ARTICLE 1: NAME

1:1 The name of Alberta Music will be represented in English as the "Alberta Music Industry Association" hereinafter referred to as "Alberta Music".

ARTICLE 2: REGISTERED OFFICE

2:1 The registered office of Alberta Music will be in the city of Edmonton in the province of Alberta, at a location decided upon by the Board of Directors.

ARTICLE 3: MEMBERSHIP

3:1 Individual Membership

:1 Individual Memberships shall fall into one of two categories: Category A and Category B.

:2 Criteria – Category A

The criteria for eligibility for Individual Membership Category A shall be:

1. An individual working professionally within the Alberta music industry at any stage of his or her career. Examples include but are not limited to: performers, musicians, managers, studio owners, publicists, record labels, etc.
2. An individual who fulfills the minimum residency requirement of residing in Alberta for at least 30% of the preceding calendar year.

:3 **Criteria – Category B**

The criteria for eligibility for Individual Membership Category B shall be:

1. An individual who has knowledge, ability, or skill to contribute to and advance the mandate of Alberta Music, but is not directly involved in working in the Alberta music industry. Examples include but are not limited to: lawyers, accountants' fundraisers, designers, other professionals, etc.
2. An individual who fulfills the minimum residency requirement of residing in Alberta for at least 30% of the preceding calendar year.

: 4 **Rights and Privileges of Individual Membership**

The rights and privileges of Individual Membership in both Category A and B shall include:

1. Eligible for nomination and consideration to serve on the Board of Directors.
2. Eligible to vote at the Annual General Meeting (AGM), and at Special Meetings.
3. Eligible to participate in the Western Canadian Music Alliance through Alberta Music's organizational membership.
4. Eligible to participate in Alberta Music events at membership rates.
5. Eligible to participate on committees.
6. Eligible to use the Alberta Music e-newsletter for promotion.
7. Eligible to apply and be considered for Alberta Music programs including but not limited to grants, showcases, and other promotional and developmental opportunities, subject to the additional eligibility requirements of each individual opportunity.

3:2 Band Membership

:1 **Criteria**

The criteria for eligibility for a Band Membership shall be:

1. A group of individuals performing together within the Alberta music industry at any stage of their career.
2. At least one member of the group must meet a minimum residency requirement of residing in Alberta for at least 30% of the preceding calendar year.

: 2 **Rights & Privileges of Band Membership**

The rights and privileges of Band Membership shall include:

1. All benefits of Individual Membership as stated in 3:1:4.
2. Entitled to two (2) votes per Band Membership at the Annual General Meeting and at special meetings
3. Entitled to two (2) votes per Band Membership in the Western Canadian Music Awards.
4. Eligible to participate on committees as a single representative.

3:3 Corporate Membership

: 1 **Criteria**

The criteria for eligibility for a Corporate Membership shall be:

1. A company or organization that supports the vision and mandate of Alberta Music.

: 2 **Rights & Privileges of Corporate Membership**
The rights and privileges of Corporate Membership shall include:

1. Two (2) votes at the Annual General Meeting
2. One (1) Designated Representative that is eligible to run for the board of directors, provided the Designated Representative meets the minimum residency requirement of residing in Alberta for at least 30% of the preceding calendar year.
3. Eligible to participate in the Western Canadian Music Alliance through Alberta Music's organizational membership.
4. Receive informational mail outs and e-newsletters
5. Eligible to participate in Alberta Music events at membership rates.
6. Eligible to participate on committees.
7. Eligible for opportunities for promotion of the corporate member through Alberta Music events and programs (sponsorships, advertising, etc.) and the first right of refusal for such opportunities.

3:4 Student Memberships

: 1 **Criteria**
The criteria for eligibility for a Student Membership shall be:

1. Current enrollment in secondary or post-secondary education with a valid student identification document.

: 2 **Rights & Privileges of Student Membership**

The rights and privileges of Student Membership shall include:

1. Eligible to participate in the Western Canadian Music Alliance through Alberta Music's organizational membership.
2. Receive informational mail outs and e-newsletters
3. Access to Alberta Music's Music Resource Centre.
4. Eligible to participate in Alberta Music events at membership rates.
5. Eligible to participate on committees.
6. This is a non-voting membership.

3:5 Fan Membership

: 1 **Criteria**
The criteria for eligibility for a Fan Membership shall be:

1. Any individual with a passion for Alberta Music, but is not directly involved in the Music Industry in Alberta, shall hold a fan membership.

