



Calgary Branch Board Meeting
Date: 2021, April 19
Forum: online via Zoom

ENDOWMENT SOCIETY
MINUTES of MEETING

Chair: Beth Olver **Recorder:** Maryellen Pankratz

Attendees: Barb Robertson, Rachel McLellan, Frances Ewington, Nathene Arthur, Denisha Teichroeb

Guests: Melodie Archer

Regrets: Lisa Kiernan

Pages 2-10: See below for Endowment Society Bylaws April 2021 Revision
red = changes
green = additions

The following contains additional items that were discussed after the ARMTA meeting, which pertain specifically to the Endowment Society.

Meeting called to order at 11:17 am.

Reports for Action

Approve the minutes from the January 11 meeting (this was missed at the February 22nd meeting)
Rachel moved to accept the January 11 minutes. Denisha seconded. Motion carried.

Approve Endowment Society Bylaws – Revised to conform with Branch Policy & Procedures.
Rachel moved to accept the revised bylaws below. Denisha seconded. Motion carried.

Meeting adjourned at 11:21 am.

Endowment Society of the Calgary Registered Music Teachers BYLAWS

1. PREAMBLE

1.1 The Society

In 1987, the Board of the Calgary Branch of the Alberta Registered Music Teachers' Association created the Endowment Society of the Calgary Registered Music Teachers as an incorporated registered charity. The Endowment Society was created as a subsidiary of, and entirely controlled, by the Calgary Branch of the Alberta Registered Music Teachers' Association.

1.2 Objectives

The Endowment Society of the Calgary Registered Music Teachers' primary goal is the funding of the various scholarship and bursaries programs of the Calgary Branch. (Charitable donations number: 0759209-22-24. Corporate Access Number: 50365969).

1.3 The Bylaws

The following Bylaws are set forth for the Endowment Society of the Calgary Registered Music Teachers.

2. NAME

2.1 The name of the society is Endowment Society of the Calgary Registered Music Teachers, which is incorporated as a Registered Charity. The Endowment Society of the Calgary Registered Music Teachers is a local subsidiary of the Calgary Branch of ARMTA to fund scholarships and grants to support students and teachers.

2.2 The Calgary Branch of ARMTA is a branch under the **Alberta Registered Music Teachers' Association (1982)**. This Association is incorporated under the name 'Alberta Registered Music Teachers' Association (1982)', corporate access number 502568751 as a registered society and non-profit organization, according to the Societies Act, RSA 2000 S-14

3. DEFINITIONS

3.1 A.R.M.T.A. and **ARMTA** mean The Alberta Registered Music Teachers' Association (1982).

3.2 C.F.M.T.A. and **CFMTA** mean Canadian Federation of Music Teachers' Association; F. C. A. P. M. and FCAPM mean *féderation canadienne des associations de professeurs de musique*.

3.3 ARMTA is a provincial member of **CFMTA**.

3.4 The Calgary Branch of ARMTA is a branch of ARMTA (1982).

3.5 The Endowment Society of the Calgary Registered Music Teachers is a local subsidiary of Calgary Branch of ARMTA to fund scholarships and grants to support students and teachers.

3.6 “Society” means the Endowment Society of the Calgary Registered Music Teachers.

3.7 “Board” means officers, committee conveners and some ARMTA Board members, and an (paid, non-voting) Administrator.

3.8 “Officers” shall consist of the Chair, Vice Chair, Secretary and Treasurer.

3.9 “Term” means term of office.

3.10 “Chair” means Chair of the Endowment Society of the Calgary Registered Music Teachers; who is also the Chair of the Calgary Branch of ARMTA.

3.11 “Past Chair” means the immediate Past Chair of the Endowment Society of the Calgary Registered Music Teachers; who is also the Past Chair of the Calgary Branch of ARMTA.

3.12 “Vice Chair” means Vice Chair of the Endowment Society of the Calgary Registered Music Teachers; who is also the Vice Chair of the Calgary Branch of ARMTA.

3.13 “Secretary” means Secretary of the Endowment Society of the Calgary Registered Music Teachers; who is also the Secretary of the Calgary Branch of ARMTA.

3.14 “Treasurer” means Treasurer of the Endowment Society of the Calgary Registered Music Teachers; who is also the Treasurer of the Calgary Branch of ARMTA.

3.15 “Board Member” means additional members of the board of the Endowment Society of the Calgary Registered Music Teachers to include the Past Chair, conveners and two additional individuals.

3.16 In these Bylaws, unless the context otherwise requires, words imparting the singular number of the masculine gender shall include the plural number of the feminine gender, and where the context requires reference to persons, shall include firms and corporations.

