

## SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of  
The Lethbridge Folk Club on June 9, 2026.

The existing by-laws are repealed in full

They are replaced by the attached by-laws.

Date: June 9<sup>th</sup>, 2026

(write today's date)

Signature: \_\_\_\_\_

(original ink signature of authorized officer)

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

(title of the person who signed)

# Notes on Major Changes to the Bylaws for June 9<sup>th</sup>, 2026.

## **Constitution of the Board:**

The reason for the change is to allow the membership to elect the directors, and the newly elected Board of Directors to appoint the executive. Also, changes to allow for terms of office for directors and executives, and finally, to allow all Board Members to sign a code of conduct document annually. We feel this will result in a better board by enabling a more robust inclusion of new directors and ideas and reducing the risk of burnout among Board members.

Existing:

## Article IV – The Board

### **1. Constitution of the Board:**

- a. The Board shall consist of Officers and Directors. The Officers are the President, Vice-President, Secretary and Treasurer and may be referred to collectively as the Executive. The offices of Secretary and Treasurer may be combined and performed by a single person. The minimum number of Officers is three. The minimum number of Board Members is four. The Officers shall have signing authority and shall take direction from the Board. In addition to the Officers, there may be up to five (5) Directors. All Board Members have equal rights to propose motions, debate, and vote.
- b. Board Members are elected at the Annual General Meeting of the Club, for a term of one (1) year.

Changed to:

## Article IV – The Board

### **1. Constitution of the Board:**

- a. The Board shall consist of Officers and Directors. The Officers are the President, Vice-President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined and performed by a single person. Together, the officers and **the Artistic Director** may be referred to collectively as the Executive.
- b. The minimum number of Officers is three (3). The minimum number of Board Members is five (5), the maximum number of Board Members, including the executive, is nine (9).
- c. There must be three (3) officers who shall have signing authority and shall take direction from the Board.

- d. Directors are elected at the AGM for a term of two (2) years. Directors may serve up to two (2) consecutive terms (a maximum of four (4) years in a row). After serving two consecutive terms, a director must take a break of at least one (1) year before being eligible to run again, or request an extension for one additional term, subject to Board approval.
- e. Director terms may be staggered so that not all positions end at the same time. This helps maintain continuity on the Board. Terms for those members running for the Board will be determined by the Board prior to the next AGM.
- f. The Executive is elected or appointed from among the Directors and serves for a maximum of one (1) three-year term.
- g. At the end of the second year of their term, an Executive member may choose to:
  - i. Request an extension for one additional term, subject to Board approval;
  - ii. Resign from their Executive role; or
  - iii. Advise the Board of their intention to stand for the position again, in accordance with the organization's process.
- h. All Directors must sign a Code of Conduct agreement at the first meeting of the Board of Directors annually.

## Article V – Duties of Officers

The reason for this change to the bylaws is to allow the Board to create job descriptions for the Executive. Changes also allow for the President's role and duties to be clarified to one of Chief Compliance, Administrative, and Governance Officer of the Society, and to remove the President's duty to handle bookings and negotiations with artists for the season and transfer that duty to the Artistic Director. Creates the role of Artistic Director as part of the executive.

Existing:

1. The President shall preside over all Club and Board of Directors meetings. If the President is absent, the Vice-President shall preside, and if both are absent, a Board member may be elected by the Board or at the meeting to preside. The President shall represent the Club in all negotiations and follow the Board's direction during any negotiations on behalf of the Club. The Board may provide such direction at the start of the fiscal year to establish the general framework for negotiations with artists and for other requests as they arise. The President may delegate negotiations to any member of the Executive if desired. The President, or a designated member of the Executive, shall sign all documents requiring the President's signature, including all contracts between the Club and third parties.

Revised:

1. A committee of the Board tasked with this duty may create or propose changes to job descriptions for any of the Officers or Executive during the year, which become Board Policies if approved. All Directors agree to follow the job descriptions approved by the Board for their positions.
2. The President shall preside over all Club and Board of Directors meetings, speak on behalf of the Board, sets meeting agendas, and is the chief governance, administrative and compliance officer of the Society.

