote at any duly convened general meeting..
- 5.d.ii) Where two or more dancers from the same household are registered (excluding a dancer 18 years and older), a maximum of two legal guardians will be entitled to vote at any duly convened general meeting.

## **6) Membership**

### **a) Membership Termination**

- 6.a.i) Any member wishing to withdraw from membership may do so upon notice in writing to the Board. In order to not pay fees for the following month, notice must be given prior to the 15<sup>th</sup> of the current month. There will be no refunds or class changes after December 15 of the dance year, unless the board grants an exception.
- 6.a.ii) If any member is in arrears for fees or assessments for any month, such member shall be automatically suspended at the expiration of two weeks from the end of such month and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.
- 6.a.iii) Any member, upon majority vote of all members of the Board of Directors may be expelled from membership for any cause, including an infraction of the school rules, which the Society may deem reasonable.

### **b) Suspension of Membership**

- 6.b.i) The Board, at a Disciplinary Meeting called for that purpose, may, upon majority vote of the Board of Directors, may suspend a Member's membership for the remainder of the fiscal year for one or more of the following reasons:
  - (6.b.i.1) if the Member has failed to abide by the Bylaws;
  - (6.b.i.2) if the Member has been disloyal to the Society;
  - (6.b.i.3) if the Member has disrupted meetings or functions of the Society; or
  - (6.b.i.4) if the Member has done or failed to do anything judged to be harmful to the Society.
- 6.b.ii) Notice shall be given to the member clearly stating the reason/s for the suspension, accompanied by information about an appeal process.

### **c) Membership Reinstatement**

- 6.b.i) Members wishing to be reinstated as members in good standing must pay all arrears and fees due prior to the Annual General Meeting.
- 6.C.II) Members may appeal the termination or suspension of their membership by sending a written letter to the Board of Directors Standing Committee on Appeals and Discipline. (See 21.a.ii)

### **d) Membership Privileges**

- 6.c.i) Membership privileges may include and not be limited to:
  - (6.c.i.1) Voting at the Annual General Meeting and Special General Meetings

(6.c.i.2) Participation in programs set out by the Society

## **7) Annual General Meeting**

- a) The Annual General Meeting of the Society shall be held as soon as possible after August 31 and no later than November 30.
  - 7.a.i) Said date to be determined by the Board of Directors.
- b) At least three (3) weeks' notice will be given to members and general public in the form of advertisement including but not limited to The St. Paul Journal.
  - 7.b.i) The notice will include the date, location and time of the Annual General Meeting.
- c) In the event an individual member or legal guardian is unable to attend in person, such member shall be empowered to appoint a proxy to act on said member's behalf.
  - 7.c.i) A maximum of two proxies per household is allowed.
- d) If within one (1) hour from the Annual General Meeting a quorum is not present it shall stand adjourned to a date within the next week.
  - 7.d.i) Time and place set by the Board of Directors.
  - 7.d.ii) And if at such re-scheduled Annual General Meeting a quorum is not present, the members present shall constitute a quorum.
- e) Order of business at the Annual General Meeting will be as follows:
  - 7.e.i) Roll call
  - 7.e.ii) Minutes of previous Annual General Meetings
  - 7.e.iii) Business arising from the minutes
  - 7.e.iv) President report, Treasurer report
  - 7.e.v) Unfinished business
  - 7.e.vi) Amendments to the by-laws
  - 7.e.vii) Election of officers
  - 7.e.viii) New business
  - 7.e.ix) Adjournment

## **8) Special General Meeting**

- a) A Special General Meeting may be called by the Board of Directors by its own motion.
- b) A Special General Meeting shall be called within thirty (30) days following the receipt of a written request by no less than one third ( $\frac{1}{3}$ ) of the individual members. The written request must follow the Alberta Government's standards of a petition.
- c) At least three (3) weeks' notice will be given to members and general public in the form of advertisement including but not limited to The St. Paul Journal.
  - 8.c.i) The notice will include the date, location and time of the Special General Meeting.
- d) Only the business for which the Special General Meeting has been called for will be on the agenda and the agenda will be strictly adhered to during any Special General Meeting.

## **9) Rules of Order**

- a) General rules of Order
  - 1. Call to Order (requires quorum)
  - 2. Approval of Minutes and Agenda (requires motion)
  - 3. Officers Reports
  - 4. Unfinished (old) Business
  - 5. New Business
  - 6. Adjournment (requires motion)
- b) Procedure to make a motion:
  - 1. Member raises hand, is recognized by Presiding Officer
  - 2. The member states the motion. e.g. "I move that we \_\_\_\_\_."
  - 3. Member may give a brief explanation for introducing the motion
  - 4. Presiding Officer calls for a seconder of the motion. Another member seconds the motion to continue.
  - 5. Presiding Officer calls for discussion on this motion. Members wishing to discuss the motion, raise their hands and wait for recognition from the Presiding Officer before speaking.
  - 6. Presiding Officer calls for a vote on the motion.

7. Presiding Officer states the results. If through the discussion of a motion, it becomes clear that there needs to be some changes, a member can amend a motion, refer an item to committee, or table a motion using the same basic structure of the original procedure to make a motion.

c) Procedure to amend a motion:

1. Member raises hand, is recognized by Presiding Officer
2. The member states the amendment
3. Amendment must be seconded
4. Presiding Officer calls for discussion on the amendment
5. Presiding Officer calls for a vote on the amendment, and announces the result. If the amendment passes, the motion on the floor is now the amended motion. If the amendment fails, the original motion remains on the floor.

d) Referral to Committee

1. Member makes a motion to refer the motion to committee
2. Motion must be seconded
3. Presiding Officer calls for discussion.
4. Presiding Officer calls for a vote and states the result and action taken including the date the committee is to report back.

## **10) Presiding Officer**

a) The President shall preside at all general meetings of the Society and in his or her absence the Vice-President shall take the chair.

10.a.i) The absence of both of these officers shall require the selection of a temporary Presiding Officer

## **11) Quorum**

a) Eight (8) individual members in good standing shall constitute a quorum at all general meetings and Special General Meetings

b) Five (5) members of the Board of Directors shall constitute a quorum at all Board of Directors meetings.

## **12) Voting**

- a) Each individual member is entitled to vote.
- b) Sponsoring members are not entitled to vote.
  - 12.b.i) Except as herein specified, motions or resolutions will be adopted by simple majority.
- c) Vote by ballot shall be used when the question is of such a nature that some members might hesitate to vote publicly their true sentiments.
- d) At all meetings of the Society, voting shall be by a show of hands unless a vote by ballot is requested and approved by the majority of the members.
  - 12.d.i) If the vote by ballot is required, the Chair shall appoint scrutineers who shall total the votes and report same to the Presiding Officer who shall announce the results to the assembly for the record.

## **13) Board of Directors**

- a) Business of the Society shall be conducted by a duly elected Board of Directors.
- b) The elected officers of the Society shall be
  - 13.b.i) The President
  - 13.b.ii) The Vice – President
  - 13.b.iii) The Secretary
  - 13.b.iv) The Treasurer and
  - 13.b.v) 5 – 9 Members at Large, determined by the current Board of Directors.
- c) At the first board meeting following the Annual General Meeting of the Society, the Board of Directors shall choose from their own members a President and a Vice President and such other officers as they consider necessary.
  - 13.c.i) Elections for officers shall be by secret ballot.
  - 13.c.ii) All officer elections shall be decided by a majority vote with the candidate receiving the least votes dropped from each succeeding ballot until a majority is established.
- d) Meetings of the Board of Directors shall be at the call of the president or by circulated written notice signed by a majority of the members of the Board of Directors.

## **14) Tenure and Election**

- a) The Society members shall elect directors as needed at each Annual General Meeting.

- 14.a.i) Directors will be elected to serve a three year term.

- 14.a.ii) Where two or more candidates are tied for the fewest number of votes, the members shall determine by a second ballot which candidate will fill the vacant position.

- b) There are no limits to the number of terms a member may serve.

## **15) Duties of the Officers**

- a) President

- 15.a.i) The President shall be an ex-officio member of all committees. Ex-officio – should it be defined under definitions?

- 15.a.ii) The President shall, when present and not in conflict with the purpose of the meeting preside at all general / special meetings of the Society and of the Board of Directors and shall have a casting vote only.

- 15.a.iii) The President shall only chair committee meetings when a committee chairman is not present or been selected.

- 15.a.iv) The President will be responsible for the overall operation and coordination of the Society.

