



Saskatchewan Country Music Association

BYLAWS AND CONSTITUTION 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, (S.C.M.A.), herein after called "SCMA".

ARTICLE 3: REGISTERED OFFICE

3.01 The registered office of the Association shall reside in the city/town/village where the Association'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 Association means any member of the industry who is duly registered and has paid fees to the Association.

4.02 The term "ex officio" means by virtue of his 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 PURPOSES AND OBJECTIVES

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

5.02 The objectives of the Association 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 further the advancement of 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 Association.
- E) To provide leadership and to liaise with government, corporations and other organizations and agencies.
- F) To solicit sponsors, donations, endorsements, support and various forms of funding, private and public and many services in kind to advance the aims and objectives of the Association.

ARTICLE 6: MEMBERSHIPS

The S.C.M.A. Awards are intended to be an accurate reflection of the Saskatchewan Country Music Industry persons' opinion of their counterparts' various achievements and/or projects. They are to be an accurate reflection of one's peer's opinion of one's work. As such, all efforts to prevent 'block voting' will be made by the S.C.M.A. 'Block voting' is: the act of buying or causing to be bought S.C.M.A. memberships, or any other action done, in efforts to effect the outcome of the S.C.M.A. Awards in such a way that; the balloting results do not accurately reflect the Saskatchewan Country Music Industry persons' opinion of their counterparts' various achievements and/or projects.

6.01 The membership categories of the Association 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 S.C.M.A. 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 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.

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 may appoint a representative who will sit on the board of directors. Those appointed will have one vote (1) on board resolutions and actions. These appointed representatives 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 Association 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) HONORARY LIFETIME MEMBERSHIP:

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 association.

NOTE: Lifetime memberships purchased prior to April 25/09 retain the rights & privileges of a Participating Membership & their membership remains in place, until the member resigns their membership. Lifetime Membership is non-transferrable.

- 6.02 ALL MEMBERS shall be entitled to ONE VOTE at General Meetings of the Association 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 Association, 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 Association are not transferable.
- 6.05 Memberships in the Association must be renewed annually, except for Lifetime members.
- 6.06 Membership applications shall be in writing and submitted to the Board for approval.
- 6.07 The register of membership shall be kept in the registered office of the Association 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 To receive a first ballot for the S.C.M.A. Awards, membership must be CURRENT. The first ballot must be mailed (postage mail or electronic mail, as determined by the member's preference) 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.
- 6.10 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 S.C.M.A. board.
- 6.11 As of February 1, 1999, all S.C.M.A. applicants and members must be eighteen (18) years of age or older at the time of their application or renewal, to be eligible to vote in any S.C.M.A. meetings, elections, awards, and alike; except for Participating applicants and members who may be under the age of eighteen (18).

- 6.12 For insurance/liability reasons, only persons who hold a valid Participating membership will be allowed to perform at any sanctioned SCMA or chapter events, unless permission has been granted to accommodate special circumstances.

ARTICLE 7: FEES

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

ARTICLE 8: TERMINATION OF MEMBERSHIP

- 8.01 Members may resign at any time by notice to the Board. Members resigning shall not be entitled to a refund of any portion of fees paid to the Association.
- 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 Association in achieving its objectives. The Association 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, 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 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 Associations' funds for the purpose of carrying out the objectives of the Association.
- 9.02 The receipts and income of the Association 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 Association may receive an honorarium for the services to the SCMA in an amount to be determined by the Board.
- 9.04 A member of the Association 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 Association may employ such persons and maintain such offices and other such offices and other facilities as required by the Board. The Board may, from time to time, establish a job description and objective of employees and review employee performances.
- 9.06 The Association 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 Association 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 aims and objectives of the SCMA in such a manner as the Board of Directors deems fit and proper.
- 9.08 The fiscal year for the Association 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 Association shall be the President and the Treasurer, or any other two officers determined by the Board.
- 9.10 Effective April 2009, during the course of the Annual General Meeting, the SCMA membership approved the SCMA to have an internal financial review and do away with having financial books externally audited. These financial statements are to be presented annually at the AGM.

ARTICLE 10: ELECTION OF BOARD OF DIRECTORS

- 10.01 A notice soliciting nominations for the Executive Committee and Directors at Large shall be sent to the general membership in advance of the Annual General Meeting. A notice in the Association newsletter, if sent to all members at least 15 (fifteen) days prior, shall constitute proper notice.
- 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 Members of the Board of Directors shall be elected by a majority vote by ballot of the eligible voting membership present at the Annual General Meeting.