If the President is absent, the Vice-President shall preside, and if both are absent, a Board member may be elected by the Board or at the meeting to preside. The President shall represent the Club in all negotiations and follow the Board's direction during such negotiations.

The President may delegate any negotiations with third parties to any member of the Executive if desired. The President, or a designated member of the Executive or Artistic Director, shall sign all documents requiring the President's signature, including all contracts between the Club and third parties.

6. The Artistic Director (AD) is the chief artistic officer of the Club. The AD sets the priorities and programming for the Society's seasonal artistic activities, providing timely information and seeking and responding to the Board's direction. The AD prepares and signs all documents and all contracts between the Club and Artists or their Agents, and files this information with the club treasurer. The Artistic Director shall represent the Club in all negotiations and follow the Board's direction during any negotiations on behalf of the Club. The Board may provide such directions at the start of the fiscal year to establish a general framework for negotiations with artists and for other requests as they arise. The Artistic Director may delegate negotiations to any member of the Executive, if desired.

There are other minor changes to the Bylaws written to support these major changes or to correct minor changes, spelling, or clarifications. These changes are shown in red in the new Bylaws we are asking you to approve.

The Bylaw Changes have been approved by the Board for inclusion in the AGM agenda, as attached to these notes. These are the items we are asking you to approve on June 9<sup>th</sup> or by proxy if you cannot attend.

We are also presenting a code of conduct, which will be signed and agreed to by all directors elected or continuing their term on an annual basis.

Please bring up any questions or concerns with the Governance Committee: Will Slattery (will@lethbridgefolkclub.ca) or Phil Rosenzweig (phil@lethbridgefolkclub.ca) prior to the AGM.

Phil Rosenzweig  
For the Board.

# **The Lethbridge Folk Club Bylaws**

*Revised June 9, 2026*

## **Article I – Name**

The organization shall be known as the “Lethbridge Folk Club” hereinafter called the “Club”. The Club was first incorporated on November 14, 1979.

## **Article II – Composition and Membership**

1. Any person desirous of obtaining membership, whose application is accepted by the Board or its designate as complying with the objects of the Club, shall be enrolled as a member upon payment of such dues or fees as may from time to time be established by the Board.
2. The Board will give a minimum of one (1) months’ notice for any changes to membership fees. Proposed changes will be announced to the Club’s email list and posted on the Club’s website.
3. The usual membership period is a calendar year, and annual memberships expire at midnight on December 31<sup>st</sup>. An annual membership purchased during the year is valid for the remainder of the calendar year from the date of purchase. The Board may award lifetime memberships at their discretion.
4. A member who has paid membership fees for the current year and has been a member for at least three (3) months shall be considered a member in good standing. A member must be current with their membership fees to be entitled to membership rights and privileges. Members with lifetime memberships are also considered members in good standing.

## **Article III – Conditions of Withdrawal of Membership**

1. Any member shall cease to be a member of the Club if he or she fails to pay annual membership dues (excluding lifetime memberships), voluntarily resigns from the Club, or fails to abide by the Club’s Bylaws.
2. Any member wishing to withdraw from membership may do so upon giving notice in writing to the Board. A member may be expelled from membership for any reason the Club deems reasonable. Such cause will be provided in writing to members. A vote on expulsion will be held at the next membership meeting, general or special, and must pass by a two-thirds majority of the members in good standing who are in attendance.

## Article IV – The Board

### 1. Constitution of the Board:

- a. The Board shall consist of Officers and Directors. The Officers are the President, Vice-President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined and performed by a single person. Together, the officers and the **Artistic Director** may be referred to collectively as the Executive.
- b. The minimum number of Officers is three (3). The minimum number of Board Members is five (5), the maximum number of Board Members, including the executive, is nine (9).
- c. There must be three (3) officers who shall have signing authority and shall take direction from the Board.
- d. **Directors are elected for a term of two (2) years. Directors may serve up to two (2) consecutive terms (a maximum of four (4) years in a row). After serving two consecutive terms, a director must take a break of at least one (1) year before being eligible to run again or request an extension for one additional term, subject to Board approval.**
- e. **Director terms may be staggered so that not all positions end at the same time. This helps maintain continuity on the Board. Terms for those members running for the Board will be determined by the Board prior to the next AGM.**
- f. **The Executive is elected or appointed from among the Directors and serves for a maximum of one (1) three-year term.**
- g. **At the end of the second year of their term, an Executive member may choose to:**
  - i. **Request an extension for one additional term, subject to Board approval;**
  - ii. **Resign from their Executive role; or**
  - iii. **Advise the Board of their intention to stand for the position again, in accordance with the organization's process.**
- h. **All Directors must sign a Code of Conduct agreement at the first meeting of the Board of Directors annually.**