- b) Secretary

- 15.b.i) The Secretary shall attend all board of director meetings and special general and Annual General Meeting and keep accurate minutes of the same.

- 15.b.ii) The secretary shall have charge of the Seal of the Society which when 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.

- 15.b.iii) In the Secretary's absence, his / her duties shall be discharged by such officer as may be appointed by the Board.

- 15.b.iv) The Secretary has access to the records of all the members of the Society and their addresses; sends all meeting notices as required and collects and receives the annual dues or assessments levied by the Society.

- 15.b.iv.1) Such monies shall be turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

- c) Treasurer

- 15.c.i) 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.

15.c.ii) The Treasurer shall properly account for the funds of the Society and keep such books as may be directed.

15.c.iii) The Treasurer shall present a detailed account of receipts and disbursements at the Board's request.

15.c.iv) The Treasurer shall prepare for submission at the Annual Meeting duly audited statement of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.

15.c.v) The Office of the Secretary and Treasurer may be filled by one person if determined by the elected officers at an Annual General Meeting..

15.c.v) The Treasurer shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.

d) Vice President

15.d.i) Shall have duties as prescribed.

15.d.ii) The Vice President will chair all Annual General Meetings or Special General Meetings if the chairperson is unavailable.

15.d.iii) The Vice President performs the Presidents responsibilities when the President is not available.

15.d.iv) The Vice President reports to the President.

15.d.v) The Vice President performs other duties as assigned by the Board.

e) Member at Large

15.e.i) Regularly attends board meetings and important related meetings.

15.e.ii) Participates willingly in Board undertakings.

15.e.iii) Perform other duties as assigned by the Board.

## **16) Duties of the Board of Directors**

a) The Board shall be responsible to the members of the Society.

b) The Board shall implement and control the policies, finances and general affairs of the Society in discharging its responsibilities to the members.

c) The Board shall have power to make rules, regulations and arrangements as to all matters of business, duties, management, regulations or otherwise so far as it is not herein expressly provided for.

16.c.i) In keeping with their governance duty, the board shall immediately inquire into circumstances of any alleged irregularity be brought to their attention by a duly responsible officer or any members and take appropriate action without delay.

16.c.ii) This is no way entitles the complainant to gain anything personally there-from.

d) The Board shall not be responsible for any expenditure made or any obligations assumed in the name of the Society by any member unless consent thereto has previously been given by the Board.

e) The Board shall have power to deal with all protests and appeals and all cases of discipline of any nature whatsoever arising out of lessons or performances under its jurisdiction and is empowered to use if necessary, its authority in the preservation and enforcement of good order.

## **17) Vacancies**

a) The office of a member of the Board of Directors may be vacated:

17.a.i) Upon resignation in writing

17.a.ii) If a board member absents him or herself from three (3) meetings of the Board per year without satisfactory reason.

17.a.iii) If he be removed by resolution of the Board of Directors for good and sufficient cause.

17.a.iv) If he has violated the signed code of ethics adopted by the Silhouette Dance School Society Board of Directors.

17.a.iv) The Board may remove any Officer or Director for cause by two-thirds (2/3) vote of all Directors in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall be Sent by Registered Mail to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

b) Should a vacancy occur, the Board may appoint a person to fill the vacancy until the next Annual General Meeting

## **18) Remuneration**

a) Unless authorized at any meeting and after notice for same shall have been given, no

officer or members of the Society shall receive any remuneration for his / her services.

## **19) Audit**

- a) The fiscal year of the Society shall be the first day of September to the 31st of August following both inclusive.
  - 19.a.i) A copy of the Annual Financial Statement, together with the auditor's report thereon, shall be available for review by members and the officer of the Society, through the treasurer at least one (1) week before the date fixed for the Annual General Meeting.
- b) The Treasurer shall be responsible for ensuring the proper audition of the books, accounts and records of the Society by a duly qualified accountant appointed at the Annual General Meeting or any two members of the Society elected for that purpose at the Annual General Meeting.
- c) The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting or at any time giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.
  - 19.c.i) Each member of the Board shall at all times have access to such books and records.

## **20) Indemnity**

- a) Every member of the board and other servant of the Society shall be indemnified by the Society against all costs, losses and expenses incurred by them respectively in or about their discharge of their respective duties except as happens from their own respective willful neglect and defaults.

