

Kispiox Valley Music Festival Society
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Vision Statement

a festival that captures the warm, close Upper Skeena community spirit at a beautiful venue where a wide variety of music, art, and other creative events provide entertainment, inspiration, and education

Kispiox Valley Music Festival Society

Comp. #1, Site M, R. R. #1

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Constitution and Bylaws

Constitution

Article 1. Name

The name of the Society is:

The Kispiox Valley Music Festival Society
(Hereinafter referred to as the Society)

Article 2. Purpose

The purpose of the Society is:

- to provide musical, creative, and cultural activities to the Upper Skeena community, in order to provide entertainment, inspiration, and education
- to manage the financial and organizational affairs of the annual Kispiox Valley Music Festival, which normally takes place on the last full weekend in July, preceding the August long weekend, at the Kispiox Valley Community Centre Association grounds
- to promote local musicians and other artisans, and introduce diverse creative people and cultures to our community
- to promote open communication, harmony, good vibes, camaraderie, and synergy with all our members and within our communities
- to encourage volunteerism

- to strive to be financially self-sustaining
- to address environmental impacts and create safeguards against negative impacts within our activities
- to be a Society that is respectful, safe, responsible, and inclusive in all our activities
- to strive for an impeccable reputation in our activities

Article 3. Non-Profit

The Society shall be operated as a strictly non-profit organization with the whole of the Society's capital and revenues used solely for its own purposes.

Article 4. Distribution of Income

The Society shall not normally have the capacity to:

- distribute income either directly or indirectly to, or for, the personal benefit of any member of the Society,
- or to declare and pay dividends out of income,
- except by passing a resolution by the Board of Directors (hereinafter referred to as the Board), whereby a member may be contracted to carry on extra work required by the Society.

Article 5. Dissolution

a. Upon the dissolution of the Society, the funds and property remaining shall:

- after payment of all costs, charges and expenses properly incurred in the dissolution, including remuneration of a liquidator,
- and after payment to all contractors of the Society of any arrears of contract fees,
- and after payment of any debts of the Society,

- be distributed to such Societies as shall be designated by the Board with consent from the Voting Membership.
- b. Any such funds or property remaining, which had originally been received for specific purposes, shall whenever possible be:
- returned to the donor,
 - or be distributed to qualified donors or registered charities carrying on work of a similar nature.

Bylaws

Article 6. Membership

- a. The Kispiox Valley Music Festival Society has two types of memberships:
- Voting Members
 - Honorary Voting Members
- b. Every Member shall uphold the Constitution and abide by the Bylaws, Protocols, and Policies.
- c. From time to time, the Membership may grant honorary voting memberships under special circumstances for a specified length of time, as determined on a case by case basis.
- d. To be eligible to vote, each member (16 years and older) will be required to pay annual dues to the Society and will be named a Voting Member.
- e. The annual fee may be amended by a majority vote of the Board.
- f. The membership year coincides with the Society's fiscal year, which is November 1st to October 31st.
- g. In order to maintain voting privileges, a Voting Member must be a member in good standing for **30 days prior to a meeting**.
- h. The Society shall keep an updated Membership register of the names, e-mails, phone numbers, addresses, and date of registration of all the members, and have it available for each meeting.

- i. A Society member may be expelled by a Special Resolution of the Voting members at a General meeting. A brief statement of the reasons for expulsion shall accompany a notice of the Special Resolution. The person who is the subject of a proposed expulsion shall be given an opportunity to be heard at a General Meeting before the Special Resolution is put to a vote.
- j. A person shall cease to be a Member of the Society:
 - when a non-honorary member fails to pay their annual fees,
 - by delivering their resignation,
 - at the date of their death,
 - or upon being expelled by the Society.

Article 7. Board of Directors

Section 7. - 1. Board of Directors' Responsibilities

- a. The Board of Directors consists of four Officers, and three or five Directors elected at the Annual General Meeting by the membership.
- b. The Board shall organize the business of the Annual General Meeting and call any Special General Meetings as they deem necessary.
- c. The Board shall be responsible for the operation of all Society events.
- d. The Board may establish any sub-committees to address particular issues or to perform specific tasks. Members will obtain a consensus within the Sub-committee and will present all findings or recommendations to the Board for a final decision.
- e. The Board shall annually establish a standing Finance, Cost Analysis and Budget Sub-committee of three to five members, two of whom will be the Treasurer and the Festival Coordinator.
- f. The Board shall be responsible for the annual established budget.
- g. The Board shall be responsible for creating and reviewing as needed: Policies, Protocols, Codes of Conduct, and Job Descriptions for Officers, Directors, and Coordinators, and presenting such to the membership for adoption.
- h. Important or controversial changes to Policy shall be taken to the membership for a vote at a General Meeting.

- i. The Board shall appoint Event Coordinators as proposed Events are brought to the Society. These Festival or Event Coordinators shall hold a volunteer administrative position and be Invitees to the Board, but are not voting members of the Board, unless elected as such.
- j. The Board shall be interactive with the membership – taking new ideas to them and reviewing new ideas from them.
- k. The Board shall be responsible for a timely review and update of the Strategic Plan document, with a call for full membership involvement and shall incorporate direction from this plan into their activities.
- l. The Board shall strive to annually establish an Advisory Sub-committee of three to five members, none of whom may be on the Board of Directors
 - to evaluate the Board’s performance and make recommendations for improvement
 - and to assess the Society’s adherence to the Strategic Plan.
- m. The Board shall strive to annually establish Security, Youth Liaison, and Community Outreach Sub-committees. The Security Sub-committee shall communicate and work cooperatively with the RCMP, the Youth Liaison with the High School, and the Community Outreach will include First Nations. Practical application is addressed in a Policy Paper.
- n. The Board shall keep permanent written records of the Society’s activities, such as meeting minutes and important correspondence.

