

CONSTITUTION OF THE BOARD OF SWEETWATER MUSIC FESTIVAL

ARTICLE 1: NAME

The name of the organization is SweetWater Music Festival (SWMF), Ontario Corporation Number 1726630, with Letters Patent issued February 22, 2007.

ARTICLE 2: OBJECTS

- a. To educate and increase the public's understanding and appreciation of the arts by providing performances of an artistic nature in public places, senior citizens homes, churches, community centres and educational institutions, and by providing seminars on topics relating to such performances.
- b. To provide instructional seminars on topics related to the performing and visual arts.
- c. To produce performing arts festivals for the purpose of education and advancing the public's understanding and appreciation of performing arts and to education artists through participation in such festivals and related workshops.

ARTICLE 3: PURPOSE

The purpose of the SweetWater Music Festival is to provide an international-standard classical and jazz music event featuring renowned performers in local settings, and to sponsor a variety of complementary activities.

This music festival event will be planned for a weekend in September of each year, with options to begin the weekend earlier and end it later than the traditional Friday/Saturday/Sunday time span.

This event will be carried on without purpose of gain for its members. Any profits or other accretions to the organization shall be used solely to pay for the weekend event and its complementary activities.

From time to time, the Board may undertake other projects and events within the parameters of Article 2.

ARTICLE 4: BOARD OF DIRECTORS

Section 1:

A Board of Directors, who will be responsible for the fiscal and corporate management and public accountability of the organization in accordance with the laws of Ontario and / or Canada or any order of the court, will govern the organization. Board members shall be eighteen or more years of age and members in good standing of the corporation upon election as a Director.

Section 2:

The actions of the Board shall be directed by motion of the Board, and recorded as such. Roberts Rules of Order will be used.

Section 3:

The Board will number no fewer than eight (8) Directors and no more than ten (10) Directors.

Fifty percent (50%) plus one of the elected Directors will constitute a Quorum of the Board of Directors.

Board members have a two-year term of office.

The outgoing Chair will stay on as Past-Chair for 1 year as a voting member of the Board.

Retiring Directors will be eligible for re-election for a maximum of 3 two-year terms. Following a two-year hiatus the person may stand again for nomination to the Board.

Section 4:

There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, all to be appointed at the Annual General meeting. These four will constitute the Executive Committee. Director may assume further responsibilities to be determined by the Board.

Section 5:

The Executive Committee will be responsible for any planning required between Board Meetings. The Executive Committee acts as the Nominating Committee of the Board of Directors and ensures a slate of Directors is prepared for election at the AGM.

Minutes of their meetings as well as any recommendations from those meetings will be presented for approval by the Board of Directors at their next Board Meeting.

Section 6:

The duties of the Board will be:

- To appoint officers from the Board

- To serve as trustees for the organization

- To propose direction for the organization

- To propose changes in the by-laws of the organization

- To prepare a financial report

- To appoint an auditor and approve the auditor's report

- To approve the annual program for the SWMF

- To organize/approve all ancillary activities

ARTICLE 5: OFFICERS

Section 1:

Following their appointment at the Annual General Meeting, officers will serve a two year term of office.

Section 2:

Duties:

- a. The Chair will preside at all meetings and shall have such usual powers of supervision and management as may pertain to the office, and perform other duties as may designated by the Board.
- b. The Vice-Chair will perform all duties of the Chair in the absence of the Chair.
- c. The Treasurer will:
 - i. Keep a written record of cash receipts and disbursements and report these as required by the Board.
 - ii. Implement financial controls and procedures that are consistent with good business practices.
 - iii. maintain appropriate bank accounts
 - iv. Keep such other records as may be necessary to manage the financial affairs of the organization.
 - v. invest money at the direction of the Board
- d. The Secretary will keep minutes of the meetings of the Executive Committee, Board of Directors, the AGM, and handle correspondence as requested.
- e. The signing officers for the organization will be two of the Chair, Vice-Chair, Secretary and Treasurer.

ARTICLE 6: BOARD APPOINTED COMMITTEES – STANDING COMMITTEES

Section 1:

Each committee shall have one Director as well as an appropriate number of volunteers. Each committee shall keep minutes of all decisions made at meetings and shall submit minutes and any recommendations to the Board of Directors for approval by Board motion.

Section 2:

EDUCATION COMMITTEE

The Education Committee is made up of Board members and community volunteers interested in musical education and the development of musicians and music opportunities in the region. It plans and implements educational activities and programming at the annual festival and throughout the year, liaises with schools and Boards of Education, and with music teachers and individuals involved with music in the schools. The Education Committee works in partnership with the Artistic Director and Program Committee to organize Master Classes and school performances.

Section 3

HOSPITALITY COMMITTEE

This committee is led by a Board member or Community Volunteer, and is responsible for organizing SweetWater Music Festival receptions approved by the Board of Directors, and hospitality for performers at the annual festival and other SweetWater events. This committee may also help with special events as required.

