

REGINA FOLK FESTIVAL INCORPORATED BYLAWS

I. NAME

- A. This organization shall be known as Regina Folk Festival Incorporated.
- B. Regina Folk Festival Incorporated (RFF) shall be a charitable corporation with its registered office in Regina.

II. MISSION AND MANDATE

- A. The mission of RFF is to contribute culturally and economically to the city of Regina and the province of Saskatchewan, through music. We will also have an effective involvement in the evolution of the sector and in the building of our community.
- B. The mandate of RFF is to present accessible, high quality music and arts events, to create opportunities for performance by artists, to increase awareness and appreciation for a wide range of music, to contribute to the community, the sector and the evolution of Canadian music festivals, and to build capacity, knowledge and skills to benefit the festival and the sector.
- C. RFF shall organize and host the Regina Folk Festival each year. It will produce the RFF Concert Series with high quality concerts and outreach events throughout the year. RFF will also explore other appropriate possibilities for music and arts events.

III. DEFINITIONS

- A. “RFF” means Regina Folk Festival Incorporated.
- B. “Board” refers to the Board of Directors of RFF.
- C. “Director” means a member of the Board of Directors.
- D. The executive of the RFF is composed of President, Vice-President, Treasurer and Secretary.
- E. “High quality music and art” shall be determined by the vision of the Artistic Director who will be hired by the board to carry out such professional duties.

- F. “Special resolution” is a resolution passed by a majority or not less than two-thirds (2/3) of votes cast at a general meeting of members, of which not less than fifteen (15) days notice specifying the intention to propose the resolution has been given.

IV. MEMBERSHIP

A. Membership Categories:

There shall be one class of membership. Any person in agreement with the mission and mandate as stated in Section II, may become a member of RFF upon payment of the prescribed fee or upon execution of the prescribed volunteer commitment as per current RFF policies. A member is entitled to all privileges of membership including the right to vote at meetings of members and to be elected to the board of directors of RFF.

B. Membership Fee

The membership fee shall be determined by the Board of Directors and ratified by the membership at the next annual general meeting.

C. Duration of Membership

1. RFF will offer single year memberships.
2. A member may withdraw from membership in RFF by giving notice in writing to the Board. Resignations shall be effective upon receipt by the Board. The withdrawing member shall not be entitled to a refund of fees paid or any portion thereof.

D. Suspension of Membership/Expulsion

The Board shall have the power, by a three-quarters (3/4) vote of the whole Board, to suspend or expel a member from RFF for conduct detrimental to the reputation or contrary to the aims and purposes of RFF. A member expelled under this bylaw shall have the right to have the expulsion reviewed at the next RFF Annual General Meeting.

v. MEETINGS

A. Membership Meetings

1. There shall be at least one meeting of the membership each year, the Annual General Meeting.
2. The Annual General Meeting of RFF shall be held not later than four (4) months after the end of the fiscal year which is January 1st to December 31st.
3. A special general meeting of RFF may be called at any time by the Board when they consider it necessary. The Board shall also call a general meeting when requested to do so in writing by 15% of the voting members. The members' request must state the purpose of such a meeting.
4. Written notice of the time and place of the annual or any other membership meeting shall be communicated to all members at least thirty (30) days but no more than fifty (50) days before the date of said meeting.
5. Eight (8) members that are personally present at the opening of a meeting shall constitute a quorum. Two (2) of those present must be members of the Board.
6. Voting procedures shall be by a show of hands, except for the election of directors, which shall be by secret ballot. Secret ballot shall also be used, upon the request of a minimum of three (3) members, for any other resolution.
7. Decisions on all questions, unless otherwise stipulated, shall be by simple majority vote of all members present. The chair of the meeting shall not vote unless a deciding vote is needed to break a tie.
8. Only members in good standing at the commencement of the meeting are eligible to vote.
9. There shall be no voting by proxy.

B. Board Meetings

1. The Board shall meet at least ten (10) times each fiscal year.
2. Three (3) directors personally present shall form a quorum at a meeting of directors. One of those present must be the President or Vice-President.

