



SASKATCHEWAN COUNTRY MUSIC ASSOCIATION

Representing the Heart of Saskatchewan

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 SASKATCHEWAN COUNTRY MUSIC ASSOCIATION INC. is incorporated as a
Membership Corporation under the Non-profit Corporations Act, 1995, being Chapter N-4.2 of the
Statutes of Saskatchewan, 1995 (effective May 15, 1995) as amended by the Statutes of
Saskatchewan.

WHEREAS the Association is empowered under the Act to make bylaws

THEREFORE the Association makes bylaws as follows:

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ARTICLE 1: TITLE

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

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, including the right to vote at Board meetings if a director, or the Annual General Meeting if a member eligible to vote.

4.03 The term “ordinary resolution” means a motion or resolution passed by a majority of the votes cast by persons entitled to vote at the applicable meeting duly called for the purposes of considering the said motion or resolution, unless the Non-Profits Act of Saskatchewan or these Bylaws otherwise require

4.04 The term “special resolution” means a motion or resolution passed by a majority of not less than two-thirds of the votes cast by persons entitled to vote at the applicable meeting duly called for the purposes of considering the said motion or resolution, unless the Non-Profits Act of Saskatchewan or these Bylaws otherwise require

4.0x – The Term “Executive Committee” refers to the Board Members who were elected by the Members to serve as Officers, per article 11.03.

4.05 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

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: MEMBERSHIP

6.01 The membership categories of the SCMA shall be:

A) PARTICIPATING

Participating memberships shall be available to persons our groups who are actively involved in the 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 owner or employee.
- 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 music recordings, including video and including juke-box operations.
- TALENT BUYER OR PROMOTER - any person engaged in the promotion of live shows and/or the contracting of live talent.
- ADVERTISING AGENCY: - any person actively engaged in the fields of advertising, public relations or radio representation.
- RADIO/TELEVISION/VIDEO - any off- 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 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. The corporation will appoint only one representative who shall have all the rights and privileges of the Corporate Membership. Any other individuals within the corporation who wish to participate must apply for individual memberships subject to the eligibility rules and requirements. Only 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. The Corporate Member's representative may also hold one additional individual membership subject to the eligibility rules and requirements.

C) ASSOCIATE

Any person, group, organization, association, agency or corporation interested in the furtherance of the country music industry in Saskatchewan who does not otherwise qualify for a Participating or Corporate Membership.

D) LIFETIME

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. 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.

F) FAN

Any person interested in country music and wishes to receive membership privileges but does not qualify for, or chooses not to apply for, any other Membership Category.

6.02 All members shall be entitled to stand for election to the Board of Directors, except for:

6.02.1 Corporate Members shall not.

6.02.2 Associate Members shall not.

6.02.3 Fan Members shall not.

6.03 All members shall be entitled to one vote at General Meetings of the SCMA, except for:

6.03.1 Associate Members shall not.

6.03.2 Fan Members shall not.

6.04 All members shall be entitled to one vote for every SCMA Award category, except for:

6.04.1 Fan Members shall vote only for Fans' Choice Entertainer of the Year Award.

6.05 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, except for:

- 6.05.1 Individual Participating Members and at least 50% of a Participating Member group or duo must reside in Saskatchewan, or Lloydminster AB, or Flin Flon MB, as defined by a proof of residency, (such as an income tax return, CRA Notice of Assessment, valid Saskatchewan driver's license or Saskatchewan health card.)
- 6.05.2 Corporate Members must principally operate within Saskatchewan, or Lloydminster AB, or Flin Flon MB, as defined by a physical address on any official government document, (such as a municipal business license, Corporate Registry form, income tax return, or CRA notice of Assessment.)
- 6.06 Memberships in the SCMA are not transferable.
- 6.07 Memberships in the SCMA must be renewed annually or as otherwise specified by the Board of Directors, except for Lifetime members.
- 6.08 All applications for participating membership shall be endorsed by two current SCMA participating members. Applications which do not contain two endorsements shall be forwarded to the membership committee or membership coordinator, who shall contact the applicant and verify their qualifications prior to submission to the Board of Directors for approval.
- 6.09 The register of membership shall be kept in the registered office of the SCMA and/or in an online location which is accessible by all Officers, all members of the Verification Committee, and any other Board or Committee member who requires access for the purpose of verifying memberships and/or communicating to members. The register of memberships at minimum shall contain names, addresses, email addresses, phone numbers, date of membership application, date of most recent membership renewal, date of membership expiry, and membership category, for all members.
- 6.10 Upon notice in writing to the Board, absent members may appoint a Proxy Member to represent them and retain all voting privileges.
- 6.11 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. Email submissions are acceptable without signature provided they are emailed from the email address listed on the membership application form. 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.
- 6.12 Only persons who hold a Participating membership will be allowed to perform at any SCMA-sanctioned event, unless permission has been granted by the Board of Directors to accommodate special circumstances.

ARTICLE 7: FEES

- 7.01 The annual fees for SCMA membership 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 in 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 thirty days after being duly notified, to be reinstated. They shall have the right to appear before the Board of Directors to state their case.

