

E.B.D.A. EVERYONE'S BALLROOM DANCE ASSOCIATION ("Association") BYLAWS

Approved at the Annual General Meeting ("AGM") of 21 March 2018

1. MEMBERSHIP

- 1.1. Subject to Board approval, any person 18 and over may become a member of the Association ("Member") at any time upon payment of the membership fee. A person under the age of 18 must have written parent or guardian consent. Membership is renewable upon payment of said fee each year.
- 1.2. Membership fee, if any, in the Association shall be determined, from time to time, by the Members at an AGM. There will be no purchase of memberships following the last dance prior to the AGM up to and including the AGM.
- 1.3. Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary, with automatic effect as of the date of the notice. If any Member is in arrears for fees or assessments for any year, such Member shall be automatically suspended and shall thereafter be entitled to no membership privileges or powers in the Association until reinstated. Any Member upon a two thirds vote of all Members attending a General Meeting of the Association may be expelled from membership for any cause which the Association may deem reasonable, and shall thereafter be entitled to no membership privileges or powers in the Association until reinstated.
- 1.4. Membership and all privileges shall run from January 1 of any year through December 31 of the same year.
- 1.5. Should it be deemed necessary, the Board of Directors has the right to dismiss any Board member and revoke the membership of any Member in the event that their actions are detrimental to the Association.
- 1.6. Only Members shall be permitted to attend and have a full voice and vote at any meeting of the Association. Non-Members may be invited to attend by the Board.
- 1.7. Application for reinstatement as a Member must be reviewed by the Board, which may decide to grant, or not, the application.

2. BOARD OF DIRECTORS

- 2.1. Board of Directors, or Board, shall mean the Board of Directors of the Association.
- 2.2. The Board shall, subject to the Bylaws, have full control and management of the affairs of the Association.
- 2.3. The offices and terms of office for the Board of Directors will be as follows:
 - President – two-year renewable term beginning 2013
 - Vice-President – one-year term for 2013, and beginning 2014 the term will be two years, renewable
 - Secretary – one-year term for 2013, and beginning 2014 the term will be two years, renewable
 - Treasurer – two-year renewable term beginning 2013
 - Membership Director – two-year renewable term beginning 2013
 - Volunteer Director – one-year term for 2013, and beginning 2014 the term will be two years, renewable

Marketing Director – two-year renewable term beginning 2018

Directors at Large – a maximum of five Directors at Large, each holding office for a one-year renewable term

- 2.4. Only Members shall be eligible to hold office or be a Director of the Board.
- 2.5. A Director or Officer with a financial or personal interest in any matter coming before the Board shall disclose fully the nature of the interest, shall withdraw from Board discussion of the matter, shall not lobby other Board members in respect of the matter, and shall abstain from voting on the matter. A matter involving a potential conflict of interest shall be approved by the Board only where a majority of disinterested Directors determine approval to be in the best interest of the Association and vote in favour of the matter. The minutes of the meeting at which the vote is conducted shall record the disclosure and abstention, as well as the Directors' rationale for approval.
- 2.6. Any member of the Board who has served for a minimum of five consecutive years will become a lifetime Member with full membership privileges. Lifetime membership includes the right to invite a guest at Member admission price.
- 2.7. Board positions may become vacant before the expiry of their term by resignation of the incumbent, or by the inability to perform their duties, or by removal by Special Resolution.
- 2.8. Board positions that become vacant before their expiry of term may be filled by appointment by the Board of Directors on a temporary basis until the following an AGM where an election will be held.
- 2.9. Each Officer or Director holds office with protection from the Association. Board members will act in a responsible and good faith manner. The Association protects and indemnifies each Officer or Director against all costs and charges that result from any act done or not done in their role for the Association. The Association does not protect any Officer or Director for acts of fraud, dishonesty, or bad faith. No Officer or Director is liable for the acts of any other Officer or Director. No Officer or Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Officer or Director is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Association, unless the act is based on fraud, dishonesty, or bad faith. Officers and Directors can rely on the accuracy of any statement or report prepared by the Association's auditors. Officers and Directors are not held liable for any loss or damages as a result of acting on that statement or report.
- 2.10. Every Board member shall at the end of his or her term of office, turn over to the Board all Association property and assets including funds, books and records.

3. BOARD OF DIRECTORS/EXECUTIVE COMMITTEE

- 3.1. The Executive Committee of the Board shall be composed of the following Officers:
 - 3.1.1. PRESIDENT
The President shall be an ex-officio a member of all Committees. The President shall preside at all meetings of the Association and of the Board. In the President's absence the Vice-President shall preside at any such meetings, and in the absence of both a chairperson will be elected to preside by the Board members in attendance.