4. MEMBERSHIP

4.1 Membership in the Society is restricted to members in good standing of the Calgary Branch of the Alberta Registered Music Teachers’ Association (1982). Every member of the Calgary Branch of the Alberta Registered Music Teachers’ Association (1982) is automatically a member of the Endowment Society of the Calgary Registered Music Teachers. Every member shall have the right to take part in

the charitable activities of the Society. Each member's obligation is to support the work of the Society in whatever way he or she may be able.

4.2 Any member ceasing to be a member in good standing of the Calgary Branch of the Alberta Registered Music Teachers Association (1982) shall cease forthwith to be a member of the Endowment Society of the Calgary Registered Music Teachers.

5. BOARD MEMBERS OF THE ENDOWMENT SOCIETY

5.1 The Officers shall consist of the **Chair, Vice Chair, Secretary, Treasurer**

5.2 Board members shall consist of officers, **two additional individuals (members at large)** and conveners, **and an (paid, non-voting) Administrator.**

5.3 **The Administrator of ARMTA Calgary Branch may carry out the duties of the Treasurer and Secretary of the Endowment Society**

5.3.1 **if the Treasurer is a member at large, may carry out the duties of the Bookkeeper under the Treasurer.**

5.3.2 **Is not required to be a member of ARMTA**

5.4 No member of the Board shall receive remuneration, **excepting the administrator. Honorariums may be approved by the branch board for one or more positions or conveners.**

5.5 A Board Member can resign by giving 60 days written notice. Refer to Policies and Procedures Manual for the resignation process.

5.6 A Board Member may be removed from their position under the following circumstances:

5.6.1 Not fulfilling their duties for six months as outlined in the Policies and Procedures Manual;

5.6.2 Has engaged in unethical behaviour according to the Calgary Branch of the Alberta Registered Music Teachers Association (1982) code of conduct.

5.7 The Officers shall be the governing body of this Society and shall have full control and management of the business and affairs of the Endowment Society of the Calgary Registered Music Teachers, and will report to the Board.

5.8 The Board of the Endowment Society of the Calgary Registered Music Teachers will report all motions to the Board of the Calgary Branch of ARMTA for final approval.

6. BOARD MEETINGS

6.1 The business of the Endowment Society shall be reviewed and discussed as part of the regular branch board meetings.

6.2 A quorum shall consist of one half of the Board Members with voting by simple majority.

6.3 Meetings can be attended in person or by electronic means as specified by the Secretary.

6.4 Regular meetings shall be held on dates, at places and at times set by the President.

6.5 Board meetings shall be open to all members in good standing without voting privileges.

7. DUTIES OF BOARD MEMBERS

7.1 Chair: The **Chair** shall:

7.1.1 with the guidance of the Officers of the Society, give leadership to the Society to carry out the business of the Society; and

7.1.2 shall perform the duties as outlined in the Policies and Procedures Manual.

7.2 Vice Chair: The **Vice Chair** shall

7.2.1 assume the duties of the **Chair** in the absence of the **Chair**;

7.2.2 preside or assign an officer to preside at all meetings of the Society; and

7.2.3 shall perform the duties as outlined in the Policies and Procedures Manual.

7.3 Past Chair: The **Past Chair** shall

7.3.1 act as Parliamentarian at all General and Executive meetings of the Branch, and shall serve ex-officio in an advisory capacity; and

7.3.2 shall perform the duties as outlined in the Policies and Procedures Manual.

7.4 Treasurer: The Treasurer shall:

7.4.1 present an audited statement at the Annual General Meeting;

7.4.2 under the guidance of the Board, shall prepare a budget to present at the Annual General Meeting; and

7.4.3 shall perform the duties as outlined in the Policies and Procedures Manual.

7.5 Secretary: The Secretary shall:

7.5.1 keep accurate minutes of the Annual General Meeting, General Meeting, Board, and any Special meetings of the Branch and keep a record of the attendance;

7.5.2 deal with correspondence as directed; and

7.5.3 perform the duties as outlined in the Policies and Procedures Manual.

7.6 The Administrator, if carrying out the duties of the Secretary shall:

7.6.1 keep accurate minutes of the General, Board, and any Special meetings of the Endowment Society.

7.6.2 keep a record of attendance at the meeting

7.6.3 carry out the duties as outlined in the Policy and Procedure Manual

7.7 The Administrator if carrying out the duties of the Treasurer shall:

7.7.1 present an audited statement at the Annual General Meeting.

7.7.2 with the advice of the Board, prepare a budget to present at the Annual General Meeting.

7.7.3 carry out the duties as outlined in the Policy and Procedure Manual

7.8 The Administrator if carrying out the duties of the Bookkeeper shall:

7.8.1 deposit all funds in whatever bank the Board may select

7.8.2 maintain accounts of receipts and disbursements

7.8.3 carry out the duties as outlined in the Policy and Procedure Manual

7.8.4 the Bookkeeper is not required to be a member of ARMTA.

7.9 Additional Board Member: Each additional Board Member shall:

7.6.1 provide expertise to assist when required; and

7.6.2 perform the duties as outlined in the Policies and Procedures Manual.

