



Saskatchewan Country Music Association

BYLAWS OF THE SASKATCHEWAN COUNTRY MUSIC ASSOCIATION

WHEREAS The Saskatchewan Country Music Association was formed on the 20th day of July, 1988, and

WHEREAS The Association was incorporated under the Non Profit Corporation Act as a membership Corporation on the 13th day of February, 1989, as the SASKATCHEWAN COUNTRY MUSIC ASSOCIATION INC., and

WHEREAS The Association is empowered under the Act to make bylaws

THEREFORE the Association makes bylaws as follows:

ARTICLE 1: TITLE

1.01 These bylaws may be cited as the Bylaws of the Saskatchewan Country Music Association Inc.

ARTICLE 2: NAME

2.01 The name of the Association shall be SASKATCHEWAN COUNTRY MUSIC ASSOCIATION, herein after called "SCMA".

ARTICLE 3: REGISTERED OFFICE

3.01 The registered office of the SCMA shall reside in the city/town/village where the SCMA's main mailing address is located.

ARTICLE 4: INTERPRETATION/DEFINITIONS

4.01 In these bylaws:

- A) ASSOCIATION means SCMA
- B) INDUSTRY means the country music industry
- C) MEMBERS OF THE INDUSTRY means individuals, groups, organizations, corporations, or agencies involved in or affiliated with the production, distribution, exhibition and promotion of country music.
- D) A MEMBER of the SCMA means any member of the industry who is duly registered and has paid fees to the SCMA.

4.02 The term "ex officio" means by virtue of his/her office and does not limit the rights, duties and capacity of any person who is, ex officio, a director, member of a committee, or the holder of any other office.

4.03 In these bylaws, any word or expression used but not defined has, unless the content otherwise requires, the same meaning as in the Non-Profit Corporations Act.

ARTICLE 5: PURPOSE AND OBJECTIVES

5.01 The purpose of the SCMA shall be to promote, assist, and enhance the development of Saskatchewan country music.

5.02 The objectives of the SCMA shall be:

- A) To promote the development of the arts, crafts, and talents associated with the country music industry
- B) To study and advocate government policies to advance the country music industry
- C) To encourage and conduct educational activities for the betterment of the participants in the industry
- D) To engage in activities conducive to the continuation and growth of the SCMA.
- E) To solicit sponsors, donations, endorsements, support and various forms of funding, and services in kind, private and public, to advance the SCMA.

ARTICLE 6: MEMBERSHIPS

6.01 The membership categories of the SCMA shall be as follows:

A) PARTICIPATING:

Participating memberships shall be available to those persons whom are actively involved in the country music industry. All applications for participating membership shall be endorsed by two (2) current SCMA participating members. Those applications which do not contain the necessary endorsements shall be forwarded to the membership committee, who shall contact the applicant and verify their qualifications prior to submission to the Board of Directors for approval.

In order to qualify for a Participating membership, the applicant must be a resident in the province of Saskatchewan, as defined by the Income Tax Act. All residents of Lloydminster, Saskatchewan or Alberta will be considered residents of Saskatchewan for this purpose;

Only fifteen (15) applicants and/or members may use the same affiliation, association, business, and/or alike, to qualify as commercially involved in the Saskatchewan country music industry. Applicants must be one of:

ARTIST/MUSICIAN:

Any individual who performs before the public and/or through recordings, TV, radio, etc.

AGENT OR ARTIST MANAGER:

Any individual engaged in the business of booking and/or managing artists.

SONGWRITER/COMPOSER:

Any individual engaged in song writing or composing music.

PUBLISHER:

Any individual who is a publisher (or an employee thereof) and who is a member of a performing rights organization.

RECORD COMPANY:

Any record company personnel.

BROADCAST PERSONALITY:

Any individual currently employed in radio or TV as an on-air personality.

RECORD/VIDEO MERCHANDISER:

Any individual actively involved in distributing, merchandising, or retailing of phonograph and/or tape recordings, and/or disc recordings, including video and including juke-box operations.

TALENT BUYER OR PROMOTER:

Any person engaged in the promotion of live shows and/or the buying of live talent.

ADVERTISING AGENCY:

Any person actively engaged in the fields of advertising, public relations or radio representation.

RADIO/TV/VIDEO:

Any off the air personnel of a radio or TV station, program consulting company, syndication or network.

PRODUCER/VIDEO PRODUCER:

Any individual engaged in actively producing records, discs, TV shows, and videos.