ARTICLE 9: FINANCIAL AFFAIRS

- 9.01 The Board of Directors shall have the power to authorize the expenditure of SCMA funds for the purpose of carrying out the objectives of the SCMA.
- 9.02 The income of the SCMA in any form whatsoever shall be applied solely to fund aims and objectives of the SCMA and no portion shall be paid as a dividend or bonus for the benefit of any member or director.
- 9.03 A member of the SCMA may receive an honorarium for services provided 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 annual financial review of the financial statements and supporting records, rather than a full external audit. This financial review must be presented to the membership annually at the Annual General Meeting, or if unavailable must be circulated to all members as soon thereafter as available, and no later than June 30 of that year.

ARTICLE 10: ELECTION OF BOARD OF DIRECTORS

- 10.01 A notice soliciting nominations for the Directors shall be sent to the general membership at least fifteen days in advance of the Annual General Meeting.
- 10.02 Nominations will also be accepted from members attending 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-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-year term, but shall not hold the same office for more than 4 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.
- 10.06 While voting for the Officer positions on the Board of Directors will normally occur at the AGM, the Board may at any time utilize online voting for the election of Officers when necessary to fill these positions, subject to the following provisions:
- a) A call for nominees shall be sent to all members along with a description of the positions available. A deadline for nominations shall be communicated of at least 15 days.
 - b) All nominated candidates shall be notified by email of their nomination and be asked if they accept the nomination and if so, they shall provide a short biography outlining their qualifications for the position. The member must reply within 15 days by email with their acceptance.
 - c) If no nominations are received by the deadline in 10.06 (a), or if any nominated member declines the nomination, or fails to reply by the deadline in 10.06 (b), and that leads to a position having no nominees, the Board may repeat the steps in 10.06 (a) for that position only and continue to do so until all Board positions have at least one willing nominee.
 - d) An online ballot shall be sent to all members along with the short biography provided by the candidates in b) The Board may edit the biography for spelling, grammar and brevity provided no material changes are made to the content that would harm the perceived qualifications of the nominee. A deadline for voting shall be communicated of at least 15 days.
 - e) The Officers shall be elected by a majority of respondents to the online ballot. If there is only one qualified nominee for an Officer position after this nomination process, this nominee will be appointed to that Officer position by acclamation.
 - f) In the event of a tie between the top 2 or more candidates, d) shall be repeated for those candidates only.

- g) There is no requirement for the process to be completed for all vacant positions at the same time. The process may be allowed to proceed for any individual position even if other positions still have no willing nominees.

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 up to nine Directors.

11.03 a) The Board of Directors shall determine 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 Directors.

b) At the Annual General Meeting, the following Directors shall be elected in odd years: President, 2nd Vice President, Treasurer and one Director. In even years: 1st Vice President, Secretary, and two Directors.

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

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

11.06 A quorum for Board of Director meetings shall be a majority of serving Directors after due notice of the meeting has been sent to every Director no less than 15 days prior to the meeting date.

11.07 Each member of the Board shall have only one vote. There shall be no proxy votes at meetings of the Board of Directors.

11.08 The Directors shall cause the accounts and minutes of the SCMA and all documents relating thereto to be kept at the registered office of the SCMA and shall on 24 hours’ notice be open to inspection any member other than Fan members.

11.09 The Directors shall cause a financial statement to be prepared from 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.

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

11.11 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: COMMITTEES

12.01 Appointed committees shall have the authority to regulate their own proceedings and to conduct business as may be delegated 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

13.02 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 the Annual General Meeting and any general or special meetings of the SCMA as outlined in Article 14.01 of these Bylaws
- e) to appoint all representatives to such other bodies and/or committees with other organizations with approval of the Board of Directors
- f) to be an ex-officio member of all SCMA committees

13.03 During the interim periods between general membership 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.

13.04 The duties of the 1st Vice President shall be

- a) to preside in the absence of the President in all his/her 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.

13.05 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 their 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.

13.06 The duties of the Secretary shall be

- a) To keep minutes of all annual, general and special 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 on a timely basis 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.

13.07 The duties of the Treasurer shall be

- a) to maintain 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 position of the SCMA and transactions completed 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 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 15 months of the preceding Annual General Meeting.
- 14.02 A Special Membership Meeting may be called upon written request of a majority of the Board of Directors, or upon written petition to the President by no less than five percent of the active paid membership.
- 14.03 Notices for Annual General Meetings and any other general or special membership meetings shall be emailed no less than 15 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 or any other general or special membership meetings in the SCMA Newsletter or other communication to all the membership, if sent to all members no less than 15 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 percent of the voting members in attendance. Request 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 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 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 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 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 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 settlement of all liabilities, be donated to one or more recognized charitable organizations in Saskatchewan with similar goals and objectives as the SCMA, as designated by the SCMA's membership at a General Meeting called for the purposes of dissolution as specified in the Non-Profit Corporations Act.

Approved at the Annual General Meeting held on June 21, 2023