

BY-LAWS
OF
THE NEWFOUNDLAND AND LABRADOR MULTICULTURAL FOLK ARTS
COUNCIL
WITH AMENDMENTS PASSED AT THE ANNUAL GENERAL MEETING
HELD ON NOVEMBER 20TH 1988

THE NEWFOUNDLAND AND LABRADOR MULTICULTURAL
FOLK ARTS COUNCIL
(hereinafter called the "Council")

1. **MEMBERSHIP**

- 1.01 Except as provided herein membership shall be open to individuals, incorporated groups or organizations whose interests or objects are similar to those of the Council and whose application for membership has been approved by a majority of the board of Directors.
- 1.02 Annual membership dues shall be established from time to time by the Board of Directors.
- 1.03 Any member may withdraw from the Council by delivering a written resignation to the secretary of the Council.
- 1.04 Membership is not transferrable and shall lapse automatically:
- (a) upon the winding-up or liquidation of the member;
 - (b) if a member becomes bankrupt or suspends payment or compounds with its creditors or makes an authorized assignment or is declared insolvent;
 - (c) upon its ceasing to be a member of the Council as provided for herein;
 - (d) at the end of a fiscal year.
- 1.05 A member may be terminated by a majority of votes of the Board of Directors which termination shall be confirmed by a majority of the members present and voting at the next general or special meeting of the members.

2. **THE BOARD OF DIRECTORS**

- 2.01 (a) The property and affairs of the Council shall be managed by a Board of Directors of not less than five Directors and not more than twelve Directors elected by the members subject to (b).
- (b) One of the Directors shall be the immediate past-president of the Council who shall serve a term of two years following his term as president.
- 2.02 No person is eligible to be elected as a Director unless he is a member of the Council in good standing twelve months prior to the date of his election by the members of the Council as provided in Section 2.07 his appointment by the Board of Directors.
- 2.03 Each Director shall be entitled to one vote at all meetings of the Board of Directors except in the case of an equality of votes, the Chairman of the meeting, in addition to his original vote, shall have a second or casting vote.
- 2.04 The quorum for the meeting of the Board of Directors shall be five Directors.
- 2.05 The Board of Directors shall meet as often as necessary to carry out efficiently the work of the Council.
- 2.06 The Directors term of office shall be two years except that the initial Board of Directors shall serve a term of three years.

- 2.07 All vacancies on the Board of Directors between terms shall be appointed by the Board of Directors subject to the provisions of section 2.02 and the person so appointed shall serve the unexpired term of the Director so replaced.

3. **OFFICERS**

- 3.01 The Board of Directors subject to Section 3.02 shall elect a President, Vice-President, Secretary and Treasurer from among the Board of Directors.

- 3.02 The offices of Secretary and Treasurer may be combined in one office.

- 3.03 The President, Vice-President, Secretary and Treasurer shall be bonded and the cost for said bonding shall be paid by the Council.

- 3.04 The President, Vice-President, Secretary, Treasurer and immediate past president shall constitute an Executive Committee whose responsibility shall be the general administration of the affairs of the Council subject to direction and control of the Board of Directors.

- 3.05 The President shall:

- (a) call all meetings of the Executive Committee, Board of Directors and general membership;
- (b) perform all duties of chairman at meetings of the Executive Committee, Board of directors and general membership.
- (c) be an ex-officio member of all committees of the Council.
- (d) be responsible for the initiation of policies.
- (e) submit a written report, at the annual general meeting outlining the events of his year's tenure and containing recommendations for the future.
- (f) perform all other duties incident to his office.

- 3.06 The Vice-President shall:

- (a) chair, in the absence of the President, all meetings of the Executive Committee, Board of Directors and general membership.
- (b) be acting President in the event of the President being unable or unwilling to act.
- (d) perform such other functions as are entrusted to him by the general membership, the Executive Committee or the Board of Directors.

- 3.07 The Treasurer shall:

- (a) receive all funds paid to the Council and shall deposit the same in such depository as may from time to time be directed by the Board of Directors and shall disburse the same on the order of the Board of Directors or the Executive Committee.
- (b) keep proper books of account which shall at all reasonable times be open to the inspection of the Board of Directors, Executive Committee, Auditors and the members;
- (c) place in order the finances and moneys of the Council before turning over the duties of his office to the newly elected Treasurer.

(d) submit written financial reports to meetings of the Executive Committee, Board of Directors and the general membership as the Executive Committee or Board of Directors shall deem advisable.

3.08 The Secretary shall:

(a) be the official recording clerk of the Council and custodian of all its records except the financial records which shall be the responsibility of the Treasurer and other records specifically assigned to others.

(b) preserve files of all minutes of meetings of the Executive Committee, Board of Directors and the general membership, legislation and such other matters of record as may be of permanent value.

(c) keep minutes of meetings in an approved form and as objectively and factually as possible and without entering his own opinion in the record of the meeting.

(d) give proper notice of meeting of the Executive Committee, Board of Directors and the general membership.

(e) submit such written reports as the Executive Committee or Board of Directors shall from time to time direct.

(f) perform all other functions incidental to the office.

4. **MEETING OF MEMBERS**

4.01 The annual meeting subject to section 4.05 of the members of the Council shall be held at a place, time and date to be determined by the Board of Directors and written notice thereof shall be sent to all members in good standing at least fourteen days before the date fixed for such meeting.