EQUIPMENT SUPPLIER:

Anyone involved in supplying and/or selling equipment for performances, productions, or expression of country music.

INDUSTRY ORGANIZATION/BUILDER:

Any individual who is actively involved in the building of the country music industry to further enhance its goals and aims.

ENGINEER/TECHNICIAN:

Any individual involved in the engineering and/or technical area of recording or live performances.

GRAPHIC ARTS/PHOTO ARTS:

Any individual involved in the promotion of the country music industry through photography or the graphic arts.

B) CORPORATE

Any corporation or registered company active in the country music industry in Saskatchewan may make application for corporate membership. A Corporate membership shall include all subsidiary companies operating under their control or sponsorship, but shall entitle the corporation to only one (1) vote at the annual general meeting.

Radio/ TV corporations who hold a current Corporate membership will appoint a representative who may not run for office, unless they hold an individual membership.

C) ASSOCIATE

Any person, group, organization, association, agency or corporation interested in the furtherance of the country music industry in Saskatchewan. Associate members may attend SCMA activities and meetings but are not eligible to vote for, nor stand for, election to the Board. They may, however, nominate and vote for the annual SCMA Awards.

D) LIFETIME MEMBER

Lifetime Memberships purchased prior to April 25, 2009 retain the rights & privileges of a Participating Member and their membership remains in place until the member resigns their membership. Lifetime Member is non-transferrable.

E) HONORARY LIFETIME MEMBER

The Board of Directors may, from time to time, grant an honorary lifetime membership to an individual or individuals who have demonstrated exemplary service and dedication to the SCMA and to the purpose of the SCMA.

6.02 All members shall be entitled to one vote at General Meetings of the SCMA and may stand for election to the Board of Directors, except those categories where stated otherwise.

6.03 All persons are eligible to be a member of the SCMA, regardless of residency, provided they meet the other applicable qualifications for their requested category, and are approved by the Board of Directors. However, Participating members must be residents in the province of Saskatchewan, as defined by the Income Tax Act. All residents of Lloydminster Saskatchewan or Alberta will be considered residents of Saskatchewan for this purpose.

6.04 Memberships in the SCMA are not transferable.

6.05 Memberships in the SCMA must be renewed annually or as otherwise specified by the Board of Directors, except for Lifetime members.

- 6.06 Membership applications shall be submitted using the specified documentation and must be approved by the Board of Directors.
- 6.07 The register of membership shall be kept in the registered office of the SCMA and contain names, addresses and phone numbers of all voting and non-voting members.
- 6.08 Upon notice in writing to the Board, absent members may appoint a Proxy Member to represent them and retain all voting privileges.
- 6.09 All membership applications must be signed by the applicant only, must be individually purchased only, and be directly submitted to the Board of Directors for approval. Any membership applications submitted otherwise will be refused. Any membership application with a forged signature will result in any and all actions deemed appropriate by the SCMA Board of Directors.
- 6.10 All SCMA applicants and members must be eighteen (18) years of age or older at the time of their application to be eligible to vote in any SCMA meetings, elections, awards, and alike; except for Participating applicants and members who may be under the age of eighteen (18). For liability and insurance coverage reasons, only persons who hold a Participating membership will be allowed to perform at any SCMA or chapter sanctioned events, unless permission has been granted by the Board of Directors to accommodate special circumstances.

ARTICLE 7: FEES

- 7.01 The annual fees of the SCMA memberships shall be recommended by the Board and voted on by the voting members at the Annual General Meeting.
- 7.02 Membership fees shall be due on or before April 30 of each year.

ARTICLE 8: TERMINATION OF MEMBERSHIP

- 8.01 Members may resign at any time by notice to the Board of Directors. Members resigning shall not be entitled to a refund of any portion of fees paid to the SCMA.
- 8.02 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 on the opinion of the Board, acting reasonably, any such member in any way endangers, hinders or interferes with the reputation or the ability of the SCMA in achieving its objectives. The SCMA shall not be bound or required to re-admit any member who has resigned or whose membership has been terminated for any cause whatsoever.
- 8.03 A member who has been asked to resign or has had their membership terminated by the Board of Directors, may appeal in writing within 30 (thirty) days after being duly notified, to be reinstated. They shall have the right to appear before the Board of Directors to state their cause.

