



## **Manitoba Country Music Association (MCMA)**

**BE IT ENACTED AND IT IS HEREBY ENACTED** as a by-law of the Manitoba Country Music Association (MCMA) as follows:

### **ARTICLE 1 – HEAD OFFICE**

- 1.1 The head office of the MCMA (the Association) shall be at 41 Gatineau Bay, in the City of Winnipeg, in the Province of Manitoba (subject to change by special resolution) and at such place therein as the Directors may from time to time determine.

### **ARTICLE 2 – SEAL**

- 2.1 The “Seal,” an impression whereof is stamped in the margin hereof, shall be the Seal of the MCMA (the Association).

### **ARTICLE 3 – OFFICERS**

- 3.1 The Officers of the Corporation shall consist of a President, Immediate Past President, Vice President and Treasurer and such other Officers as the Board of Directors shall, from time to time elect.
- 3.2 The Officers, with the exception of the Past President as it is a non-elected title, shall be elected ‘every three years’ from the members of the Board of Directors by the Board of Directors. Elections will take place in December or January by the Board of Directors before any open Director positions are announced to the General membership. In order to be considered for an executive position (Officer), the interested MCMA Director must have served on the Board of Directors for two active consecutive years immediately preceding the nomination. The Board Officers hold the power to override the two-year ruling if there is an immediate need to fill a vacancy. Officers elected into position shall retain their Director chair for the duration of their new three-year Officer term. Retiring Directors elected into an Officer position shall retain their Director chair for the duration of their new three-year Officer term.
- 3.3 Should an Officer have to leave office, for any reason, then the Board of Directors shall appoint a replacement for the balance of the term of office.

Officers elected into the replacement position shall retain their Director chair for the remaining duration of the term office. That is, if their Director term date is set to end prior to the remaining balance of the term of office, their Director term shall extend to same date as their new term of office.

- 3.4 More than 50% of the appointed Board of Directors shall constitute a quorum and a majority shall pass all votes at any Board Meeting.
- 3.5 If the acting Past President is no longer an elected Director of the MCMA, then the acting Past President shall act as Advisor to the Board and is entitled to one vote on each question or topic arising at the Annual General Meeting or any Board of Directors Meeting of the Board of Directors. If the acting Past President is an elected Director of the MCMA, then the acting Past President is only entitled to their Direct vote on each question or topic arising at the Annual General Meeting or any Board of Directors Meeting of the Board of Directors.
- 3.6 As of the Annual General Meeting of 2019 the Secretary role will no longer be an Officers of the Corporation position and may be held by any current Board of Director or appointed member of the MCMA.

## **ARTICLE 4 – MEMBERS OF THE BOARD OF DIRECTORS**

- 4.1 The Corporation shall be managed by a Board of not less than six (6) not more than twelve (12) Directors.
- 4.2 All Director candidates will be announced at the Annual General Meeting. The Directors shall be elected by the MCMA Industry membership through an online voting process that takes place no more than two (2) weeks following the Annual General Meeting of the members of the Corporation.
  - 4.2.1 All Directors will adhere to the MCMA Conflict of Interest Policy and Member Code of Conduct Policy.
- 4.3 For the purposes of continuity, the Directors shall be elected on the following basis:
  - 4.3.1 The current committee voted in by the Community Meeting held in 2003 shall form the first Board of Directors commencing the date of incorporation and serving a three-year term.
  - 4.3.2 The Board of Directors shall announce the number of elected Director openings for the coming year no less than three (3) weeks prior to the Annual General Meeting.
  - 4.3.3 Any Director that has served a three-year term shall retire and a new Director shall be elected for a three-year term. If a retiring Director would like to be re-elected, they shall put their name forth for the voting process. If the Industry

members should vote that any of the retiring Directors be re-elected the new term shall be for three years.

- 4.3.4 The Director Candidate requirements and voting process shall be determined by the Board of Directors and is subject to change at any time at the discretion of the MCMA Board of Directors.
- 4.3.5 If there are fewer candidates than there are available elected Director positions, an online vote will not be held. If this is the case, the eligible Candidate(s) will be selected on the Board's discretion and will be announced as new Directors at the Annual General Meeting.
- 4.4 Members of the Board of Directors may resign by resignation, in writing, which shall become effective upon delivery of the same to the Board of Directors.
- 4.5 Each member of the Board will be entitled to one vote on each question or topic arising at any annual or general meeting of the Board of Directors
- 4.6 The interest of a member of the Board of Directors of the MCMA is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the MCMA (the Association).
- 4.7 Every Director shall be eighteen (18) or more years of age and shall be a member in good standing of the MCMA with a primary residence in Manitoba.
- 4.8 Should any Director be unable to complete his or her term of office, then the Board of Directors may appoint someone to complete the calendar year of office.
- 4.9 Board of Director members are required to attend 70% of the yearly meetings and be actively involved. No Director may miss 3 or more consecutive meetings.

## **ARTICLE 5 – POWERS AND DUTIES OF THE DIRECTORS**

- 5.1 The Board of Directors shall manage and govern the Corporation:
  - 5.1.1 Providing for the enforcement of all obligations upon the Corporation pursuant to The Statutes of Manitoba and Amendments thereto.
  - 5.1.2 Providing for engaging and paying for services deemed necessary by the Board of Directors.
  - 5.1.3 Providing generally for the direction and management of the Corporation and for the better carrying out of the purposes for which the Corporation was incorporated.

- 5.1.4 The Board of Directors shall meet at the call of the President or Vice President but not less than two times each year.
- 5.1.5 A Special Meeting of the Board of Directors can be held upon request, via email by the President or Vice President, specifying the purpose for which the Meeting is to be called.
- 5.1.6 A Special Meeting of the Officers can be held upon request, via email by any Officer, specifying the purpose for which the Meeting is to be called.
- 5.1.7 Seven (7) clear days' notice to the Directors of the Corporation, specifying the place, day and hour of the Meeting and, in the case of special business, the general nature of the business, shall be given via email or otherwise served as herein provided, but the non-receipt of any notice by a Director or the accidental omission to give any such notice to any Director shall not invalidate the proceedings of, or any resolution or by-law passed at any Special Meeting.
- 5.2 The Board of Directors, at a General Meeting of the Directors, may, by Special Resolution passed by two-thirds of the Directors, remove any Officer of the Corporation from office or any Director, if said Officer or Director is not performing their duties as required or is acting in a manner which endangers, hinders or interferes with the reputation of the MCMA or the ability of the MCMA Board of Directors in achieving its objectives or violates the Code of Conduct Policy or Conflict of Interest Policy.
- 5.3 The President shall call a meeting of The Board of Directors upon twenty-four (24) hours' notice, when necessary.
- 5.4 No Officer of the Corporation shall incur any indebtedness on behalf of the Corporation by signing, endorsing or guaranteeing any promissory notes, bond, or undertakings, accepting any drafts or bills of exchange or obligation of any kind of any person, firm, corporation or company, except as authorized under the Articles of Incorporation or by-laws of the Corporation and no Officer, or Officers of the Corporation shall give or issue any cheques, bills of exchange or promissory notes or other evidence of debt which shall in any way be binding upon the Corporation as a matter of accommodation to any person, firm, corporation or company unless the Board of Directors so orders.
- 5.5 The Officers of the Corporation may spend up to One Hundred Dollars (\$100.00 CDN) saved harmless, out of assets and profits of the Corporation, from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors and administrators shall or may incur or sustain by or by reason of any act done concurred in or omitted on or about the execution of their duty or supposed duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively.