



## Canadian Square & Round Dance Society

# By-Laws

Feb 15, 2011

By-Law revision approved at the Annual General Meeting July 30, 2010 and received Ministerial approval as of October 6, 2010

### **1.0 SEAL, LOGO, AND JOURNAL**

1.1 The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Canadian Square and Round Dance Society.

1.2 A logo, consisting of a white silhouette of a dance couple on red maple leaf, centered on a white circle representing the round dance movement, and it, in turn, centered on a red square representing the square dance movement, shall be the logo of the Canadian Square and Round Dance Society.

1.3 The Canadian Square and Round Dance Society web site shall be the official communication tool and journal of the Society.

### **2.0 CONDITIONS OF MEMBERSHIP**

2.1 Membership shall be limited to those individuals and organizations who currently fulfill the conditions of Canadian Square and Round Dance Society membership.

2.2 The amount of membership fees or dues shall be established by the Board of Directors and ratified by vote of the members at an Annual General Meeting or Special General Meeting as provided under Section 16.0 (Rules and Regulations) of these By-laws.

2.3 Any member may withdraw from the Society by delivering to the Society's Mailing Address (Secretary) a written resignation and lodging a copy of the same with the President of the Society.

2.4 Any member may be required to resign by a vote of three-quarters (3/4) of the members at an Annual Meeting.

### **3.0 HEAD OFFICE**

3.1 The Head Office of the Society shall be in the City - Municipality of Oakbank, Manitoba.

3.2 The location of the Head Office may be changed with the recommendation of the Board of Directors and being approved by at least two-thirds of the votes of those members attending an Annual General Meeting or Special General Meeting.

### **4.0 BOARD OF DIRECTORS**

4.1 The property and business of the Society shall be managed by an elected Board of Directors who shall serve for a period of two years and shall assume such responsibilities as given by the By-Laws of the Society and additional responsibilities as decided by the Board of Directors. All Directors shall be elected or re-elected at the Annual General Meeting of the Society held in conjunction with the National Convention. The number of Directors elected shall be decided by the Board of Directors, with the proviso that at least twelve members shall be elected. Vacancies

on the Board of Directors may be filled by the Board of Directors. Directors must be individuals, 18 years of age, with power under law to contract.

4.2 The Executive Committee and Officers of the Society shall consist of a President, Vice-President(s), Secretary and Treasurer and any such other officers as the Board of Directors may by regulation determine.

4.3 The immediate Past President shall be a voting member of the Board of Directors of the Society.

4.4 In the event of a vacancy in the office of President, the Vice-President shall serve as President for the remainder of the term. Vacancies in any other office shall be filled as decided by the Board.

4.5 Meetings of the Board of Directors may be held at any time and place determined by the Directors, provided that seven clear days notice of such meeting shall be sent or given in person, in writing or by telephone to each Director. A Director may if all the Directors of the Society consent, participate in a meeting of Directors or of a committee of Directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other. Each Director is authorized to exercise one (1) vote.

4.6 A quorum at a Board of Directors meeting shall consist of fifty percent of its voting members.

4.7 On or before September 30 of the year prior to a national convention, the Past President of the Society shall by official letter to the President of every provincial and territorial square and round dance federation, or such other areas as decided by the Board of Directors, outline generally the duties of the Board of Directors of the Society and request that province or territory forward to the mailing address of the Society or such other place as may be designated, on or before April 30 of the following year, the name and complete address of a member or members nominated for election to the Board of Directors. The name and address of a member or members nominated should be accompanied by a short biographical sketch of the member or member's background and experience in the square and round dance movement, and by a letter or statement of acceptance of nomination. A maximum number of two (2) members may be nominated/elected from any provincial or territorial square and round dance federation, or such other areas as decided by the Board of Directors.

4.8 At least sixty days prior to a General Meeting held during a national convention, the Past President shall forward by mail to all provincial and territorial federations, and in addition shall cause to be published on the Society web site, the list of the names and addresses of those members who have been nominated by the various provinces and territories, or other areas as may be decided by the Board of Directors, for election to the new Board of Directors.

4.9 On the occasion of a General Meeting held during a national convention, the Past President shall present the nomination report and conduct elections for the incoming Board of Directors.

