

BYLAWS OF OPUS 1 SINGERS

PART 1 – INTERPRETATION

1. In these Bylaws the following definitions apply:

“Act” means the *Society Act*, RSBC 1996, c. 433 as amended from time to time and all regulations thereto;

“Board” means the Board of Directors of the Society;

“Choir” means Encore! Women’s Choir;

“Director” means any Member of the Society who is elected to the Board;

“Registered Address” means the Society’s address of record and includes email;

“Singing Member” means a person who is accepted as a Member of the Society, pays a semester fee, the annual membership fee and signs the Singing Membership Agreement in accordance with Bylaw 2;

“Singing Membership Agreement” means the agreement developed by the Music Director setting out the musical requirements, responsibilities and the level of commitment required by the Music Director of the Singing Members. Singing Members will be required to sign a Singing Membership Agreement in September of each year that they are Singing Members of the Society;

“Society” means the Opus 1 Singers operating as “Encore! Women’s Choir”;

“Members” or “Membership” means collectively, the Singing Members and the Non-Singing Members of the Society;

“Non-Singing Member” means a person who is accepted as a non-singing member of the Society and pays the annual membership fee in accordance with Bylaw 3;

PART 2 - MEMBERSHIP

2. (a) Singing Membership

Any person may apply to the Society for singing membership and will become a Singing Member upon being accepted by the Music Director, paying the applicable semester fees, annual membership fees and signing the Singing Membership Agreement;

- (b) Non-Singing Membership

Any person may apply to the Society for non-singing membership of the Society. Applications for non-singing membership must be received, reviewed and approved by the Board. Upon acceptance for non-singing membership, the Non-Singing Member must pay the annual membership fee in accordance with Bylaw 3;

3. The amount of the annual membership fee will be set by the Board.
4. The amount of each semester fee will be set by the Board.

5. Every Member will uphold the Constitution and comply with the Bylaws of the Society.
6. A Member is in good standing if they have paid their current annual membership fee and, in the case of a Singing Member if they have also paid their semester fees and signed the Singing Membership Agreement.
7. Notwithstanding any other Bylaw, a Member will cease to be a member of the Society upon the Member:
 - (a) sending their written resignation to the Society at its Registered Address either by regular mail or email; or
 - (b) in the case of a Singing Member, expulsion pursuant to Bylaw 8; or
 - (c) ceasing to be a Member in good standing for 12 consecutive months.
8. Subject to Bylaw 9, the Board will by resolution expel a Singing Member if:
 - (a) the Music Director is of the opinion that a Singing Member's attendance at Choir rehearsals, conduct or deportment is unsatisfactory or not in the best interests of the Society;
 - (b) the Singing Member refuses or neglects to conform to the Singing Membership Agreement; or
 - (c) the Singing Member is more than six (6) months in arrears with respect to payment of the semester or annual membership fees and has not made any financial arrangements with the treasurer.
9. A Singing Member who is the subject of a proposed resolution for expulsion will be notified and entitled to a hearing at a meeting of the Board convened to consider the resolution or at a regular meeting of the Board whichever is sooner.

PART 3 – MEETINGS OF MEMBERS

General Meetings

10. A General Meeting of the Members of the Society will be held at the call of the President upon 14 days notice given either by e-mail or by telephone to those entitled to receive notice. Pursuant to s. 60 of the Act, Members entitled to receive notice may waive or reduce the period of notice by giving their unanimous consent.
11. Pursuant to s. 58 of the Act, where 10% or more of the Members requisition a General Meeting (the "Requisitionists"), the Board must convene a General Meeting within 21 days of receipt of the requisition. The requisition must state the reason for the meeting, be signed by the Requisitionists and delivered or sent by registered mail to the Society's Registered Address.