## **21) Committees**

- a) Standing Committees
  - 21.a.i) There shall be established the following standing committees, which shall be appointed by the board to hold office during the existence of the board and shall have such duties and responsibilities as the board may determine.
    - 21.a.i.1) The President shall be ex-officio a member of all committees.
  - 21.a.ii) Standing Committee on Appeals and Discipline
    - (21.a.ii.1) It shall be the duty of this committee to hear all written appeals
    - (21.a.ii.2) The committee shall investigate all complaints made respecting any member or registrant of the Society who is alleged to be guilty of unethical practice detrimental to the Society.

(21.a.ii.2.a) The committee shall render a decision within one week of the completion of the investigation.

(21.a.ii.3) The Vice-President shall act as chairperson of this committee.

(21.a.ii.3) The Standing Committee on Appeals and Discipline ruling on any matter than has been heard is final.

21.a.iii) Standing Committee on By-Laws

(21.a.iii.1) It shall be the duty of the committee to be responsible for all matters relating to the By-Laws and for amendments thereto.

(21.a.iii.2) This committee shall receive and review all resolutions submitted to the Society and present them to the membership at the Annual General Meeting.

(21.a.iii.3) The chairperson of this committee will be appointed by the board.

21.a.iv) The Society may constitute such other committees as it deems necessary to ensure the efficient administration of its affairs.

## **22) Other Regulations**

- a) The Board of Directors may make such other rules and regulations as may be deemed necessary to promote, develop and govern the dance lessons and performances.
- b) The Board of Directors may make such other regulatory measures as it deems necessary for the efficient administration of the structures of the lessons and performances.
- c) No such regulation may violate the individuals' rights or freedom except as may be required to protect the rights and freedom of any other individual and to ensure the stability of the basic structure the lessons.
- d) When any of the students perform at a function that represents the Society; any fee's paid for that performance are to be paid to the society. This is not including any scholarships a solo, duet or trio has won at festival.

## **23) Monies Owing**

- a) All monies owing to the Society shall be due and payable within thirty (30) days of invoicing unless otherwise stipulated.
- b) Penalties for late payment or non-payment of monies due shall be established by the board.

## **24) Borrowing Powers**

For the purpose of carrying out its objective, the Society may borrow, 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 any borrowing of monies or debentures be issued without sanction of a special resolution of the Society.

## **25) Amendments to the By-Laws**

- a) All proposed amendments to the By-Laws shall be forwarded in writing to the Society no later than thirty (30) days prior to the Annual General Meeting or a Special General Meeting called for that purpose.
- b) Copies of proposed amendments to the By-Laws shall be available to all members through the Secretary not less than fourteen (14) days prior to the general meeting at which they are to be considered.
- c) Amendments to the by-laws will require a three-quarter (3/4) majority vote of those accredited members present unless otherwise required by corporation law.
- d) Any individual member of the Society or Board of Directors of this Society shall be permitted to propose amendments to these by-laws.
- e) Bylaws can only be changed by a special resolution of the members.

## **26) Amendments to the General Rules**

- a) Amendments to the general rules of the Society shall be made by the Board of Directors and / or at the Annual General Meeting of the Society, or at a Special General Meeting called for that purpose.
  - 26.a.i) All proposed amendments to the general rules of the Society shall be sent to the President of the Society at least twenty one (21) days before the date set of the meeting, and
  - 26.a.ii) Copies of proposed amendments to the General Rules shall be available to all members through the Secretary not less than fourteen (14) days before the meeting

at which they are to be considered.

- b) A simple majority of votes at the annual or Special General Meeting is all that is required to approve proposed changes to the general rules.
- c) Any change to the general rules made by the Board of Directors shall be ratified at the time of the next annual or Special General Meeting by two-third (2/3) majority vote.

## **27) Dissolution of the Society**

- a) Upon dissolution of the Silhouette Dance School Society, after all debts and obligations have been paid, any assets remaining will be donated to another charitable organization.

I hereby certify that these amendments and additions to the bylaws of the Silhouette Dance School Society were passed by a special resolution of the members at the Annual General Meeting on:

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Date of Annual General Meeting

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Name printed

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Name printed

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Signature

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Signature

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Position

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Position