

Manitoba Country Music Association (MCMA)

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Manitoba Country Music Association (MCMA) as follows:

ARTICLE 1 – HEAD OFFICE

- 1.1 The head office of the MCMA (the Association) shall be at 41 Gatineau Bay, in the City of Winnipeg, in the Province of Manitoba (subject to change by special resolution) and at such place therein as the directors may from time to time determine.

ARTICLE 2 – SEAL

- 2.1 The “Seal”, an impression whereof is stamped in the margin hereof, shall be the seal of the MCMA (the Association).

ARTICLE 3 - OFFICERS:

- 3.1 The Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer and such other Officers as the Board of Directors shall, from time to time elect.
- 3.2 The Officers shall be elected "every three years" from the members of the Board of Directors by the Board of Directors.
- 3.3 The Officers shall be elected in September of every year by the Board of Directors after the Annual Meeting of the General Membership commencing in Sept 2006
- 3.4 Should an Officer have to leave office, for any reason, then the Board of Directors shall appoint a replacement for the balance of the term of office.
- 3.5 More than 50% of the appointed Board members shall constitute a quorum and a majority shall pass all votes at the Board Meeting.

ARTICLE 4 – MEMBERS OF THE BOARD OF DIRECTORS

- 4.1 The Corporation shall be managed by a Board of not less than 6 not more than 12 Directors.

- 4.2 The Directors shall be elected at the Annual meeting of the members of the Corporation.
- 4.3 For the purposes of continuity, the Directors shall be elected on the following basis:
- A) The current committee voted in by the Community Meeting held in 2003 shall form the 1st Board of Directors commencing the date of incorporation and serving a 3 year term.
- B) At the annual meeting from Sept 2006 and forward 6 of the original Directors shall retire and 6 new Directors shall be elected for a 3 year term. If the members should vote that any six of the retiring Directors be re-elected, and the Director named agrees, the new term shall be for two years.
- 4.4 Members of the board of directors may resign by resignation in writing which shall become effective upon delivery of the same to the board of directors. With exception to the President and Vice President each member of the board will be entitled to one vote on each question or topic arising at any annual or general meeting of the board of directors.
- 4.5 The interest of a member of the board of directors of the MCMA is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the MCMA (the Association).
- 4.6 Every director shall be eighteen or more years of age and shall be a member of the Association.
- 4.7 Therefore, six Directors shall be elected, every three years, for a three year term, at the Annual Meeting of the members. Should any Director be unable to complete his or her term of office, then the Board of Directors shall appoint someone to complete that term of office.

ARTICLE 5 - POWERS AND DUTIES OF THE DIRECTORS

- 5.1 The Board of Directors shall manage and govern the corporation.
- A) providing for the enforcement of all obligations upon the Corporation pursuant to The Statutes of Manitoba and Amendments thereto.
- B) providing for engaging and paying for services deemed necessary by the Board of Directors.
- C) providing generally for the direction and management of the Corporation and for the better carrying out of the purposes for which the Corporation was incorporated.
- 5.2 The Board shall meet at the call of the President or Vice President but not less than two times each year.

A) A Special Meeting Of The Board of Directors shall be held upon request, in writing, made to the Secretary-Treasurer by at least four Directors of the Corporation, specifying the purpose for which the Meeting is to be called.

B) A Special Meeting must be held within one month of receipt by the Secretary-Treasurer of the request for same.

C) Seven (7) clear days' notice to the Directors of the Corporation , specifying the place, day and hour of the Meeting and, in the case of special business, the general nature of the business, shall be given or sent by post or otherwise served as herein provided, but the non-receipt of any notice by a Director or the accidental omission to give any such notice to any Director shall not invalidate the proceedings of , or any resolution or By- Law passed at any special meeting.

5.3 The Board of Directors, at a General Meeting of the Directors, may, by Special Resolution passed by two-thirds of the Directors, remove any officer of the Corporation from office, subject to approval by a majority of the general members at the next General Meeting of the members.OFFICERS:

5.4 The President shall call a meeting of The Board of Directors upon twenty - four hours notice, when necessary.

5.5 No Officer of the Corporation shall incur any indebtedness on behalf of the Corporation by signing , endorsing or guaranteeing any Promissory Notes, Bond, or undertakings, accepting any Drafts or Bills Of Exchange or obligation of any kind of any person, firm, corporation or company, except as authorized under the Articles Of Incorporation or BY-LAWS of the corporation and no Officer , or Officers of the Corporation shall give or issue any checks , bills or exchange or promissory notes or other evidence of debt which shall in any way be binding upon the Corporation as a matter of accommodation to any person, firm, corporation or company unless the Board of Directors so orders.

5.6 The Officers of the Corporation may spend up to One Hundred saved harmless , out of assets and profits of the Corporation, from and against all actions, costs, charges , losses, damages and expenses which they or any of them , their or any of their heirs , executors, and administrators shall or may incur or sustain by or by reason of any act done concurred in or omitted on or about the execution of their duty or supposed duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively.