

By-Laws

Article 1. **General**

- 1.1 The name of the organization shall be **Budaya Nusantara Association** hereinafter referred to as the Association.
- 1.2 The operations and activities of the Association shall be carried out chiefly, but exclusively, in Calgary and I the Province of Alberta.
- 1.3 The fiscal as well as the membership year of the Council shall be from the first (1) day of July to the thirtieth (30th) day of June.
- 1.4 Words and expressions used in these by-laws importing the singular shall include the plural and vice versa; and words importing a person shall include an individual, partnership, Association and body corporate.
- 1.5 Good standing means a member “in good standing” as of July 1st of the previous fiscal year and has renewed his/her membership by June 30th of the current fiscal year.

Article 2. **Membership**

- 2.1 Membership in Association is open to officially constituted organizations, and individuals who ascribe to the Vision Strategic Goals of the Association. Eligible members must also meet the admission criteria.
- 2.2 There shall be six (6) categories of membership
 - 2.2.1 Sponsoring Organization Members

Sponsoring Organizations members shall be organizations from Calgary and International groups who identify themselves as supporting the arts and culture, and agree to the Core Essence of the Association.

Sponsoring Organization members will have the right to attend Membership Meetings, to vote, and participate in decision-making process outlined by the Association Board.
 - 2.2.2 Friends of Budaya Nusantara

Friends of the Association shall be organization and individuals, other than those described in article 2.2.1 who ascribe to the Vision and Strategic Goals of the Association and pay the fee for the membership as determined by the Board.

Friends of the Association have the right to attend Membership Meetings and vote.
 - 2.2.3 Governors of the Association

Past Directors of the Association, who are interested in and prepared to provide support and guidance to the organization, shall constitute governors of the Association. Governors shall assist in extending the resources and network of the Association only.

Types of Memberships

2.2.4 Family Membership

Immediate family living within a single dwelling. Other related persons within the same dwelling would be considered a separate membership.

2.2.5 Single Membership

2.2.5.1 Individual that is a minimum of (18) eighteen years of age.

2.2.5.2 Single parent (including any dependent children under the age of (18) eighteen, unless registered as a student.)

2.2.6 Life Membership

2.2.6.1 A member in good standing who pays a membership fee as designated by the Board.

2.2.6.2 A member in good standing who has served on the Board for a cumulative minimum of (5) years.

2.2.6.3 A member in good standing who has made a special contribution or extended volunteer service to the Association as recommended by the Board of Directors.

2.3 Membership Admissions Criteria

2.3.1 Any organization or person seeking to become a member of the Association must be nominated by two (2) members in good standing for recommendation for admission by the Board.

2.3.2 The Board of the Association at its next scheduled meeting must decide upon membership applications.

2.3.3 Board Directors who are not currently members at the time of their appointment shall become members as soon as possible after their appointment via the criteria as indicated in article.2.3.1

2.4 Membership Fee

2.4.1 Sponsoring Organization Membership fee shall be based on the proposed activities and determined by the Association Board.

2.4.2 The fee structure for Friends of the Association, Family and Single Membership shall be determined from time to time, the Association and brought to the membership for approval at the next Annual General Meeting.

2.4.3 Membership is renewable annually. Failure to renew the membership by 30th of June as indicated article 1.5 will result in the automatic lapse of membership.

Article 3 **Withdrawal and Expulsion**

Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. Any member may be expelled from membership, upon a majority vote of Board of Directors and Committee Chairs in good standing of the society, for any cause, which the society may deem reasonable.

- 3.1 During the two (2) month grace period, membership privileges, other than the newsletter will be denied, until the membership fees are paid in full. This restriction will also apply to Association functions where the non-member entrance rate will apply until membership is renewed within that (2) two month grace period.
 - 3.2 After the expiration of the (2) two month grace period, the past-member would be considered a new member if they wish to join the Association again.
 - 3.3 Such individuals shall be notified of the complaint against them, and have the opportunity to be heard by the Board at a meeting duly called for that purpose. Such notification shall be in writing and hand delivered or sent by registered mail at least (14) fourteen days in advance of the meeting.
4. **Board of Directors**
- An elected Board of Directors (two year term), **subject to the by-laws or directions given it by majority vote of Members at any meeting properly called and constituted,** shall govern the activities and affairs of the Association. The Board shall consist of a maximum of seven (7) Directors and minimum of five (5). A maximum of one (1) shall be from the Sponsoring Organizations (when able to fill the role for a two year term) with the rest of the Board comprised of individuals with no affiliation to the Sponsoring Organization.
- 4.1 **Appointment of Directors**
Directors may be appointed to the Board at the Annual General Meeting or at a Special Meeting called for that purpose as per article 6.1.3
 - 4.2 **Executive Committee of the Board**
The Board shall elect the Executive Committee of the Board on an annual basis at the first Board meeting taking place after the Annual General Meeting.
 - 4.2.1 The Executive Committee of the Board of Directors shall comprise of the President, Vice-President, Secretary and the Treasurer.
 - 4.2.2 In the event of any vacancy occurring on the Executive Committee during a term period, the Board shall elect from among the current directors to fill the same, until the next Annual General Meeting.
 - 4.3 **Term**
Directors shall serve a term of two (2) years to a maximum of three (3) consecutive terms. Timing of Board terms shall be such that turnover of the Board in any given year shall not exceed 50% of the Board membership.
Directors shall serve as a Committee Member for a minimum of one (1) year prior to eligibility for elected officers.
Board members may also be appointed periodically for terms of 1 or 3 years in order to fill board vacancies or to ensure that the turnover is not exceeded in any given year.