: 2 **Rights & Privileges of Fan Membership**

The rights and privileges of Fan Membership shall include:

1. Eligible to participate in Alberta Music events at membership rates.
2. Receive informational mail outs and e-newsletters.
3. Eligible for member benefits as outlined by Alberta Music.
4. This is a non-voting membership.

3:5 Membership Due

: 1 Membership dues will be determined by resolution of the Board of Directors on an annual basis. Annual membership fees of Alberta Music may be adjusted and approved by any current Board at any duly convened Board meeting.

: 2 The Board of Directors reserves the right to offer discounted Individual or Corporate Memberships in conjunction with membership initiatives.

: 3 All memberships will be valid for a one-year term from date of issue.

3:6 Resignation or Expulsion

: 1 Any member may resign by providing notice in writing to the registered office of Alberta Music.

: 2 Any member may be asked to resign, or may be expelled from Alberta Music 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 Alberta Music to achieve its objectives. Alberta Music will not be bound or required to re-admit any member who has resigned or has been expelled for any cause whatsoever.

3:7 Membership Registry

:1 A membership registry will be kept in the registered office of Alberta Music and will contain names, addresses, telephone numbers, and other pertinent contact information of all active members. Distribution and use of this registry will be at the discretion and approval of the Board of Directors.

ARTICLE 4: ANNUAL GENERAL MEETING AND SPECIAL MEETINGS

4:1 The Board of Directors will call an Annual General Meeting (AGM) within six (6) months of the end of the fiscal year. At the Annual General Meeting the Board of Directors will present to the membership the receipts and disbursements of Alberta Music for the preceding fiscal year. Not more than fifteen (15) months shall elapse between Annual General Meetings. This is Alberta Music's only general meeting.

4:2 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 registry of voting members. Any change of address for voting members must be submitted in writing to Alberta Music's registered office in order to be effective.

4:3 The Annual General Meeting and Special Meetings will be open to the general public, but only members with voting rights and privileges as stated in Article 3 will be entitled to vote. No persons other than those persons eligible to vote shall be entitled to participate in debates or address the meeting without the permission of the Chair.

4:4 A quorum of Alberta Music members for both the Annual General Meeting and Special Meetings shall be 10% of the all membership categories, but never less than 20 Individual, Band, or Corporate members of Alberta Music. An Individual, Corporate, or Band member may have his or her vote submitted by proxy by submitting the proxy form to the Alberta Music's office no later than forty-eight (48) hours prior to the start time of the appropriate meeting. Proxy forms shall specify which attending member will serve as a proxy. 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 Chair 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.

4:5 Voting will be conducted by secret ballot at the Annual General Meeting.

4:6 At the discretion of the Board of Directors, either a show of hands or secret ballot will be employed at a Special Meeting.

4:7 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 registry of voting members. Any change of address for voting members must be submitted in writing to the Alberta Music registered office in order to be effective.

4:8 A motion at the Annual General Meeting is lost on a tie vote.

ARTICLE 5: Board of Directors

5:1 Election of Board of Directors

: 1 The Board of Directors will be elected annually at Alberta Music'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 A minimum of four (4) directors will be elected from the Individual Membership – Category A.

: 4 No less than three (3) board members shall be elected from the geographical regions representing the telephone area codes 403 and 780.

: 5 In the event of a tie in the election of Board members, a second ballot between the nominees in the tie will decide the successful nominee.

: 6 The election of the Board of Directors will be pursuant to Articles 5:2 and 5:3 of these By-Laws.

: 7 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 hold an Individual Membership in Alberta Music 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.

5:2 Election of Officers

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

: 2 The Officers of Alberta Music will be: Chair; Vice-Chair; Secretary; and Treasurer.

: 3 The Officers of Alberta Music will comprise the Executive Committee.

: 4 Duties of Officers (Executive Committee)

1. The **Chair** shall chair all meetings of Alberta Music, act as the Chief Executive Officer of Alberta Music, and will be an ex-officio member of all committees.
2. In the absence of the Chair, the **Vice-Chair** shall chair all meetings of Alberta Music and shall fulfill all other roles and duties of the Chair.
3. The **Secretary** shall be responsible for all the files, minutes and records of Alberta Music; shall ensure accurate, up-to-date records of Alberta Music are kept; will be responsible for reporting to any authority or agency necessary to maintain or enhance the status of Alberta Music; and shall be responsible for organizing the Annual General Meeting of Alberta Music. A Recording Secretary shall be appointed at each meeting.
4. The **Treasurer** shall be responsible for keeping accurate financial records of Alberta Music'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. A certified accountant shall be contracted to prepare financial statements and reports.