ARTICLE 11 BOARD OF DIRECTORS

- 11.01 The affairs of the Association shall be managed by the Board of Directors.
- 11.02 The Board of Directors shall consist of 6 (six) Officers and 16 (sixteen) Regional Directors, 2 (two) representing each of the 8 (eight) 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 S.C.M.A. shall act as official Advisor to the Board.

B) Beginning at the 1995 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 8 (eight) regions of Saskatchewan. In even years: 1st Vice President, Secretary, one Regional Director (to be appointed by the Executive Committee) in each of the 8 (eight) regions of Saskatchewan.

- 11.04 Regional Directors of the Association shall carry out duties of the SCMA as directed by the President and with approval of the Board.
- 11.05 The Board of Directors shall be responsible for the day to day activities of the Association.
- 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 in writing which shall be mailed and postmarked 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 Association 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 Association 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 Association.
- 11.12 Any Board member who misses three consecutive meeting without due cause shall be notified of this in writing and forewarned that if they miss the next duly called meeting, their position shall be terminated.

ARTICLE 12: A) REGIONAL DIRECTORS

- 12.01 The Association may draw up regional boundaries within the province of Saskatchewan in a manner that is fitting to the aims and objective of the SCMA and in such a manner as the Board 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 Regional Director may raise funds on behalf of the Association in such a manner that is conducive to the aims and objectives of the Association and in such a manner as the Board deems fit.

12.04 Each SCMA Regional Director may promote the Association in his/her region in any manner fitting, providing it is on behalf of the S.C.M.A. and meets with the aims and objectives of the Association and complies with all S.C.M.A. 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 Association.

(B) COMMITTEES

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

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 Association
- C) to be the spokesperson on behalf of the Association
- D) to call special meetings of the Association 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 committee with other organizations as may be deemed advisable by, and with approval of the Board
- 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) Shall in addition 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 Association.

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 act as convener responsible for fundraising needed to meet the objectives of the Association.

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 Association 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 bills which have been duly approved.
- C) To collect and receive all monies due and payable to the Association and deposit same into the SCMA's bank account.
- D) To render a financial statement of the Association, to the Board at their regular meetings or at any time when requested by the Board as to the financial condition of the Association 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 Association.
- 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 The Directors shall call an Annual General Meeting at least once every year and present to the membership at such meetings the receipts and disbursements of the SCMA and include a report by the Board of Directors as to the state of the Associations affairs.

14.02 All General Meetings of the SCMA shall be open to the general public, BUT ONLY ELIGIBLE MEMBERS SHALL BE ENTITLED TO PRESENT MOTIONS AND VOTE.

14.03 No person other than members shall take part in debates or address the meeting without permission of the chairperson.

14.04 An Annual General Meeting must be called within 120 (one hundred and twenty) days of the start of the Associations 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.

- 14.05 Not more than 15 (fifteen) months shall elapse between one Annual General Meeting and the next.
- 14.06 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.
- 14.07 A quorum for the Annual General Meeting shall consist of those in attendance at the time the meeting was called to order after being dually notified.
- 14.08 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.
- 14.09 All matters put to a vote shall be carried by a majority of votes except as outlined in Article 16.01.
- 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 Notices for Annual General Meetings shall be mailed (postage mail or electronic mail, as determined by the member's preference) and postmarked/sent 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.
- 14.13 Announcement of the Annual General Meeting of the SCMA in the Association Newsletter, if sent to all members no less than 15 (fifteen) days prior to the meeting date, shall constitute proper notice.
- 14.14 The procedural manual for the SCMA shall be the most recent edition of Roberts Rules of Order.

ARTICLE 15: REMOVAL OF OFFICERS

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

ARTICLE 16: AMENDMENTS TO BYLAWS

- 16.01 These Bylaws may be amended from time to time by a Special Resolution and 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 17: DISSOLUTION OF THE SCMA

17.01 In the event of dissolution of the Saskatchewan Country Music Association, 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 Associations membership at a General Meeting called for the purposes of dissolution specified in the Non-Profit Corporations Act.

DATED JUNE 1st, 1999

Amended April 17, 2010