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ARTICLE 1: NAME

1:1

The name of the Association will be represented in English as the "Alberta Music Industry Association" hereinafter called "Alberta Music".

ARTICLE 2: REGISTERED OFFICE

2:1

The registered office of the Association will be in the City of Edmonton in the Province of Alberta, at a location decided upon by the Board of Directors.

ARTICLE 3: PURPOSES AND OBJECTIVES

3:1 The **purpose** of the Association will be to foster the excellence, diversity, and vitality of Alberta Artists and the Alberta Sound Recording Industry.

3:2 The **objectives** of the association will be to:

- : 1 Be an industry association that serves the needs of its members.
- : 2 Gain public and private sector support for the association and its members.
- : 3 Recognize and promote Alberta Artists and the Alberta Sound Recording Industry in the community.
- : 4 Foster growth in the sound recording and music publishing industry.

ARTICLE 4: MEMBERSHIP

4:1 Full Membership

: 1 Criteria

1. An individual who is directly and substantially involved in earning income in the Alberta music industry.
2. Resident in Alberta or a former resident of Alberta
3. Full memberships will be approved by approval committee according to the criteria in 4:1:1:1 to 4:1:1:2.



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: 2 Rights & Privileges for Full Memberships shall be as follows:

1. Eligible for nomination consideration for a seat on the Board.
2. Eligible to vote at the AGM and at special meetings.
3. Automatic participation in the Western Canadian Music Alliance.
4. Eligible to vote on the Western Canadian Music Awards.
5. Eligible to participate in association events at membership rates.
6. Eligible to participate on committees.
7. Use of e-newsletter for promotion.

4:2 Band Membership

:1 Criteria

1. Group or duo that performs professionally.

4:2:2 Rights & Privileges

1. All Benefits of Full Membership
2. Entitled to two votes per band at the AGM and at Special Meetings
3. Entitled to two votes per band in the Western Canadian Music Awards.
4. Eligible to participate on committees.
5. Use of e-newsletter for promotion

4:3 Associate Membership

: 1 Criteria

1. An individual who is in the process of establishing his or her career but is not directly or substantially involved in earning income in the Alberta music industry.
2. Residency is unrestricted.

: 2 Rights & Privileges for Associate Members shall be as follows:

1. May obtain full privileges upon written notice of professional status
2. Automatic participation in the Western Canadian Music Alliance.
3. Eligible to vote on the Western Canadian Music Awards.



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4. Receive informational mail outs and e-newsletters; access to AB Music Resource Centre.
5. Eligible to participate in association events at membership rates.
6. Eligible to participate on committees.
7. Use of e-newsletter for promotion.

4:4 Student Memberships

:1 Criteria

- 1. Those individuals who are enrolled in a post-secondary music program in Alberta**

:2 Rights & Privileges for Student Members shall be as follows:

1. Automatic participation in the Western Canadian Music Alliance.
2. Eligible to vote on the Western Canadian Music Awards.
3. Receive informational mail outs and e-newsletters; access to AB Music Resource Centre.
4. Eligible to participate in association events at membership rates.
5. Eligible to participate on committees.

4:5 Corporate Membership

:1 Criteria

1. A Corporation, organization or agency with offices in the Province of Alberta interested in the furtherance of the objectives of the Alberta Industry Association.

:2 Rights & Privileges for Corporate Members

1. All benefits of a full member.
2. Entitled to TWO votes at the AGM and Special Meetings.
3. Entitled to TWO votes in the Western Canadian Music Awards.
4. Eligible to participate on committees.



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Sustaining Memberships

: 1 Criteria

1. Companies or individuals that wish to acknowledge the importance of the music industry by contributing a minimum of \$500.00 to the association for programs.
2. The Board must approve sustaining memberships.

: 2 Rights & Privileges for Sustaining Members

1. Acknowledgement at Alberta Music functions and appropriate committees.
2. No voting privileges.

4.6 Membership Dues

- : 1 Membership dues will be determined by resolution of the Board of Directors on an annual basis. Annual membership fees of the Association may be adjusted and approved by any current Board at any duly convened Board meeting of the Association.
- : 2 The Board reserves the right to offer discounted Associate Memberships in conjunction with membership initiatives.
- : 3 All memberships will be valid for a one-year term from date of issue.

4:6 Resignation or Termination

- : 1 Any member may resign by providing notice in writing to the registered office of the Association.
- : 2 Any member may be asked to resign, or may have their membership terminated by ordinary resolution of the Board of Directors in its sole discretion, if in the opinion of the Board of Directors, such member in any way endangers, hinders, or interferes with the reputation or the ability of the Association to achieve its objectives. The Association will not be bound or required to re-admit any member who has resigned or whose membership has been terminated for any cause whatsoever.

4:7 Membership Registry

The membership registry will be kept in the registered office of the Association and will contain names, addresses and phone numbers of all active members. Distribution and use of this register will be at the discretion and approval of the Board of Directors.