- 4.4 **Payment to Directors**
Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the Association shall receive any remuneration for his/her services.
- 4.5 **Meeting of the Board**
Meetings of the Board shall be held as often as may be required, but at least once every three months. Meetings shall be called by the President. To be deemed as duly constituted, the notice of meeting of the Board should be received by members of the Board by postal or electronic mail eight (8) days prior to the date of such a meeting. Notice shall include the date, time, place and business of the meeting.
- 4.6 **Quorum**
The quorum for the meetings of the Board shall be fifty percent (50%) of Directors plus one. Meetings may, however, be held without notice if a quorum of the Board is present, provided, however, that any business transacted at such a meeting shall be ratified at the next regularly called meeting of the Board, otherwise they shall be deemed null and void.

Article 5. **Duties and Responsibilities of Executive Committee Members**

- 5.1 **President**
The President shall be the chief spokesperson of the Association, provide leadership and guidance to the Board and its member employees.

He/She shall preside over (Meeting Facilitator) the meetings of the Executive Committee, Board and Membership. He/she may be guided and advised by the Executive Committee in the performance of her or his duties.

He/she shall exercise all powers as are assigned to her or him under these by-laws and represent the Association as specifically authorized by the Board.

He/she shall be an ex-officio a member of all Committees.
- 5.2 **Vice-President**
The Vice-President shall assist the President in the performance of his/her duties (Meeting Gate keeper). He/she shall perform the duties of the President, in his/her absence or inability to act.

The Vice-President will oversee all matters pertaining to membership.

In the absence of both the President and the Vice-President, a chairperson may be elected by the meeting to preside thereat.
- 5.3 **Secretary**
It shall be the duty of the Secretary to attend all meetings of the Association and of the Board, and to keep accurate minutes, (Meeting Scribes)of the same. He/she shall have charge of the Seal of the society which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President.

In the absence of the Secretary, his/her duties shall be discharged by such officer as may be

appointed by the Board. The Secretary shall have charge of all of the correspondence of the Association and be under the direction of the President of the Board. This shall include the keeping the formal minutes and all other forms of the official documentation current and intact for the business and reporting purposes of the organization.

The Secretary shall also keep a record of all the members of the Association and their addresses and send all notices of the various meetings as required.

5.4 Treasurer

The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the Association and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly reviewed as hereinafter set forth of the financial position of the Association and submit a copy of the same to the Secretary for the records of the Association. The Treasurer shall also assist the President in her or his duties (Meeting Time Keeper).

The Treasurer shall submit a monthly statement at the Board of Directors meeting

5.5 Past President

In order to maintain continuity, the immediate Past Chair shall be an ex-officio member of the Board and the Executives.

5.6 Removal of Directors

Any director or officer of the Association may be removed from office upon a majority vote of all members in good standing, for any cause which the Association may deem reasonable.

Article 6. **Membership Meetings, Annual General Meeting and Elections**

6.1 Meetings

6.1.A All meetings to be held virtually or in person.

6.1.1 Annual General Meeting

The Association shall hold an Annual General Meeting within 120 days of the end of the fiscal year. Notice of such meeting in writing to each member shall be delivered by postal or electronic mail, at least twenty one (21) days prior to the date of the meeting to the last known address.

At this meeting members in good standing shall elect and appoint Directors to the Association Board

Candidates for directorship must be member in good standing of the Association.

The directors so elected shall form a Board, and shall serve until their successors are elected and installed.

6.1.2 General Meetings

General Meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known postal or electronic address of each member, delivered at least twenty one(21) days prior to the date of such

meeting.