### 2. Meetings:

- a. The Board shall meet not less than four (4) times a year at the call of the President, with no greater than a six-month lapse between meetings.
- b. Any Board Member, having been duly notified and who, without just cause, fails to attend three (3) consecutive meetings, shall be deemed to have resigned their position.
- c. **All Board Members have equal rights to propose motions, debate, and vote.**

### 3. Quorum:

A quorum of the Board shall consist of a minimum of four (4) members or two (2) members if there are fewer than four (4) members of the Board.

**4. Powers:**

The Board shall conduct and manage the affairs of the Club between meetings of the Board, establish membership fees, provide liaison between the Club and its members, and such powers as are delegated to it at the Annual General Meeting or in these Bylaws. The membership shall advise and make recommendations to the Board in the operation and affairs of the Club.

**5. Replacement Clause:**

In the event of an **executive** or directorship becoming vacant, the position may be filled by appointment by the remaining Board Members on an interim basis until the next Annual General Meeting of the Club.

**6. Resignation:**

A Board Member who wishes to resign should provide written notice of their intentions to the Board.

**7. Expulsion:**

The Board, by a simple majority vote, may suspend an Officer or Director for cause until the next membership meeting. Such cause will be provided in writing to the Club membership. A suspended Board Member may appeal their suspension in writing to the Board within 14 days.

Any Officer or Director who has submitted an appeal has the right to a membership vote on their suspension at a membership meeting to be held within 45 days of their written notice of appeal.

A suspension can be overturned or confirmed by a two-thirds majority of members in good standing who attend the meeting.

## **Article V – Duties of Officers**

1. **A committee of the Board tasked with this duty may create or propose changes to job descriptions for any of the Officers or Executive during the year, which become Board Policies if approved. All the Directors agree to follow the job descriptions approved by the Board for their positions as part of the code of conduct.**
2. The President shall preside over all Club and Board of Directors meetings, **speak on behalf of the Board, sets meeting agendas, and is the chief governance, administrative and compliance officer of the Society.** If the President is absent, the Vice-President shall preside, and if both are absent, a Board member may be elected by the Board or at the meeting to preside. The President shall represent the Club in all negotiations and follow the Board's direction during such negotiations. The President may delegate any negotiations with third parties to any member of the Executive if desired. The President, or a designated member of the Executive or Artistic Director, shall sign all documents requiring the President's signature, including all contracts between the Club and third parties.

3. The Vice-President shall assist the President in carrying out their duties and, in the absence of the President, shall carry out the Presidential duties. They shall perform such duties as may be delegated to him or her by the President of the Board.
4. The Secretary shall attend Board Meetings, Membership Meetings, Annual General Meetings and Special Meetings and keep accurate minutes of the same and have custody and care of the minutes and records of the Club. In the case of the absence of the Secretary, those duties shall be discharged by a person appointed by the Board. The Secretary shall carry out or be made aware of all correspondence required for the functioning of the Club. The Secretary shall maintain a current record of all Club members and their contact information.
5. The Treasurer shall have the care and custody of all funds and securities of the Club and shall deposit the same in the name of the Club in a chartered bank or treasury branch, trust company or credit union and keep accurate books and accounts. The Treasurer will keep copies of all contracts entered into by the Club. The Treasurer shall ensure all monies due to others are promptly paid and recorded.

The Treasurer shall prepare annual financial statements and returns for the Annual General Meeting and provide detailed financial statements to the Board at least quarterly and upon request. The Treasurer shall prepare and remit all returns required by the Societies Act of the Province of Alberta.