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ARTICLE 5: Annual General Meeting & Special Meetings

- 5:1** The Board of Directors will call an Annual General Meeting within six (6) months of the end of the fiscal year. At such meeting, the Board will present to the membership the receipts and disbursements of the Association for the preceding fiscal year. In any event, not more than fifteen (15) months shall elapse between one Annual General Meeting and the next. This is our society's only general meeting.
- 5:2** The Board of Directors can call a Special Meeting with Notices mailed and post marked no later than twenty eight (28) days prior to the date of the meeting, to the addresses in the register of voting members. Any change of address for voting members must be submitted in writing to the Association's registered office in order to be effective.
- 5:3** The Annual General Meeting and Special Meetings will be open to the general public, but only Full Members will be entitled to vote. No person other than those persons eligible to vote shall be entitled to participate in debates or address the meeting without the permission of the Chair.
- 5:4** A quorum of the members for both the Annual General Meeting and Special Meetings shall be 15% of the Full Members of the Association. A Full member may have his or her vote present by proxy by submitting the proxy form to the Association's office no later than forty-eight (48) hours prior to the start time of the meeting in question. Proxy forms shall specify which attending member is to have the proxy in question. Unassigned or unspecified proxies shall be deemed invalid. Proxies will count as one-half (1/2) vote in determining the quorum. Should a quorum fail to be achieved within thirty (30) minutes of the time scheduled for the meeting, the meeting shall be declared as "unable to proceed" and shall be rescheduled by the President at a time and place within thirty (30) days of the original scheduled meeting. The newly scheduled meeting shall then proceed with whoever is in attendance.
- 5:5** Voting is done by secret ballot at the Annual General Meeting.
- 5:6** Depending upon the issue either a show of hands or secret ballot is used at a Special Meeting.
- 5:7** Notices for the Annual General Meeting shall be mailed and post marked no less than twenty-eight (28) days prior to the date of the meeting, to the addresses in the



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register of voting members. Any change of address for voting members must be submitted in writing to the Association's registered office in order to be effective.

5:8 A motion at any General Meeting is lost on a tie vote.

ARTICLE 6: Board Of Directors

6:1 Election of Board of Directors

- : 1** The Board of Directors will be elected annually at the association's Annual General Meeting. The Board of Directors will consist of a minimum of seven (7) and a maximum of nine (9) elected directors. All such Directors will be elected for a two (2) year term.
- : 2** Existing Directors, not running for re-election, will serve as the Nomination Approval Committee, and approve the standing for election of all nominees.
- : 3** Up to four (4) directors will be elected from the Full Members whose principal activity in the Alberta Recording Industry is one of the following: Artist; Musician; Artist manager; Songwriter; Publicist / Promoter; Producer; Engineer.
- : 4** A minimum of four (4) Directors will be elected from the Full Members whose principal activity in the Alberta Recording Industry is one of the following: Recording Studio; Record Label; Publisher; Distributor; Public Broadcaster; Talent Buyer.
- : 5** No less than three (3) board members shall be elected from each of the telephone area codes 403 and 780.
- : 6** In the event of a tie, a second ballot will break the tie.
- : 7** The election of the Board of Directors will be pursuant to Articles 5:2 and 5:3 of these By-Laws.
- : 8** The Board of Directors may at any time appoint two additional Directors, as a Director at Large, as it deems necessary and appropriate for such purposes as it may see fit. The appointed Director must be a Full or Associate Alberta Music member to be appointed; and shall hold office up until the next annual General Meeting, at which time he or she will be eligible for reappointment by the newly elected Board of Directors. This additional Director will have the same rights, privileges, duties and obligations as an elected Director.



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6:2

Election of Officers

- : 1 The Directors shall elect the Officers of the Association at a meeting of the Board of Directors immediately following the Annual General Meeting. The Officers of the Association will be responsible for the day-to-day activities of the Association and shall meet as necessary. The minutes of such meetings shall be circulated to the Board of Directors.

- : 2 The Officers of the Association will be: President; Vice-President; Secretary; and Treasurer.

- : 3 The Officers of the Association will comprise the Executive Committee.

- : 4 Duties Of Officers (Executive Committee)
 - 1. The **President** shall chair all meetings of the Association, act as the Chief Executive Officer of the Association, and will be an ex-officio member of all committees.

 - 2. In the absence of the President, the **Vice-President** shall chair all meetings of the Association and shall fulfill all other roles and duties of the President.

 - 3. The **Secretary** shall be responsible for all the files, minutes and records of the Association; shall ensure accurate, up-to-date records of the Association are kept; will be responsible for reporting to any authority or agency necessary to maintain or enhance the status of the Association; and shall be responsible for organizing the Annual General Meeting of the Association. A Recording Secretary shall be appointed at each meeting.

 - 4. The **Treasurer** shall be responsible for keeping accurate financial records of the Association's accounts; shall present an up to date report at each duly convened Board meeting; and shall present a complete report for the previous year's financial transactions at each Annual General Meeting. An Accountant shall be contracted to prepare the books and records.