5:3 Directors' Responsibilities

: 1 The Directors will have the power to manage, administer and control all the affairs of the Alberta Music, receive all contributions and income and pay all expenses in the ordinary course of carrying out the aims and objectives of Alberta Music.

: 2 The signing officers of Alberta Music will be the Chair, Treasurer and any two other Officers determined by the Board of Directors.

: 3 The Directors will arrange to have the seal for Alberta Music and shall be responsible for its custody and use.

: 4 The Board of Directors will ensure the accounts and minutes of Alberta Music and all documents relating to Alberta Music are kept secured at the registered office of Alberta Music. 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 Chair or at the written request to the Chair 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 Chair or Vice-Chair. 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 Chair may be an ex-officio member of the Board of Directors but shall have no voting privileges at those meetings.

: 8 Any Individual, Corporate, or Band Member in good standing may attend any meeting of the Board of Directors provided that notice is given to Alberta Music 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.

5:4 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 form the end of their last term, unless by special resolution Alberta Music, at a duly constituted Annual General Meeting, agrees to waive this limitation for a specific individual member. In the event that a Board member holds the office of Past Chair and has already served a total of six (6) years on the board, his/her term as Past Chair will be for an additional two (2) years.

5:5 Remuneration of Directors

:1 Directors of Alberta Music receive no remuneration and serve on a volunteer basis.

ARTICLE 6: FINANCE

6:1 The Board of Directors will appoint a certified accountant at the Annual General Meeting to audit the financial statements and present those financial statements at the next Annual General Meeting.

6:2 Financial Statements will be prepared at least once per fiscal year and presented to the membership at the Annual General Meeting and will include a report by the Board of Directors as to the state of Alberta Music's affairs.

6:3 The receipts and income of Alberta Music shall be applied solely to the aims and objectives of Alberta Music and no portion shall be paid as dividend or bonus for the benefit of any Member, Director or Officer.

6:4 The Board may employ such persons and maintain such offices and other facilities as required and approved by the Board of Directors.

6:5 Members may receive an honorarium from Alberta Music for work done on behalf of Alberta Music and requested by the Board of Directors, in amounts to be determined by the Board of Directors.

6:6 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.

6:7 Any Member or Director may be reimbursed for their expenses incurred as a result of service, tasks or work done on behalf of Alberta Music, as requested and with prior approval by the Board of Directors and upon submission and approval of appropriate receipts verifying the expenditures.

6:8 The fiscal year of Alberta Music will commence on April 1 in each and every year, or such other time as determined by the Board of Directors.

6:9 The Board may invest Alberta Music's funds in fully secured term certificates of any bank, trust company, credit union, or as otherwise determined by the Board of Directors.

6:10 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 Alberta Music, in such a manner as the Board of Directors determines fit and proper.

6:11 In the event that The Alberta Music Industry Association dissolves, amalgamation of all its assets and accumulated income will be transferred to an organization with similar objects that qualifies for exemption under paragraph 149(1)(f) or (l) of the Income Tax Act.

ARTICLE 7: PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

7:1 Each Director or Officer holds office with protection from Alberta Music. Alberta Music indemnifies each Director or Officer against all costs or charges that result from any act performed in his/her role for Alberta Music except where a Director or Officer has operated outside of guidelines in policy and budgets as outlined from by the Board of Directors.

7:2 Alberta Music does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

7:3 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 Alberta Music.

7:4 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 Alberta Music, unless the act is based on fraud, dishonesty, or bad faith.

7:5 Directors or Officers shall rely on the accuracy of any statement or report prepared by Alberta Music's certified accountant. Directors or Officers will not be held liable for any loss or damage as a result of acting on such accountant's statements or reports.

ARTICLE 8: GENERAL

8:1 These By-Laws may be amended by a Special Resolution approved by 75% of the voting membership present at a duly convened Annual General Meeting. Members must be given no less than 28 days' notice of this meeting.

8:2 The incoming Board of Directors at their first meeting shall determine the policies and procedures for Alberta Music, or as soon thereafter as is practical.

8:3 Any Individual, Band, or Corporate Member may submit a request to review the financial accounts and records of Alberta Music upon written notice to all members of the Executive Committee of Alberta Music, no less than fourteen (14) days prior to their request to review such records. The Executive Committee may refuse or approve any such request at their sole discretion.