The Treasurer may provide the Board of Directors with a budget for the upcoming fiscal year for approval no later than 30 days before the end of the fiscal year.

6. **The Artistic Director (AD) is the chief artistic officer of the Club. The AD sets the priorities and programming for the Society's seasonal artistic activities, providing timely information and seeking and responding to the Board's direction. The AD prepares and signs all documents and all contracts between the Club and Artists or their Agents, and files this information with the club treasurer. The Artistic Director shall represent the Club in all negotiations and follow the Board's direction during any negotiations on behalf of the Club. The Board may provide such directions at the start of the fiscal year to establish a general framework for negotiations with artists and for other requests as they arise. The Artistic Director may delegate negotiations to any member of the Executive, if desired.**
7. Should the need arise, additional Executive Officers **can be appointed by the Board (if the need is greater than 1 month before the AGM, or elected from available directors** following normal election procedures at the Annual General Meeting, or at a special meeting called by the President for such purpose, upon seven (7) days' notice to the members of the Club.
8. In general, and unless authorized by the Board at a properly constituted meeting, the Executive, Directors, and members of the Club will not be remunerated for services rendered to the Club.

## Article VI – General Membership

### 1. Responsibilities of the General Membership:

- a) To elect members of the Board at the Annual General Meeting
- b) To support the objective of the Club.
- c) To liaise with, support and monitor the Board
- d) To assist the Club in activities related to the Club's objectives.
- e) Membership will be renewed on payment of annual dues each calendar year and will be in effect until December 31<sup>st</sup> of that year.

### 2. Meetings:

- a) The Club shall hold Board Meetings and an Annual General Meeting. The Annual General Meeting shall be held within two months after the end of the fiscal year. (See Article VIII (1)) Other meetings of the Club shall be held as necessary, including Membership Meetings and Special Meetings.
- b) Any member may ask the Secretary to schedule a membership meeting. The member shall provide a description of the meeting's purpose or the desired agenda items. The Secretary will arrange a satisfactory time to the Board and prepare an agenda for the meeting.
- c) Members, including Board Members, may attend all membership meetings. Invited guests may attend membership meetings in accordance with the objects of the Club, such invitations to be issued by the Board.
- d) The Annual General Meeting (AGM) shall be held for the purpose of the election of Board Members, to receive such reports as are required and to carry on such business as may come before the Club.  
Annual General Meetings will include the Treasurer's report as audited and **the election and confirmation of the Board of Directors**. The date, place and time of the AGM will be advertised to the Club's email list and posted on the Lethbridge Folk Club website.
- e) Any member, upon giving reasonable notice and arranging a time satisfactory to the President and providing a description of the purpose of the attendance or desired agenda items, may attend a Board Meeting. The member shall have no voting privilege at such a meeting.
- f) Members will have seven (7) days notice for a membership meeting, three (3) days notice for a special meeting, and one (1) month notice for the Annual General Meeting. Notice of meetings shall be made by contact through the Club's email list and by a general notice placed on the Club's website.
- g) An Extraordinary General Meeting may be called by the members of the Club to appoint an interim Board of Directors in the event the Club finds itself without a Board of Directors.
- h) Decisions requiring a vote at Club meetings (both Board and Membership), unless otherwise noted, will be decided by a simple majority. Each member attending the meeting and who is in good standing, or their agent appointed thereof, is entitled to one (1) vote.

### 3. Quorum

The quorum for a membership meeting is a minimum of six (6) members in good standing.