- 3.1.2. VICE-PRESIDENT
The Vice-President shall perform all the duties of the President when the President is absent or unable to perform the duties. The Vice-President will assist the President in any Association duties as required.
- 3.1.3. SECRETARY
The Secretary shall attend all meetings of the Association and of the Board, and keep accurate minutes of the same. This includes the current copy of the Bylaws and all the minutes of the Association. In case of the absence of the Secretary, the duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence (except financial, legal or membership records) of the Association and be under the direction of the President and the Board.
- 3.1.4. TREASURER
The Treasurer shall collect and receive the annual dues levied by the Association, and shall be responsible for the deposit of the same in whatever bank, trust company, credit union or treasury branch the Board may order. The Treasurer is also responsible to pay the expenses and outstanding bills of the Association. The Treasurer is responsible for the preparation and custody of books of account as are necessary. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the AGM meeting a statement duly audited of the financial position of the Association. In the case of the inability of the Treasurer to act, then the duties shall be discharged by such Officer as may be appointed by the Board until a new election can be held at the next AGM.
- 3.2 SIGNING AUTHORITY
Signing authority for the Association shall be the Treasurer and any one of the following: President, Vice-President or Secretary. In the absence of the Treasurer any two of the President, Vice-President or Secretary have signing authority.
- 3.3. BOARD OF DIRECTORS/OTHER
More than one of the following positions may be covered by one Director, if necessary.
 - 3.3.1. MEMBERSHIP DIRECTOR
The Membership Director shall keep a record of all the Members and their addresses, and send all notices of the various meetings as required. The Membership Director shall request the aid of other Board members or volunteers as necessary.
 - 3.3.2. VOLUNTEER DIRECTOR
The Volunteer Director shall keep a record of all the volunteers of the Association and their email addresses, and schedule volunteers regarding the various duties as required. The Volunteer Director shall request the aid of the other Board members or volunteers as necessary. The Volunteer Director shall ensure that all volunteers acting on behalf of the Association are Members.
 - 3.3.3. MARKETING DIRECTOR
The Marketing Director shall have responsibility for marketing of the association including business cards, print advertising, radio, TV and other media. The Marketing Director shall liaise with the webmaster regarding website and mail chimp advertising. The Marketing Director shall request the aid of other Board members or volunteers as necessary. All inquiries regarding marketing or

advertising shall be referred to the Marketing Director to ensure the integrity and professional image of the Association.

3.3.4. DIRECTORS AT LARGE

Directors at Large may be assigned duties and responsibilities at the direction of the Board.

4. COMMITTEES

- 4.1. A standing Bylaws committee must exist, chaired by a Director, as appointed by the Board, who shall call committee meetings as required.
- 4.2. Ad hoc committees may be established as required by the Board, chaired by a Director, as appointed by the Board.

5. AUDITING

- 5.1. The books, accounts and records of the Treasurer, and any minutes of the Secretary required, shall be audited at least once each year by a duly qualified accountant or by two Members out of the group of Members elected for that purpose at the AGM. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the AGM.
- 5.2. The books and records of the Association may be inspected by any Member at the AGM provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board shall at all times have access to such books and records.

6. FISCAL YEAR END

The fiscal year end of the Association in each year shall be December 31st.

7. MEETINGS

7.1. Voting Rights

- 7.1.1. Any Member who has paid for membership and who has not withdrawn from membership nor has been suspended or expelled as herein provided shall have the right to vote at any general meeting of the Association. Such votes must be made in person and not by proxy or otherwise.
- 7.1.2. Each Member has one vote. A show of hands decides every vote at every meeting unless a majority of the Members request the use of a ballot. The President has a second or casting vote in the case of a tie except for any elections of Officers. The President decides in good faith, and this decision is final.
- 7.1.3. Members elected/appointed to Board of Directors positions shall follow the same voting process.
- 7.1.4. Contacting a Member is defined as by mail, email or telephone.

7.2. ANNUAL GENERAL MEETINGS

- 7.2.1. The AGM shall be held on or before the end of March in each year at a time and place as must be decided by the Board of Directors, of which meeting due notice shall be given to all Members. At this meeting there shall be an election of a slate of Officers as per the vacancies in accordance with the terms of office set out in Bylaw 2. The Officers and Directors so elected shall form the Board, and shall serve until their successors are elected and/or appointed as required.

Interim vacancies on the Board will be filled at the Board's discretion by either an appointment, or an election at the next AGM, in order to maintain the current term for the position to be completed. This will enable the Board to maintain the continuity and the offset cycle of the terms for its Officers.