6.1.3 Special Meetings at Large

A Special Meeting shall be called by the President or Secretary upon receipt by her/him of a petition signed by 51% of members in good standing, setting forth the reasons for calling such meeting. Such reasons shall be stated in the notice of meeting delivered in the mail to the last known postal or electronic address of each member eight days prior to the meeting.

Emergency Meeting shall be called by the President in lieu of an emergency situation where the issue needs to be addressed within 24 hours.

6.1.4 Quorum at the Annual, General and Special Meetings

The quorum for the Annual General and Special meetings of the Association shall be 30% of members in good standing.

The quorum for an **Emergency Meeting** shall be fifty (50%) percent of the Board.

6.2 Elections

All members in good standing shall be eligible to vote at the Annual General Meeting and Membership Meetings and to stand for election to the Board.

6.3 Voting

Each voting member present at a meeting shall have the right to exercise one (1) vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Association.

All voting, except for the election of the Board of the Association, shall be by show of hands, unless a majority of the members decide otherwise, and such decisions are not ultra-vires to the Constitution.

Elections to the Board at the Annual General Meeting shall be by a secret ballot.

All decisions at the General Meetings shall be by simple majority vote unless otherwise provided for in the by-laws.

Voters must be eighteen (18) years of age or older.

Each member, sponsoring organization or individual, is entitled to one (1) vote.

All secret balloting shall be supervised by two (2) scrutineers, elected by members at a meeting.

Article 7

Banking and Use of Funds

The activities of the Association shall be carried on without purposes of financial gain for its members; and any profits or other accretions to the Association will be used solely for the purposes of promoting and enhancing the Strategic Goals of the Association.

The President, Vice-President, Secretary and the Treasurer shall be authorized to sign all documents pertaining to all banking matters of the Association. Signatures of any two (2) of the

four (4) officers named herein shall be required on all such documents.

Article 8 **Borrowing of Money**

For the purpose of carrying out the objects of the Association, the Executive Committee may, subject to a special resolution of the Association, borrow, raise or secure the payment of money upon the credit of the Association; mortgage, pledge, or otherwise create a security in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Association including book debts, rights, powers, undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation. Nothing in this section limits or restricts the borrowing of money by the Association, subject to a special resolution of the Association, on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

Article 9 **Review of Financial Statements**

The books, accounts and records of the Association shall be reviewed at least once a year by a duly qualified accountant, other than the Treasurer or President, who are elected or appointed for that purpose at the Annual General Meeting of the Association in the year preceding the review.

Any member of the Association may inspect the books and records of the Association at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Executive Committee shall at all times have access to such books and records.

Article 10 **Publications**

All publication and or communication of the Association shall and must be approved by the Board designated body.

Article 11 **Amendments**

The By-laws may be rescinded, altered or amended at the Annual General Meeting or General Meeting through a special resolution passed by a minimum of 75% of voting members in attendance.

Article 12 **Rules of Order**

In the event of a situation arising not covered by these By-laws, parliamentary procedure shall apply, as regulated by Robert's Rules of Order.

Article 13 **Dissolution of the Association**

In the event of dissolution of the Association, a special meeting of the members shall be called for that purpose. With a resolution duly passed by a specified majority as determined by the Board of Directors, all the Association's assets will be donated to a specified Canadian charitable organization.

Article 14 **Protection of Directors**

No Directors of the Association will be liable for the acts, receipts, neglects, or defaults of any other Board member, or for joining in any receipts, or other acts for conformity or for any loss, damage, or expense, happening to the Association through insufficiency or deficiency or title to any property, acquired by order of the Board for or on behalf of the Association or for insufficiency or deficiency or any security in or upon with any of the monies of the Association will be invested, or for any loss or damage arising from bankruptcy, insolvency, or tortuous act of any person, firm or corporation with whom or with any of the monies, securities or effects of the Association will be logged, or for any other loss occasioned by an error of judgment or oversight on his/her part, or for any other loss, damage, misfortune whatever which may happen in the execution of the duties of his/her respective office or in relation thereto unless same shall happen through his/her own his honesty or through his/her own willful neglect or default.

Article 15 **Governance and By-Laws**

- 15.1 The Association shall be governed by the By-laws and the Societies Act of Alberta.
- 15.2 The By-Laws may be rescinded, altered or added to by a “Special Resolution” put forth and an Annual General Meeting of Special General Meeting called for that purpose.
- 15.3 The Governance model shall define roles and responsibilities of the Board and its members, and any discharged duties to part time or full time employees of the Association.

Article 16 **Language**

The primary language of communication for meetings and functions within the Association will be English.

Date: December 18, 2018