7.10 Conveners: Each Convener shall:

7.7.1 be established as deemed necessary by the **Chair** in consultation with the Officers; and

7.7.2 perform the duties as outlined in the Policies and Procedures Manual.

8. ELECTION OF OFFICERS

8.1 Elections shall be held annually to elect Members at Large for the Calgary Branch of ARMTA. Elected Members at Large determine who among them will be the officers of the Branch and of the Endowment Society.

8.2 Elections are for a one (1) year term. Board members are eligible for further service. A President shall not hold office for more than two consecutive terms.

8.3 Elected officers shall commence their term immediately and serve until their successors are elected.

8.4 Any vacancy occurring during the year shall be filled by appointment of the Board.

9. MEETINGS

9.1 The Annual General Meeting shall be held each year within the first six (6) months of the calendar year in Calgary on a day fixed by the Officers. Fourteen (14) days' notice of such meeting will be communicated to all members mainly electronically (email, text, newsletter, website) or by phone.

9.1.1 At every Annual General Meeting, the business meeting shall include:

- a. the minutes from the previous AGM;
- b. business arising from the minutes;
- c. the Reports of the Conveners Convenors;
- d. the Financial Statement for the previous year;
- e. the report of the Auditors;
- f. the **approved** budget presented for **information**;
- g. the election of officers;
- h. the appointment of auditors for the ensuing year; and
- i. new business.

9.1.2 The **Chair** presides over the Annual General Meeting or assigns a chairperson to preside over the meeting.

9.1.3 The chair of the meeting can adjourn the meeting if an issue cannot be resolved in a timely manner. The Society will send out a new notice with the time and place of the adjourned meeting. The only agenda items are those specific topics left from adjourned meeting.

9.2 Any special meetings shall be held at such time and place in Calgary as determined by the **Chair** or Officers, in which case twenty one (21) days' notice of such special meeting shall be communicated to all members mainly electronically (email, text, newsletter, website) or by phone.

9.1.1 Any member calling a special meeting must submit a detailed agenda describing exactly what business will occur. This special meeting will only address the matters described in the agenda and no other matters.

10. QUORUM

10.1 Seven percent (7%) of members shall constitute a quorum at any general and/or special meetings of the Society.

10.2 For all general and/or special meetings, in the event that a quorum is not present 15 minutes after time called for the meeting, the business of the meeting shall stand adjourned for one (1) hour. The members will be notified electronically immediately and given that hour to be present. Quorum at the continued meeting will be whoever is present.

11. VOTING

11.1 All members in good standing for the current year shall have a vote in all general and/or special meetings.

11.2 Voting shall be by majority.

11.3 The **Chair** will vote only if there is a tie.

12. SEAL OF SOCIETY

12.1 The Society shall not have a seal.

12.2 The Board may use or adopt the phrase "Endowment Society of the Calgary Registered Music Teachers."

13. ACQUISITION OF PROPERTY

13.1 The Society may acquire office furniture, equipment, books and other items deemed necessary for the operation of the Society.

14. BORROWING POWERS

14.1 The Society shall not have the power to borrow money from financial institutions.

15. FINANCE

15.1 The Registered office for the Society is located in Calgary, Alberta.

15.2 The **fiscal year** begins March 1st and ends February 28/29th.

15.3 A percentage of Donations or gifts received will be disbursed and a percentage will be invested within the taxation year in accordance with the requirements of the Income Tax Act.

15.4 The ratio of the percentage of disbursement and investment will be reviewed annually by the Board.

15.5 The accounts of the Society will be audited by two members in good standing who are not members of the Officers at the time of the audit.

15.6 The Board keeps and files all necessary minutes and financial books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.

15.7 The books and records of the Society may be inspected by any member in good standing at the Annual General Meeting or at any time convenient to the Secretary and Treasurer.

15.8 All cheques rendered on behalf of the Society shall be signed by two (2) of the following signing officers (**either the Chair or the Vice Chair, and either the Treasurer or the Bookkeeper**)

16. DISTRIBUTION OF ASSETS UPON DISSOLUTION

16.1 Upon dissolution of the Endowment Society of the Calgary Registered Music Teachers and after payment of all debts and liabilities, the remaining monies and/or property of the Society shall be distributed or disposed of to ARMTA (1982) Calgary Branch.

17. AMENDMENTS TO AND EFFECT OF BYLAWS

17.1 The Bylaws may be rescinded, altered or added to by a "Notice of Motion" passed by a majority of not less than three-quarters of such members entitled to vote as are present in person at a General Meeting of which fourteen (14) days' written notice specifying the intention to propose the motion as "Notice of Motion" has been duly given.

17.2 The passing of the Bylaws of the Society shall supersede all former Bylaws and their previous amendments. Amendments to these Bylaws must be presented in writing one month prior to the Annual Meeting.