- 7.2.2. Notice of the time, place and agenda of the Association's AGM shall be given by email to each Member with a valid email address, at least 14 days prior to meeting and by an announcement at the dance before the AGM, by posting a sign at the dance prior to the AGM, and by placing a notice on the ASSOCIATION website.
- 7.2.3. No action taken at an AGM is invalid due to accidental omission to give notice to any Member, any Member not receiving any notice, or any error in any notice that does not affect the substantial meaning of the notice. The meeting is invalid if there is a deliberate lack of notice to Members.
- 7.2.4. Nominations will be received from the floor at the AGM. The President shall preside over the election, except when the President's position is up for election at which time the Vice-President or another member of the Executive Committee shall preside. Nominations may be received in writing stating the nominee is willing to run for the position. Nominees in attendance will be asked by the President of the nominees' consent to stand as a candidate. If there is only one candidate for a position the President shall declare the candidate elected and no vote is required to be held. If there is more than one candidate for the position a vote by ballot shall be held. If a candidate wishes to withdraw they may do so prior to the commencement of the vote. Each Member in attendance shall be issued a ballot. A list of the candidate names will be provided. Members shall cast their vote on the ballot. Ballots shall be placed in a ballot box. At least two scrutineers appointed by the Board shall meet for the purpose of counting the ballots. A ballot improperly marked or marked with more than the maximum number of votes permitted shall be marked spoiled and shall not be counted. The scrutineers shall maintain such records as are necessary to ensure that the ballots have been properly cast and counted. In the event of a tie vote, the scrutineers shall agree to break the tie by means of a draw, whereby the names of all tied eligible candidates shall be placed in the box and the scrutineers shall draw one name. The President shall announce the elected candidate(s) at the AGM. The President will move that the ballots be destroyed after announcement.
- 7.2.5. Six Members shall constitute a quorum at any AGM. The President shall cancel the AGM if a quorum is not present within fifteen minutes after the set time. If cancelled, the meeting must be rescheduled for one week later at the same time and place. If a quorum is not then and there present within fifteen minutes after the set time, the AGM will proceed, with the Members in attendance constituting quorum.

8. BOARD MEETINGS

- 8.1. Meetings of the Board shall be held as often as may be required, but at least one every three months, and shall be called by the President.
- 8.2. Meetings of the Board shall be called by ten days' notice by email or mail or by three days' notice by phone to each Board member.
- 8.3. Any four Board members shall constitute a quorum at Board meetings.

- 8.4. A Special Board Meeting may be called on the instructions of any two Board members provided they request the President call such meeting, and state the business to be brought before the meeting. Due notice as per 8.2 above is required.
- 8.5. Any Board member missing two consecutive meetings without notice to the President prior to the meeting may be dismissed with written notification stating the reasons for dismissal. If any Board member has missed three meetings in a year for any reason may be dismissed with written notification stating the reasons for the dismissal.
- 8.6. Board members, while in office, shall have their membership fee waived.
- 8.7. Urgent decisions between meetings, of a kind that would normally need Board approval, can be made with consent of a majority of Board members. Such consent should be specific and detailed and documented with email or other means.

9. SPECIAL GENERAL MEETINGS

- 9.1. Special General Meetings of the Association, except AGMs, may be called at any time by the President or a majority of the Board on notice to the last known address of each Member, delivered by email or mail eight days prior to the date of such meeting. The purpose of the meeting shall be stated in the notice.
- 9.2. A Special General Meeting shall be called by the President or Secretary upon receipt of a petition signed by 6 or more Members setting forth the reasons for calling such meeting. Notice of such Special General Meeting shall be by email or mail to the last known address of each Member no fewer than 8 days prior to the meeting. The meeting shall be held within 14 days of the receipt of the petition. The purpose of the meeting shall be stated in the notice.
- 9.3. Six Members shall constitute a quorum at any Special General meeting. The President shall cancel the Special General Meeting if a quorum is not present within fifteen minutes after the set time. If cancelled, the meeting must be rescheduled for one week later at the same time and place. If a quorum is not then and there present within fifteen minutes after the set time, the meeting will proceed, with the Members in attendance constituting quorum.

10. REMUNERATION

Unless authorized at any meeting no Officer, Director or Member shall receive any remuneration for their services.

11. BORROWING POWERS

For the purpose of carrying out its objectives the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution.

12. BYLAWS

The Bylaws may be rescinded, amended or added to by a "Special Resolution" at any Annual General or Special General Meeting of the Association.

13. NO PAID DANCE INSTRUCTION

The Association shall not at any time engage in ballroom dance instruction for remuneration. If, in the future, the Board deems it necessary or desirable to change this prohibition, the professional ballroom dance studios in Edmonton must be notified, by registered mail, no later than 270 days prior to that change taking place.

14. ASSOCIATION SEAL

14.1. The Association need not own a corporate seal.

14.2. In the event a corporate seal be obtained in the future, then the Treasurer shall have custody of the seal. The signature of the President and the Treasurer shall authenticate its use.

15. SPECIAL RESOLUTION

Special Resolution means

- (a) a Special Resolution passed by a vote of 75 percent of the Members in attendance at an AGM or Special General Meeting, the notice of which stated the proposed Special Resolution, or
- (b) a Special Resolution passed by a vote of 100 percent of the Members in attendance at an AGM or Special General Meeting of which fewer than eight days' notice was given, or
- (c) a Special Resolution agreed to in writing by 100 percent of the Members.

16. DISSOLUTION

If, in the event the Association is dissolved, any remaining assets after discharge of all liabilities shall be distributed to a registered charitable organization, to be named by the Association at that time by Special Resolution and the membership shall so be advised. In no event do any Members receive any assets of the Association.