4.02 The election of directors subject to Section 2.06 shall take place at the annual general meeting of the members.

4.03 Other special meetings of the membership may be called at any time by the Executive Committee, the Board of Directors or by the President.

4.04 At meetings of members:

(a) each member of the Council who is an individual shall have one vote and each incorporated group or organization that is a member of the Council shall have one vote for each member of said incorporated group or organization who is a paid up member of the Council.

(b) each member that is an incorporated group or organization shall by written notice delivered to the Board of Directors provide the names of its members who may attend and vote at any meeting of the members.

(c) in the event that an individual member of the Council or a paid up member of an incorporated group or organization that is a member of the Council is unable to attend at a meeting of members of the Council he, she, they or it may appoint a proxy holder who must be a member to attend and vote at a meeting of members of the Council. A proxy shall be in such form as may be prescribed from time to time by the Board of Directors.

(d) the quorum of any meeting of the members for business purposes shall be 10% of the General Membership in good standing with a minimum of 30 members attending in person or represented by proxy.

(e) at all meetings of members every question shall, unless otherwise required by the Articles or this by-law, be decided by a majority of the votes of the members present.

- 4.05 Notwithstanding any other provision of this By-Law, a resolution assented to and adopted in writing under the hands of all the members entitled to vote thereon, though not passed at a general meeting, is of the same force and effect as if it had been passed at a general meeting duly convened, and no previous notice or convening of a general meeting for the purpose of passing the resolution shall in that case be deemed to have been necessary whether the business transacted there at is special or not and a member may signify his assent to the resolution in writing under his hand or by telegram or cable.

5. **MEETINGS OF DIRECTORS**

- 5.01 The Directors subject to section 5.02 shall meet at least once during each fiscal year unless otherwise determined by the Board of Directors.
- 5.02 A resolution in writing signed by all the Directors is as effective for all purposes as a resolution passed by a meeting of the directors duly convened, held and constituted and shall be entered in the minute book of the Council and relates back to any date stated therein to be the date of the resolution.
- 5.03 Meetings of the Directors may be held at any time at the call of the President or at the request of any five members of the Board of Directors.
- 5.04 Except as provided herein, notice of a Directors meeting shall be given by the Secretary to each Director seven days prior to the date of the meeting unless otherwise determined by a majority of the Board of Directors.

6. **MEETING OF THE EXECUTIVE COMMITTEE**

- 6.01 The Executive Committee (as defined in section 3.04) shall meet at least once during each fiscal year unless otherwise determined by the Executive Committee.
- 6.02 Notice of all meetings of the Executive Committee shall be given by the Secretary or in the absence of the Secretary by any other member of the Committee at least seven days prior to the date of the meeting unless waived by all members of the Committee.

7. **ESTABLISHMENT OF COMMITTEES**

- 7.01 The Board of Directors shall from time to time establish such Committees as it deems necessary and the Chairman thereof shall be appointed by the Board of Directors.

8. **FINANCES**

- 8.01 The Board of Directors shall be responsible for all financial statements which must be approved at a meeting of the Board of Directors prior to presentation to the general membership.
- 8.02 All requests for payment of expenses incurred on behalf of the Council must be approved by two officers and in no event shall the officer incurring the expenses be counted as one of the approving officers.

9. **AUDITORS**

- 9.01 The Council shall, at every annual meeting, appoint one or more auditors to hold office for the ensuing year and shall affix the remuneration, if any, to be paid for their services. No member of the Board of Directors shall act as an auditor.

- 9.02 A vacancy in the office of auditor may be filled by the Board of Directors but no member of the Board of Directors shall act as an auditor.
- 9.03 Every auditor shall have the right of access, at all times, to the books and accounts and vouchers of the Council and shall be entitled to require from the Officers of the Council or any Committee such information and explanation as may be necessary for the performance of the audit. The auditors shall sign a certificate at the foot of the balance sheet stating whether or not all their requirements as auditors have been compiled with and shall make a report to the Directors on the accounts examined by them and on every balance sheet laid before the ethe Board in general meeting during their tenure whether, in their opinion, the balance sheet provides an accurate account of the Company's financial position.

10. **SEAL**

- 10.01 The Seal of the Council shall never be affixed to any document except by the express authority of a resolution of the Board of Directors or of the Executive Committee empowered thereto and in the presence of at least two (2) Directors who shall sign every instrument "to which the Seal of the Council is so affixed in their presence provided nevertheless that the seal may be affixed to documents by the Secretary of the Council over his/her signature where such sealing and signature is required for the purpose of certifying such document to be a correct and true reproduction of a minute of a meeting of the Board of Directors of the Council.

11. **GENERAL**

- 11.01 The Articles and By-Laws of the Council may be amended by the members of the Council by a two-thirds (2/3) majority vote of the members present or represented by a proxy and entitled to a vote at an Annual General meeting or at any special general meeting called for that purpose, provided that a thirty day written notice of such amendment is given to each member of the Council prior to such meeting.
- 11.02 The fiscal year of the Council shall be from April 1 of one year to March 31 of the following year.
- 11.03 A director or officer from and after his election to office shall be indemnified and saved harmless out of the funds of the Council from and against all costs, charges and expenses whatsoever which such director or officer may sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and all other costs, charges and expenses which he sustain or incurs in or about or in relation to the affairs thereto, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.