ARTICLE 9: FINANCES OF THE FISCAL YEAR

- 9.01 The Board of Directors shall have the power to authorize the expenditure of the SCMA's funds for the purpose of carrying out the objectives of the SCMA.
- 9.02 The receipts and income of the SCMA in any form whatsoever shall be applied solely to aims and objectives of the SCMA and no portion shall be paid as dividend or bonus for the benefit of any member or director.
- 9.03 A member of the SCMA may receive an honorarium for the services to the SCMA in an amount to be determined by the Board of Directors.
- 9.04 A member of the SCMA is entitled to be reimbursed for their expenses incurred as a result of service tasks or work done on behalf of the SCMA as requested by the Board of Directors.
- 9.05 The SCMA may employ such persons and maintain such offices and facilities as required by the Board of Directors. The Board of Directors may, from time to time, establish a job description and objectives for employees and for appointed volunteer positions, and will review employee performances periodically.
- 9.06 The SCMA may invest surplus, reserve, or additional funds in fully secured term certificates of any bank, trust company, credit union or as otherwise determined by a Special Resolution of the Board.
- 9.07 The SCMA shall have the power to borrow, raise or secure money or enter into agreement with any government, authority, company, firm, organization or association that is conducive to the objectives of the SCMA in such a manner as the Board of Directors deems fit and proper.
- 9.08 The fiscal year for the SCMA shall commence on the 1st day of January and terminate on the 31st day of December in each and every year unless amended by Special Resolution of the Board.
- 9.09 The signing officers of the SCMA shall be the President, Vice President, Treasurer and Secretary, and may include any other two directors appointed by the Board of Directors
- 9.10 The SCMA shall have an financial review of the financial statements and records rather than a full external audit. This financial review must be presented to the membership annually at the AGM.

ARTICLE 10: ELECTION OF BOARD OF DIRECTORS

- 10.01 A notice soliciting nominations for the Executive Committee and Regional Directors shall be sent to the general membership at least 15 (fifteen) days in advance of the Annual General Meeting.
- 10.02 Nominations will also be accepted from the floor at the Annual General Meeting.
- 10.03 Nomination and election procedures will be established by the Board of Directors.
- 10.04 All Directors shall be elected for a 2 (two) year term. Directors shall be eligible for re-election. The President, 1st Vice President, 2nd Vice President, Secretary and Treasurer shall be elected for a 2 (two) year term, but shall not hold the same office for more than 4 (four) consecutive years.

10.05 The Board of Directors shall be elected by a majority vote by ballot of the eligible voting membership present at the Annual General Meeting. The Regional Director positions will be appointed by the Executive Committee of the Board of Directors as soon as is reasonable after the Annual General Meeting

ARTICLE 11: BOARD OF DIRECTORS

11.01 The affairs of the SCMA shall be managed by the Board of Directors.

11.02 The Board of Directors shall consist of 6 (six) Officers and 10 (ten) Regional Directors, 2 (two) representing each of the 5 (five) regions of the S.C.M.A. in Saskatchewan.

11.03 A) The Board of Directors shall consist of 6 six Officers who shall be known as the "Executive Committee": President, Immediate Past President, 1st Vice President, 2nd Vice President, Secretary and Treasurer; plus any additional members as stated in Article 11.02 who shall be known as Regional Directors. The Immediate Past President of the SCMA shall act as Advisor to the Board.

B) At the Annual General Meeting, the following Directors shall be elected in odd years: President, 2nd Vice President, Treasurer and one Regional Director (to be appointed by the Executive Committee) in each of the 5 (five) regions of Saskatchewan. In even years: 1st Vice President, Secretary, one Regional Director (to be appointed by the Executive Committee) in each of the 5 (five) regions of Saskatchewan.

11.04 Regional Directors of the SCMA shall carry out duties of the SCMA as directed by the President and with approval of the Board of Directors.

11.05 The Board of Directors shall be responsible for the day to day activities of the SCMA.

11.06 Directors may fill a vacancy among their number for the unexpired term of a Director by appointment, shall any Director die or resign.

11.07 A quorum for Board meeting shall consist of those in attendance after due notice sent to each and every Board member no less than 15 (fifteen) days prior to the meeting date.

11.08 Each member of the Board shall have only 1 (one) vote. There shall be no proxy votes at meetings of the Board of Directors.

11.09 The Directors shall cause the accounts and minutes of the SCMA be kept and all documents relating thereto shall be kept at the registered office of the SCMA and shall on 24 (twenty-four) hours' notice be open to inspection by the Directors and members.