4.10 At the first meeting of the incoming Board of Directors, subsequent to a General Meeting electing them, the outgoing Past President shall call for nominations and elections from among the incoming Board of Directors for the Executive Committee/Officer positions of President, Vice-President(s), Secretary and Treasurer. The President shall then call for the election of Board members to the various working committees, as decided by the Board of Directors, responsible for the conduct of specific programs to be carried out in the name of the Society.

4.11 The Directors and Executive Committee members shall serve without remuneration and no Director shall directly or indirectly receive any profit from serving on a position as such, provided

that a Director may be paid full and reasonable expenses incurred in the performance of duties for the Society.

4.12 The Directors and Executive Committee members may be reimbursed for a maximum of 50 percent of reasonable transportation expense (air fare, car per diem, bus, train) for attending meetings held in conjunction with and during a national convention (subject to available Society funds).

4.12 (a) "The Directors and Executive Committee members shall be reimbursed expenses for travel, accommodation and meals to attend the AGM in non-convention years (subject to available Society funds).

4.13 The Board of Directors may appoint agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

4.14 The remuneration of all officers, agents and employees, official delegates, and committee members shall be fixed by the Board of Directors by resolution. For committee members and official delegates to meetings other than meetings held in conjunction with a national convention, the reimbursement shall be for all reasonable expenses. The amounts fixed by resolution of the Board shall have the force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, the remuneration to such officers, agents, or employees shall cease to be payable from the date of such meeting of members.

4.15 Every Director or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against the said individual, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the said individual, in or about the execution of the duties of office or in respect of any such liability.
- b) all other costs, charges and expenses which the said individual sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the individual's own willful neglect or default.

4.16 An advisory committee on finance shall be established by the Board and be composed of members of the Board and/or other members, and perform such duties as the Board may decide.

4.17 Special committees may be formed by the Board of Directors and be composed of members of the Board and/or members of the Society. Such committees shall be responsible to the Board and perform duties as decided by the Board.

4.18 A resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

4.19 A copy of every resolution referred to in 4.18 shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

## **5.0 EXECUTIVE COMMITTEE**

5.1 The Executive Committee shall carry out the day-to-day administrative functions of the Society and shall exercise such additional powers as are authorized by the Board of Directors. Any Executive Committee member may be removed from that Committee by a two-thirds vote of the Board of Directors.

## **6.0 POWERS OF DIRECTORS**

6.1 The Directors of the Society may administer affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers and do all such other acts and things as the Society is by its charter or otherwise authorized to exercise and do.

6.2 The Directors shall have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an officer or officers of the Society any part of the said power, and in addition, the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Society. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Canadian Square & Round Dance Society, in accordance with such terms as the Board of Directors may prescribe.

6.3 The Board of Directors shall take such steps as they may deem requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society.

## **7.0 DUTIES OF OFFICERS**

7.1 All officers shall be Directors of the Society. All Directors shall cease to be Directors if they are removed by a two-thirds majority vote of the Board of Directors.

7.2 The **President** shall be the chief executive officer of the Society. The President shall:

- a) preside at all meetings of the Society and of the Board of Directors and shall be an ex-officio member of all committees;
- b) see that all orders and resolutions of the Board of Directors are carried into effect;
- c) ensure that the secretarial duties of the Board are completed, that minutes and proceedings are recorded in the books kept for that purpose, that due notice of any meetings is given, that the Society's correspondence is conducted in an acceptable manner and such correspondence is reported to the Board of Directors, and that all necessary books and records of the Society required by By-Laws or applicable law or statute are regularly and properly kept; and
- d) be the custodian of the seal of the Society, the records and the General archives except so far as may be placed in charge of others by the Board of Directors.

7.3 The **Vice-President** shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be directed by the Board of Directors.

7.4 The **Treasurer** shall:

- a) have custody of the funds and securities of the Society;
- b) keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society, in the books belonging to the Society;
- c) deposit all monies, securities and other valuable effects, in the name and to the credit of the Society in such chartered bank, trust company or credit union;
- d) deposit or invest or shall cause to be deposited or invested, the funds of the Society in a manner that will provide a reasonable rate of return, provided that investment in other than guaranteed interest or investment certificates or accounts shall be effected only after approval of

the Board;

e) disburse the funds of the Society, as may be directed by proper authority, and taking proper vouchers for such disbursements;

f) render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all transactions and/or a financial statement;

g) act as chairperson for the advisory committee on finances; and

h) perform such other duties as may from time to time be directed by the Board of Directors.