Section 4:

FUNDRAISING AND MARKETING COMMITTEE

This committee is responsible for researching funds, directing which grants are to be applied for, liaising with potential donors and finding new sources of revenue.

The committee oversees the design, printing, numbering, distribution, sales of all SWMF tickets, and reviews records of tickets sold. The committee provides a report of ticket sales, audience attendance and composition, following each SweetWater Music Festival.

It plans and oversees media contacts and advertising for SweetWater events, the production of the SWMF Brochure and weekend printed program, as well as any other promotional initiatives, which may occur from time to time.

The Artistic Director and Associate Artistic Director and SweetWater Manager will be part of this committee.

Section 5:

Ad Hoc Committees may be created from time to time, depending on the needs of the Board.

Section 6:

Vacancies

Apart from the ending of a regular term of office, an unanticipated vacancy on the Board may arise if:

- a) the director by notice in writing to the Chair of the Corporation resigns from his or her position as director,
- b) at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office;
- c) the director dies; or
- d) a director is absent for three (3) successive meetings without a valid reason, causing the Chair of the Board to contact the Board member and bring a recommendation to the Board for action.

Section 7:

Filling Vacancies:

- a) If the vacancy occurs as outlined in Section 6 above, it may be filled upon the vote of a majority of the directors and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term.

ARTICLE 7: PROPERTIES

Section 1:

The Board may acquire whatever properties are deemed necessary for the purpose of the organization, and own them corporately (tables, music stands, instruments, music, sounds equipment, CDs etc.).

ARTICLE 8: MEMBERSHIP

Section 1:

A membership fee per year, the amount to be established by the Board, will entitle interested persons to attend and vote at the Annual General Meeting.

Section 2:

The Board will decide which other entitlements are connected to membership. Donors will automatically be members.

ARTICLE 9: ANNUAL GENERAL MEETING (AGM) AND ELECTION

Section 1:

The organization will hold an annual meeting at time and place selected by the Board. The purpose of the meeting will be to receive reports, elect directors and conduct such other business as may properly come before it.

Section 2:

The Executive Committee will present a slate of nominees at the AGM. Nominations may be made from the floor at any meeting called for elections. Voting will be in person, or by ballot or by proxy, by members of the organization.

Section 3:

Newly elected officers will assume office at the first Board meeting to be held immediately following the annual meeting.

Section 4:

Meetings of the Board of Directors will be called by the Chair, or in the absence of the Chair, by the Vice-Chair. Approximately 4 to 6 meeting will be held per year, as well as others when deemed necessary.

Section 5:

The Directors may at any time call a meeting of the members for the transaction of any business, the general nature of which will be specified in the notice calling the meeting. Notice shall be given at least 7 days in advance of the meeting.

Section 6:

Meetings Conducted by Email or Other Electronic Medium

Where necessary, the Chair may request that Motions be voted on and approved by the Board via e-mail or other electronic media (e-motion). This would be limited to matters that must be approved immediately and cannot be dealt with at a formal in-person Board meeting. The Chair shall send an email to all Directors stating the reason for the e-motion and providing an outline of the issue to be discussed. The Email Meeting e-motions procedures shall be attached to this initial email. In order for the e-motion to be carried, a quorum of Directors is required. Motions shall be presented, seconded and opened for discussion by following the same rules and procedures followed in regular meetings with the exceptions noted above. All discussions online will be tracked with a subject line related to motion and date. The voting period shall be defined (e.g. 4 days or 4 business days) Each voting member shall e-mail is/her vote to the Chair and to the Secretary. The votes will be tallied and results announced at the end of the voting period along with a list showing the vote of each member. The Chair shall then declare the e-

motion matter closed. A written record of the vote shall be included as an addendum to the Board Minutes to be approved at the next in-person meeting.

ARTICLE 10: AMENDMENTS TO THE CONSTITUTION

Section 1:

The constitution may be amended by a vote of two thirds of the membership attending a meeting called for that purpose. The AGM will also qualify for this purpose as long as notice of any constitutional change has been given in advance of the meeting.

Section 2:

A notice of meeting and particulars of the proposed amendment to the constitution must be published and available to each member of the association at least twenty-one days prior to the meeting at which the amendment will be presented.

ARTICLE 11: DISSOLUTION

In the event that the SweetWater Music Festival is deemed to no longer be a feasible operation, the following measures will be taken:

- a. The full session of the Board recommends such an action to the membership.
- b. Two-thirds of the membership vote in favour of this action.
- c. Once all outstanding debts have been settled, any remaining moneys, properties and documents will go to the Georgian Bay Symphony, or failing that, to a not-for-profit music performance or education organization to be determined by the Board at that time.

Approved by Members at the AGM March 16, 2017