Annual General Meetings

12. An Annual General Meeting shall be held in each calendar year and not more than three (3) months after the fiscal year end of the Society.
13. The Annual General Meeting will be called by the President upon 14 days written notice being given by email to those entitled to notice. The written notice will contain an outline of the business to be transacted at the Annual General Meeting including any resolutions or special resolutions requiring passage by a 75% vote.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

14. General Meetings of the Society will be run in accordance with “Robert’s Rules of Order”.
15. The quorum for the transaction of business at a General Meeting is 60% of the Membership.
16. A resolution passed at a General Meeting will be considered a “Special Resolution” and must pass by a 75% vote of the Members in attendance.
17. General Meetings will be conducted as follows:
 - (a) every Special Resolution proposed at a General Meeting shall be seconded. The Chair of the meeting may not move, propose or second a resolution or vote, except as set out in (e) below;
 - (b) each Member in good standing is to attend and vote at a General Meeting on the basis of one (1) vote per Member;
 - (c) voting is by a show of hands. At the request of one (1) Member, voting will be by ballot under the supervision of the Chair of the meeting;
 - (d) voting by proxy is not permitted;
 - (e) in the case of a tie, the Chair will cast the deciding vote.

PART 5 – PROCEEDINGS AT ANNUAL GENERAL MEETINGS

18. Annual General Meetings will be conducted according to the following agenda:
 - (a) Adoption of Robert’s Rules of Order;
 - (b) President’s Report;
 - (c) Treasurer’s Report;
 - (d) Auditor’s Report (if applicable);
 - (e) Music Director’s Report;
 - (f) Elections / Nominating Committee Report (see Bylaw 21 and 22);
 - (g) Appointment of Auditor (if applicable);
 - (h) Such further business, if any, required by these Bylaws or the Act;
 - (i) Such other business that is of interest to the Membership.

PART 6 – DIRECTORS AND OFFICERS

19. The Society will be run by a Board of Directors. The number of Directors will not be less than five (5) and not more than nine (9) of whom no more than two (2) may be Non-Singing Members.
20. The Directors will, as soon as reasonably practicable after the Annual General Meeting, elect from among the Directors a President, Vice-President, Secretary and Treasurer. The President must be a Singing Member of the Society.

21. The President shall strike a Nominating Committee of not less than three (3) Board Members to solicit one or more nominations for Board positions to be elected at the Annual General Meeting. Members may submit their names or nominate other Members, with their approval, to the Nominating Committee prior to the Annual General Meeting. The list of nominees shall be posted in the Notice of Annual General Meeting.
22. At each Annual General Meeting, the Members will elect Directors from the slate of candidates proposed by the Nominating Committee as follows:
- (a) by acclamation if the position or positions are uncontested;
 - (b) each Member shall have one (1) vote for each vacant position and those nominees who receive the greatest number of votes will be elected; and
 - (c) Directors will be elected for a term of two (2) years and may serve more than one (1) term.
23. Should an elected Director be unable to complete their two (2) year term, the Board may at anytime appoint a Member to serve as a Director to fill a vacancy on the Board, provided that the term of any Director so appointed will terminate when the term of the former Director would otherwise have terminated pursuant to Bylaw 22.
24. A Director will cease to hold office at any time before the expiry of the Director's term forthwith upon the Director:
- (a) notifying the President of their resignation;
 - (b) being removed from office by special resolution in accordance with a General Meeting held pursuant to either Bylaw 10 or Bylaw 11; or
 - (c) being asked to leave the Choir for any reason.
25. A Director may not be remunerated for being or acting as such but the Society will reimburse a Director for all expenses necessary and reasonably incurred by them while engaged in the affairs of the Society and in accordance with the Society's financial policies.
26. The Board may appoint the following positions:
- (a) Librarian: whose duties will include but not be limited to the cataloguing, storage, maintenance, distribution of music and keeping track of music in the possession of Singing Members;
 - (b) Archivist: whose duties will include but not be limited to collecting copies of all press coverage, news releases, photographs, clippings, programs, posters and marketing materials;
 - (c) Concert Manager: whose duties will include but not be limited to arranging for and organizing all physical aspects of the Choir's productions including: stage setup; lights; sound; recording facilities and such other duties as may be authorized by the Board from time to time; and
 - (d) Choir Manager: whose duties will include but not be limited all aspects of running the Choir which are not the responsibility of the Music Director or Concert Manager and such other duties as may be authorized by the Board from time to time.