7.5 The **Secretary** shall keep the Minute Book of the Society and shall fulfill the duties and obligations of Society Secretary as shall be determined by the Board of Directors.

7.6 All other Officers shall carry out such duties as the terms of their engagement call for or the Board of Directors require of them.

## **8.0 EXECUTION OF DOCUMENTS**

8.1 Contracts, documents or any instruments in writing requiring the signature of the Society, shall be signed by at least two of those officers as designated by the Board, and all contracts, documents and instruments in writing, so signed shall be binding upon the Society without any further authorization or formality.

8.2 The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Society to sign specific contracts, documents and instruments in writing. The Directors may give the Society's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Society.

8.3 The seal of the Society when required may be affixed to all contracts, documents and instruments in writing, signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

## **9.0 GENERAL, SPECIAL OR REGIONAL MEETINGS**

9.1 An Annual General, Special General Meeting or Regional Meeting of the Society shall be held at a place designated from time to time by the Board of Directors, and on such day as the said Directors shall appoint.

9.2 Notice of an Annual General or Special General Meeting shall be published on the Society web site, provided such notice is received by the webmaster for insertion, and in addition, notification shall be sent by mail to the provincial and territorial federations at least sixty days prior to such meeting. The Board of Directors, or the President, or the Vice-President shall have the power to call, at any time, a General or Special General Meeting of the Society.

9.3 At every Annual General Meeting, in addition to other business that may be transacted, the report of the Board of Directors, the financial statement and the report of the auditors shall be presented, and auditors appointed for the ensuing term. The members may consider and transact any business, which may be properly brought before the meeting, at any meeting of the members.

9.3(a) In any year that no National Convention is being held, teleconference meetings will be acceptable to the general membership.

9.4 At an Annual General Meeting, Special General or Regional Meeting, a quorum shall consist of those members present.

9.5 Any Annual General or Special General Meetings shall be open to all members who wish to attend.

## **10.0 MINUTES OF MEETINGS**

10.1 Copies of the minutes of all Directors' and Annual General, Special General or Regional Meetings shall be provided to all Directors.

10.2 Access to a copy of the minutes of any meeting may be as decided by the Board of Directors.

## **11.0 VOTING OF MEMBERS**

11.1 At all meetings of the members of the Society, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

11.2 The rules of order shall be as decided by the Board of Directors.

## **12.0 FISCAL YEAR**

12.1 Unless otherwise ordered by the Board of Directors, the fiscal year shall begin on the first day of July of each year and end on the thirtieth day of June of the following year.

## **13.0 AMENDMENTS OF BY-LAWS**

13.1 These By-laws may be repealed or amended by a two-thirds majority of the members voting at any Annual General or Special General Meeting, providing that written notice of such proposed amendments shall have been published on the Society's web site at least fourteen days prior to such meeting and that notice of such proposed amendments had been mailed to provincial or territorial federations at least sixty days prior to such meeting, and provided that such repeal or amendment shall not be enforced or acted upon until approval of the Minister of Industry has been obtained.

## **14.0 AUDITORS**

14.1 The members shall, at each Annual General Meeting appoint an auditor to audit the accounts and annual financial statements of the Society for report to the members at the next annual meeting. The auditor shall hold office until the next General Meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

## **15.0 BOOKS AND RECORDS**

15.1 The Directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

## **16.0 RULES AND REGULATIONS**

16.1 The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Society when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from such time cease to have force and effect.

## **17. INTERPRETATION**

17.1 In these by-laws and in all other by-laws of the Society hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

## **18.0 DELEGATES AND REPRESENTATIVES**

18.1 Delegates or representatives to represent the Society on any matter of business concerning the Society shall be appointed by the Board of Directors.

## **19.0 CONVENTIONS**

19.1 The Canadian Square and Round Dance Society may sanction from time to time a national square and round dance convention for the enjoyment of square and round dancers and for the betterment of the square and round dance movement in Canada.

19.2 **The host area for a convention shall be selected in a fair and equitable manner as decided by the Board of Directors.** (Revised at July 30, 2004 AGM)