VI. DIRECTORS

- A. The affairs of RFF shall be managed by a board of at least five (5) and not more than twelve voting (12) directors.
 1. The board of directors of RFF shall include the following positions: President, Vice-President, Secretary, Treasurer, Past President and at least one member at large.
 2. The President shall be elected by the membership.
 3. The directors shall elect the remaining executive positions at the first board meeting following the AGM.
- B. Each term of President shall be two years.
- C. Directors shall serve a two-year term, unless otherwise specified. The intention is to stagger the terms of office so that half of the board positions will be elected each year.
- D. Each director, other than the immediate Past President who holds office ex officio, shall be elected at an annual meeting to hold office until the end of the annual meeting following the completion of his/her term of office.
- E. The Board may appoint any member in good standing of RFF to fill a vacant position until the expiry of the position's term.
- F. A director must be a member of RFF.
- G. A nominating committee shall be struck by the board of directors at least 30 days prior to the Annual General Meeting
- H. Nominations for president and directors must be received in writing by the nominating committee at least 2 weeks prior to the Annual General Meeting.

VII. DUTIES OF DIRECTORS

- A. The board of directors of RFF is a policy governance board that is responsible to govern the affairs of the organization and to ensure that the vision, mission and objectives of the RFF are met.
- B. The RFF board shall set, review and implement policies to reflect the values and principles of the organization.
- C. The directors shall not be paid any remuneration for acting as such; however, directors may be reimbursed for out-of-pocket expenses incurred to attend meetings or for expenses incurred on behalf of RFF.
- D. A director ceases to hold office when he/she:
 - 1. dies or resigns;
 - 2. becomes disqualified pursuant to the conditions outlined in the Non-Profit Corporations Act;
 - 3. misses four (4) or more Board meetings within one RFF fiscal year without written explanation. Reasons given shall be subject to acceptance by the Board.

VIII. EXECUTIVE

- A. The President shall be the chief officer of RFF and it shall be his/her duty to be vigilant and active in promoting the aims and objectives of RFF.
- B. The President shall preside at all meetings of the RFF membership and of the board of directors.
- C. The President shall be an ex officio member of all committees of the Board.
- D. The Vice-President shall assist the President in the performance of his/her duties and shall act in the absence or inability of the President.
- E. The Secretary shall ensure that minutes of the proceedings of all meetings of RFF and of the Board are recorded and kept.
- F. The Treasurer shall be responsible for the financial affairs and financial documents of RFF, subject to the control of the Board. The Treasurer shall report to the Board monthly.
- G. The President and the Artistic Director shall be the authorized public voices for the organization.

IX. COMMITTEES

- A. The Board shall have the power to constitute standing committees and other committees as it deems advisable.
- B. The authority and duties of all committees shall be approved by the Board. All committees shall be responsible to the Board.
- C. Each standing committee shall be chaired by a member of the Board.

X. FINANCIAL AFFAIRS

- A. The directors shall cause to be kept proper records and accounts of all transactions of the RFF in accordance with the policy.
- B. The Board of Directors, with the Artistic Director, will develop, approve and oversee a generalized budget, prior to the commencement of the organization's fiscal year.
- C. Each member in good standing is entitled to receive notice of the availability of the audited financial statements and auditor's report at the Annual General Meeting. These documents shall be available at the RFF office and any member may, upon request, obtain a copy free of charge by calling at the office during usual business hours. These documents shall also be available at the Annual General Meeting.

XI. DISSOLUTION

- A. RFF may be dissolved at a special general meeting called to specifically decide on that issue and only if passed by special resolution.
- B. The articles of incorporation provide that upon liquidation and dissolution, any remaining property and assets shall be donated to one or more recognized charitable organizations in Canada.

XII. AMENDMENT TO BYLAWS

A. Articles of Incorporation

- 1. No amendment to the Articles is effective until the Articles of Amendment have been filed with the Corporations Branch.
- 2. Articles may be amended only by special resolution.
- 3. The Articles may be amended only in a way that is consistent with RFF continuing to be a charitable corporation.

B. Bylaws

- 1. The directors may, by resolution, amend, repeal or make any bylaws that regulate the activities and affairs of RFF.
- 2. The directors shall submit any bylaws, or any amendment or repeal thereof to the next meeting of the members and the members may, by ordinary resolution, confirm, reject or amend the bylaws, amendment or repeal.
- 3. Any bylaws, or an amendment or repeal thereof is effective from the day of the resolution of directors until confirmed as amended, or rejected by the members.
- 4. If any bylaws, or any amendment or repeal thereof is rejected by the members or is not submitted to the next meeting of members, the bylaws, amendment or repeal thereof ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the members.

5. Except in the case of first bylaws made by the directors, every bylaw, amendment or repeal thereof shall state an effective date which shall not be more than thirty (30) days from the day on which the bylaw, amendment or repeal is made.
6. Every bylaw and every amendment or repeal thereof shall be made available to the membership. These bylaws shall be available at RFF office and any member may, upon request, obtain a copy free of charge by calling at the office during usual business hours.