11.10 The Directors shall cause a financial statement to be done of the accounts of the SCMA on an annual basis and present it to the Annual General Meeting. The Directors may from time to time appoint accountants for the SCMA by an ordinary resolution.

11.11 The Board shall have the power to appoint committees and their chairpersons from the general membership of the SCMA.

11.12 Any Board member who misses three consecutive meetings without due cause shall be notified of this in writing and forewarned that if they miss the next duly called meeting, their Board membership shall be terminated.

ARTICLE 12: A) REGIONAL DIRECTORS

- 12.01 The SCMA may draw up regional boundaries within the province of Saskatchewan in a manner that is fitting to the objectives of the SCMA and in such a manner as the Board of Directors deems fit and proper for region representation by a Director(s).
- 12.02 Each SCMA Region Director may appoint committees and their chairpersons in his/her region.
- 12.03 Each SCMA Region may raise funds on behalf of the SCMA in such a manner that is conducive to the aims and objectives of the SCMA and in such a manner as the Board of Directors deems fit.
- 12.04 Each SCMA Region may promote the SCMA in their region in any manner, providing it is on behalf of the SCMA and meets with the objectives of the SCMA and complies with all CMA bylaws.
- 12.05 Each SCMA Regional Director shall have the authority to regulate proceedings and to transact business in his/her region, but shall not have the power to bind the Board of Directors or the SCMA.

(B) COMMITTEES

- 12.06 Appointed committees shall have the authority to regulate their own proceedings and to transact business as may be delegated to them by the Board of Directors. Committees shall report to the Board but shall not have the power to bind the Board of Directors or the SCMA.

ARTICLE 13: DUTIES OF OFFICERS OF THE BOARD

- 13.01 The duties of the president shall be:
- A) to preside at all meetings
 - B) to act as Chief Executive Officer of the SCMA
 - C) to be the spokesperson on behalf of the SCMA
 - D) to call special meetings of the SCMA as outlined in Article 14.01, 14.06, and 14.07 of the Bylaws
 - E) to appoint all representatives to such other bodies and/or committees with other organizations as may be deemed advisable by, and with approval of the Board of Directors
 - F) to be an ex-officio member of all committees
- 13.02 During the interim periods between general meetings, the President is empowered, with the approval of the Board, to issue directives and establish temporary policies or procedures not otherwise specifically covered by the bylaws. These must be reported to the membership at the next annual, general, or special meeting of the SCMA.
- 13.03 The duties of the 1st Vice President shall be
- A) to preside in the absence of the President in all roles and duties
 - B) to have primary responsibility for the organization and administration of the annual SCMA Awards and related events, in accordance with policies established by the Board of Directors
 - C) be responsible for increasing and promoting public awareness of the SCMA, the development of events, programs, seminars, workshops, awards, special events, and other activities to promote and meet the objectives of the SCMA.

- 13.04 the duties of the 2nd Vice President shall be
- A) to preside in the absence of the President and the 1st Vice president in all roles and duties
 - B) to ensure all required communications to members are issued on a timely basis
 - C) to act as convener responsible for fundraising needed to meet the objectives of the SCMA.
- 13.05 The duties of the Secretary shall be
- A) To keep minutes of all general and annual meetings of the SCMA, all Board meetings, all Executive Committee meetings, and any other such meetings as may be required by the board.
 - B) To transmit such minutes and other records of the proceedings of these meetings to the President, members of the Board, and the general membership where appropriate.
 - C) To act as official archivist of the SCMA ensuring that a master file of all records, reports of proceedings, pictures and documents of the SCMA is preserved.
 - D) To maintain current membership files, notify members of membership fees due and process terminated memberships, or refer membership list to Chapter Secretaries to follow up on memberships and fees
 - E) To notify members of all general meetings and Board members of Board meetings, and Executive Committee members of Executive Committee meetings, on the authority of the President.
 - F) To report to any authority or agency necessary to keep the status of the SCMA.
- 13.06 The duties of the Treasurer shall be
- A) To keep regular books of account.
 - B) To pay all invoices which have been duly approved.
 - C) To collect and receive all monies due and payable to the SCMA and deposit same into the SCMA's bank account.
 - D) To render a financial statement of the SCMA, to the Board at their regular meetings or at any time when requested by the Board as to the financial condition of the SCMA and transactions made by the Treasurer.
 - E) To prepare an accurate and complete financial statement for the fiscal year which shall be presented to the membership at the Annual General Meeting of the SCMA.
 - F) To submit to the Director of Corporations the annual return required under Article 236 of the Non-Profit Corporations Act of Saskatchewan, including the prescribed fee, in accordance with the Act.