## Article VII – Elections

1. Nominations for the Board may be submitted to the Secretary starting in April of each year.
2. Further nominations and elections will be held at the Annual General Meeting within two months after the end of the fiscal year. (See Article VIII (1))
3. Members nominated for the Director positions must consent to their names being placed in nomination.
4. The most recent President may Chair the nominations and election portion of the AGM, or the most recent Board may appoint a Nominations Chairperson to run the nominations and elections portion of the AGM. No person running for a Board position may chair that portion of the meeting which could result in their election.
5. At the AGM, any member in good standing may nominate or second people for Director positions but must ensure the named person is willing to run. A person cannot nominate or second themselves.
6. Voting for new Board members at the AGM shall be by a show of hands without a recorded count. Decisions will be made by a simple majority.
7. **If more candidates than the maximum number allowable board positions are duly nominated and seconded, a scrutinized ballot will be required. Ballots will be distributed, and completed ballots will be collected, counted, and verified by a Scrutineer.**
8. Any **two members** in good standing may be appointed by the Chair or the Nominations Chair to act as a Scrutineer. The Scrutineer cannot vote.

## Article VIII – Fiscal Year and Finances

1.
  - a) The fiscal year of the Club will commence on the first day of May each year and shall terminate on the last day of April of each year.
  - b) The Club's Board of Directors may approve a financial budget for the upcoming fiscal year by May 31st of each fiscal year.
2.
  - a) The Board, by resolution, may borrow monies required by it in the performance of its duties or the exercise of its powers provided that each such borrowing is less than twenty five (25%) percent of the Society's annual budgeted revenues as set out in the most recent financial statements of the Society or if more than twenty five (25%) percent of the Society's budgeted revenues as set out in the most recent financial statements of the Society has been approved by Special Resolution by resolution of three-fourths majority of members in good standing in attendance at a General Membership or Annual General Meeting.
  - b) secure the repayment of monies borrowed by it, and the payment of interest thereon, by negotiable instrument, use of funds or equipment owned by the Society for collateral, or mortgage of any property vested in it, or by any combination of those means; The books, accounts and records of the Club shall be audited annually. If the total value of the Club's assets is \$250,000 or less, the auditors can be two responsible, knowledgeable people, at least one of whom is not a member of the Board, or a duly qualified accountant. If the Club's assets are greater than \$250,000, the auditor must be a duly qualified accountant.
3. The books, accounts and records of the Club shall be audited annually. If the total value of the Club's assets is \$250,000 or less, the auditors can be two responsible, knowledgeable people, at least one of whom is not a member of the Board, or a duly qualified accountant.

If the Club's assets are greater than \$250,000, the auditor must be a duly qualified accountant.

4. All monies of the Club shall be deposited according to Article V, Section 4. All cheques, notes, and bills of exchange shall be verified by the signature of two Officers of the Club. The Treasurer may make electronic transfers of funds to pay Club financial obligations, provided these payments are verified by the Board of Directors in a Treasurer's report at the next properly convened meeting of the Board following any disbursement of funds.
5. Purchases over \$250 on behalf of the Club may only be made after being approved in advance by the Board of Directors.

### **Article IX – Amendments**

The Bylaws of the Club may be amended, altered or rescinded from time to time by a Special Resolution that is approved by a vote of not less than 75% of members who, if entitled to do so, vote in person or by proxy at a Special Meeting or at the Annual General Meeting. All members of the Club will be given twenty-one (21) days' notice of the intention to enact, amend, alter, or rescind the Bylaws by an announcement to the Club's email list and by general notice placed on the Club's website.

### **Article X – Inspection of Records**

Any member in good standing, upon giving reasonable notice and arranging a meeting time satisfactory to the Secretary, may inspect the books and records of the Club in the presence of a Board Member. A member is not permitted to remove any file without the written permission of the Secretary. Each member of the Board shall at all times have access to such books and records.

### **Article XI - Liquidation**

None of the members of the Club shall be entitled to receive the proceeds of any distribution of income or capital of the Club, other than the amount paid by the member by way of membership subscriptions. The Club will not make any dividend payments in specie or otherwise to its members upon the Club's liquidation, bankruptcy, or inactivity.

The assets thereof remaining after payment of all the Club's debts and liabilities shall be paid to such charitable organizations as shall be designated by a resolution by the members of the Club passed in a General Meeting held for that purpose.

We, the undersigned, are in accordance with the above Bylaws.

Dated the 9<sup>th</sup> day of June in the year 2026 at the 2026 AGM.

Print Names on the line and signatures below the position

\_\_\_\_\_  
President

\_\_\_\_\_  
Treasurer