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6:3 Directors Responsibilities

- : 1 The Directors will have the power to manage, administer and control all the affairs of the Association, receive all contributions and income and pay all expenses in the ordinary course of carrying out the aims and objectives of the Association.
- : 2 The signing officers of the Association will be the President, Treasurer and any two other Officers determined by the Board of Directors.
- : 3 The Directors will arrange to have the seal for the Association and shall be responsible for its custody and use.
- : 4 The Board of Directors will ensure the accounts and minutes of the Association and all documents relating to the Association are kept secured at the registered office of the Association. Upon reasonable request as outlined in 9:3, these documents will, at all times during normal business hours, be open to inspection by the Board of Directors and the voting membership.
- : 5 Any Director or Officer, for cause or incapacity, may be removed from the Board of Directors by a two-thirds (2/3)-majority vote of the full Board of Directors. Any vacancy caused by a resignation or removal of a Director may be filled until the next General Meeting by appointment by the Board of Directors. Failure to attend **two** consecutive Board Meetings may be considered cause for removal.
- : 6 The Board of Directors will meet not less than twice between Annual General Meetings, at the call of the President or at the written request to the President of at least two (2) Directors.
- : 7 A quorum for any Board of Directors meeting shall be one-half (1/2) of the Board members and must include at least the President or Vice-President. Board members may participate in board meetings via telephone conference. Each director will have one vote and there will be no proxy votes at a Board of Directors meeting. A motion will be lost on a tie vote. The immediate past President may be an ex-officio member of the Board of Directors but shall have no voting privileges at those meetings.
- : 8 Any Full Member in good standing may attend any meeting of the Board of Directors provided that notice is given to the Association ten (10) days prior to such meeting. Only Directors shall be entitled to a vote at a Board Meeting. The Board reserves the right to exclude the member from confidential portions of the meeting.



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6:4 Term of Office of Elected Directors

:1 Directors may be re-elected or reappointed for two (2) additional terms of office but after three (3) successive terms will not be eligible to stand as directors until one (1) year has passed from the end of their last term, unless by special resolution the Corporation, at a duly constituted annual general meeting, agrees to waive this limitation for a specific individual member. In the event that a board member hold the office of Past President and has already served a total of six (6) years on the board, his/her term will be understood to be extended to include seventh (7th) and eighth (8th) years of board service.

ARTICLE 7: Financial

- 7:1 The Board of Directors will appoint a professional accountant at the Annual General Meeting to audit the financial statements and present those financial statements at the next Annual General Meeting.
- 7:2 Financial Statements will be prepared at least once per year and laid before the membership at the Annual General Meeting and will include a report by the Board of Directors as to the state of the Association's affairs.
- 7:3 The receipts and income of the Association shall be applied solely to the aims and objectives of the Association and no portion shall be paid as dividend or bonus for the benefit of any Member or Director or Officer.
- 7:4 The Board may employ such persons and maintain such offices and other facilities as required and approved by the Board of Directors.
- 7:5 Members may receive an honorarium from the Association for work done on behalf of the Association and requested by the Board of Directors, in amounts to be determined from time to time by the Board of Directors.
- 7:6 Any payment for services rendered, to either a Director, Officer, or Committee Member, is subject to prior approval by two-thirds (2/3) majority of the Board of Directors.
- 7:7 Any Member or Director may be reimbursed for their expenses incurred as a result of service, tasks or work done on behalf of the Association, as requested and with prior approval by the Board of Directors and upon submission and approval of appropriate receipts verifying the expenditures.



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- 7:8** The fiscal year of the Association will commence on the first day of April in each and every year, or such other time as determined by the Board of Directors.
- 7:9** The Board may invest the Association's funds in fully secured term certificates of any bank, trust company, credit union, or as otherwise determined by the Board of Directors.
- 7:10** The Board shall have the power to borrow, raise or secure money; to enter into agreement with any government body, authority, company, firm, organization or association conducive to the aims and objectives of the Association, in such a manner as the Board of Directors thinks fit and proper.

ARTICLE 8: PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

- 8:1** Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his/her role for the Association except where a Director or Officer has operated outside of guidelines in policy and budgets as outlined from time to time by the Board of Directors.
- 8:2** The Association does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
- 8:3** No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to a bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Association.
- 8:4** No Director or Officer is liable for any loss due to an oversight or error of judgment or by any act in his/her role for the Association, unless the act is based on fraud, dishonesty, or bad faith.
- 8:5** Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's Professional Accountant. Directors or Officers will not be held liable for any loss or damage as a result of acting on such Professional Accountant's statements or reports.

ARTICLE 9: GENERAL

- 9:1** These By-Laws may be amended from time to time by a Special Resolution approved by 75% of the voting membership present at a duly convened Annual



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General Meeting. Members must be given no less than 28 days notice of this meeting.

- 9:2** The incoming Board of Directors at their first meeting shall determine the procedure manual for the Association, or as soon thereafter as is practical.
- 9:3** Any Full Member may submit a request to review the books, accounts and records of the Association upon written notice to all members of the Executive Committee of the Association, no less than fourteen (14) days prior to their wish to review such records. The Executive Committee may refuse or approve any such request at their sole discretion.