These positions may be appointed from among the Directors or from the Membership at large. Appointees shall attend Board Meetings at the request of the President.

PART 7 – PROCEEDINGS AT BOARD MEETINGS

27. Meetings of the Board will be run in accordance with “Robert’s Rules of Order”.
28. The format of Board Meetings will be determined by the in-coming Board at the first meeting following the Annual General Meeting.
29. The Board will meet at the call of the President.
30. The quorum for a Board Meeting will be two (2) officers of the Board and two (2) Directors.
31. All Board Meetings will be chaired by the President or their delegate.
32. The Board may form committees of the Board as they see fit. Each committee must report to the Board at the next Board Meeting following a committee meeting.
33. The President and the Music Director are *ex-officio* members of all committees.
34. The quorum of a committee meeting will be set out in the terms of reference for that committee.
35. Any question arising at a Board or committee meeting will be decided by a majority of votes.
36. In the case of a tie, the President will cast the deciding vote.

PART 8 – DUTIES OF OFFICERS

37. The President, or delegate, will preside at every meeting of the Society and the Board.
38. The President will supervise the Officers in the execution of their duties and will ensure that all Directors are properly oriented.
39. The Vice-President will, in the absence or incapacity of the President, carry out the duties of the President.
40. The Secretary will:
 - (a) record the proceedings of the Board Meetings and shall submit the minutes to the Board for approval;
 - (b) maintain and keep a file of the Board’s correspondence and maintain the Board’s records; and
 - (c) maintain the register of Members.
41. In the absence of the Secretary at a Board Meeting, General Meeting or Annual General Meeting, the Board will appoint another person to act as Secretary of the meeting.
42. The Treasurer will:
 - (a) maintain all financial records necessary to comply with the Act and all applicable taxation or other statutes; and
 - (b) provide financial statements to the Board at each Board Meeting.

PART 9 – MUSIC DIRECTOR

43. A Music Director shall be appointed by a majority vote of the Board for a specified term determined by the Board. The Music Director may be appointed for subsequent terms.
44. Pending negotiation, the Music Director shall be paid a Fee, the amount of which shall be decided by the Board.
45. The Music Director is an *ex-officio*, non-voting member of the Board and shall attend all Board meetings, General Meetings and Annual General Meetings of the Society.
46. The responsibilities of the Music Director will be set out in a role description, which shall be agreed upon by the Music Director and the Board. The Music Director's role description will be reviewed regularly but no less than once every two (2) years.
47. The Music Director shall consult with the Board regarding the venue and dates for all performances of the Choir and the amounts, if any, to be paid to soloist or instrumentalists or any other major expenses arising from a proposed concert from time to time and the decision of the Board shall be final.
48. The Music Director may recommend to the Board the appointment of an assistant music director, the decision of the Board shall be final.

PART 10 – INVESTMENTS AND BORROWING

49. The Society may invest such portion of its capital that the Board determines is not immediately required in furtherance of its constitutional purposes in any security in which a trustee is by law entitled to invest.
50. The Society shall not borrow money.

PART 11 - AUDITOR

51. The Board may, at its discretion, appoint an auditor to audit the financial statements of the Society.
52. No Director and no employee of the Society may be an auditor of the Society.

PART 12 - BYLAWS

53. Each Member is entitled to receive, and the Society will provide to them, without charge, a copy of the Constitution and Bylaws of the Society.
54. These Bylaws may not be amended except by Special Resolution or by a Resolution at an Annual General Meeting.
55. Notice of any General Meeting or Annual General Meeting at which it is proposed these Bylaws be amended, shall give notice of that fact and summarize the proposed amendment or amendments.

Part 13 – FINANCIAL GAIN AND DISSOLUTION:

56. The Society shall be carried on without purpose of financial gain for its members and any profits or other accretions shall be used to promote the objectives of the Society. This clause shall not be altered.
57. In the event of the dissolution or winding up of the Society, all of its remaining assets, after payment of liabilities shall be distributed to one or more charitable organizations in Canada registered as a Canadian charitable organization under the Income Tax Act of Canada. This paragraph shall not be altered.