ARTICLE 14: GENERAL MEMBERSHIP MEETINGS

- 14.01 An Annual General Meeting must be called within 120 (one hundred and twenty) days of the start of the SCMA's fiscal year, by the President with the agreement of the Board, or upon written request of a majority of the Board of Directors, or upon written petition to the President by no less than 5 (five) percent of the active paid membership.
- 14.02 Not more than 15 (fifteen) months shall elapse between one Annual General Meeting and the next.
- 14.03 Notices for Annual General Meetings shall be emailed no less than 15 (fifteen) days prior to the meeting date to the addresses in the Register of Members. Any address changes by the Member must be given in writing to the SCMA Secretary, otherwise the last given address on file shall be deemed correct.
- 14.04 Announcement of the Annual General Meeting of the SCMA in the SCMA Newsletter or other communication to all the membership, if sent to all members no less than 15 (fifteen) days prior to the meeting date, shall constitute proper notice.

- 14.05 The procedure manual for conducting formal meetings of the SCMA shall be the most recent edition of Roberts Rules of Order.
- 14.06 A quorum for the Annual General Meeting shall consist of those in attendance at the time the meeting is called to order.
- 14.07 No person other than members shall take part in debates or address the meeting without permission of the chairperson.
- 14.08 All matters put to a vote shall be carried by a majority of votes except as outlined in Article 17.01.
- 14.09 Voting at all meetings shall be by a show of hands except where a ballot is required as indicated in the SCMA Bylaw or is demanded by no less than 20 (twenty) percent of the voting members in attendance. Demand for a ballot vote must be made either before or after a vote by a show of hands.
- 14.10 A motion is lost in a tie vote.
- 14.11 In the event that a voting general member is also the appointed representative for a corporate membership, then that member shall have only 1 (one) vote.
- 14.12 The Directors shall present to the membership at such meetings a statement of the receipts and disbursements and of the financial position of the SCMA, and include a report by the Board of Directors as to the state of the SCMA's affairs.
- 14.13 All General Meetings of the SCMA shall be open to the general public, but only eligible members shall be entitled to present and vote on motions.
- 14.14 A Special General Meeting or other general meetings of the SCMA may be called at any time at the direction of the President or a majority of the Board of Directors or by written petition of no less than 5 (five) percent of the active paid membership.

ARTICLE 15: SCMA AWARDS

- 15.01 The SCMA may conduct an annual "SCMA Awards" event, in accordance with the policies and procedures established by the Board of Directors.
- 15.02 The 1st Vice President shall have primary responsibility for the execution of this event, and shall acquire and manage the human and other resources necessary to stage this event.
- 15.03 To receive a first ballot for the SCMA Awards, membership must be current. The first ballot must be sent by electronic mail to all members in good standing. If a nominated individual or corporate nominee (radio stations, record companies and others as determined by the Board of Directors) is not a member at the time of the First Ballot, that name shall be removed from the ballot.
- 15.04 'Block voting' (the act of buying or causing to be bought SCMA memberships, or any other action to unfairly affect the outcome of the SCMA Awards presentations) is prohibited.

ARTICLE 16: REMOVAL OF OFFICERS

- 16.01 By dictate of its voting members, the SCMA may, at any general or special meeting, remove from office any Director of the SCMA as decided by a majority vote by Special Resolution being no less than 2/3 (two-thirds) of the members in attendance.

ARTICLE 17: AMENDMENTS TO BYLAWS

- 17.01 These Bylaws may be amended from time to time by a Special Resolution passed by a 2/3 (two-thirds) majority of the membership present at a duly convened Annual General Meeting or Special Meeting of the SCMA.

ARTICLE 18: DISSOLUTION OF THE SCMA

- 18.01 In the event of dissolution of the SCMA, its property and assets shall, after payments of all liabilities, be donated to one or more recognized charitable organizations in Saskatchewan,

as designated by the SCMA's membership at a General Meeting called for the purposes of dissolution specified in the Non-Profit Corporations Act.

APPROVED at the Annual General Meeting held on APRIL 29, 2018