Section 7. - 2. Directors

- a. Directors are required to abide by the Society’s Board of Directors’ Code of Ethics
- b. Directors are expected to attend every Board meeting, arrive on time and not leave early. A Director who misses two consecutive meetings without good cause may be asked to resign.
- c. The Directors are expected to sit on at least one Society Sub-committee but are encouraged to limit themselves to no more than two at one time.

- d. Directors shall be responsible for creating and reviewing as needed: Job Descriptions for Officers, Directors, and Coordinators, and presenting such to the membership for adoption.
- e. Directors shall follow the Director's Job Description.

Section 7. - 3. Officers

a. President

- i. Shall act as Chairperson, or designate the Vice-president or other person to act as Chair if unable to function at any meeting as Chair.
- ii. Shall call, in accord with the Festival Coordinator, a post-Festival General "Review" Meeting within two weeks after the Festival.
- iii. Shall be the one and only spokesperson for the Society unless otherwise delegated.
- iv. Shall follow the President's Job Description.

b. Vice-president

- i. Shall be Chairperson at any General Meeting or Board of Directors' meeting wherein the President is absent.
- ii. Shall designate any Director or other person to assume the Chair if unable to Chair the meeting.
- iii. Shall follow the Vice-president's Job Description.

c. Treasurer

- i. Shall oversee or have custody of, and be responsible for, the collection and disbursement of all monetary funds of the Society.
- ii. Shall have custody of the list of Members, including the names, phone numbers, e-mail and postal addresses with date of registration; be responsible for routine updates of this list; provide the list at each meeting, and forward it monthly to update the Mail List.

- iii. Shall be the Chair of the Finance Sub-committee.
- iv. Shall be responsible for calling a Finance Sub-committee meeting to create, or ensure that a proposed budget is created, for the following year to present at the Annual General Meeting.
- v. Shall follow the Treasurer's Job Description.

d. Secretary

- i. Shall keep detailed Minutes which include the type of meeting, the date, place, time, members and non-members present, who chaired, who recorded, decisions reached, motions tabled, motions passed, and with an outline of the rationale presented to reach the decision, as these notes are a legal document, and may be used to uphold the responsibilities of the Board. Further detail of the format desired is addressed in a Policy Paper.
- ii. Shall have custody of, and be responsible for, the orderly transcription and distribution of the Minutes of the General Meetings and the Board of Directors' Meetings, ensuring the Minutes are kept intact and forwarded to their successor.
- iii. Shall be responsible for the incoming and outgoing correspondence pertaining to the General Membership business and Board of Directors' business.
- iv. Shall ensure a published Agenda prior to meetings, which will be made available to members in the case of General Meetings or Directors in the case of Board Meetings by e-mail (or hard copy on request) at least two days prior to a meeting. Further detail of the format desired is addressed in a Policy Paper.
- v. Shall e-mail a True Copy, or mail a hard copy on request, that contains additions and corrections of the Minutes of General Meetings, to each member, and Board Meeting Minutes to each Director, or provide them at the next meeting.
- vi. Shall publish notice of General Meetings not less than 14 days, but not more than 28 days, prior to the meeting in a public way e.g., on the mail list, with posters at the Kispiox Valley mail boxes and at all three town Postal boxes, as well as in the local newspaper(s).
- vii. Shall follow the Secretary's Job Description.

Article 8. Coordinators and Contract Workers

a. The Festival Coordinator

- i. The Festival Coordinator may or may not be a member of the Board of Directors.
 - ii. Shall oversee operations and finances of the Music Festival.
 - iii. Must not exceed the Membership-established budget for the Music Festival, except in special circumstances to be approved by the Board.
 - iv. Shall be a member of the Finance Sub-committee.
 - v. Shall hold a post Festival debriefing meeting to gather Coordinators' reports, including future budget requests, to aid in planning next year's Festival and to bring to the General "Review" Meeting.
 - vi. Shall follow the Festival Coordinator's job description.
- b. In keeping with the Society's desire to encourage new ideas and creative thought, Coordinators shall serve no more than three consecutive one year terms in the same position (under the philosophy of Learn-Master-Teach), except under extenuating circumstances. Practical application is addressed in a Policy Paper.
- c. The Coordinator positions of Security, Camping, Gate, Grounds, Hospitality, Volunteer, Stage and Sound shall be filled at the first General Meeting of the year after the AGM, or by March 31st of that year. If not, the Board of Directors will call a Special General Meeting to discuss options, including the cancellation of Festival.
- d. In the event of more than one volunteer for a Coordinator position the Board will encourage Co-Coordination.
- e. In divisions with Co-Coordiators (e.g., Gate, Hospitality) the primary Coordinator, or all, shall be suggested by the membership; then determined amongst themselves who is primary; or the primary Co-ordinator shall subsequently suggest the secondary one(s), for the Festival Coordinator and Board approval.

- f. In all matters within a particular Coordinator's jurisdiction, that person shall always be consulted and informed about proposed decisions within their area of responsibility and have involvement in the decision making process.
- g. An Ombudsman should be assigned for every Festival year and shall follow the Job Description.
- h. When a volunteer is not available or advisable for a Festival function e.g., sanitation, at the discretion of the Board, a paid contract is permissible.
- i. When a person has a paid position, they shall not also be a Coordinator in the same division.
- j. Wherever possible paid contracts shall be awarded to capable fundraising, non-profit groups.

Article 9. Meetings

The Society holds the following types of meetings:

- General Meetings
- Special General Meetings
- Board Meetings
- Special Board Meetings
- Event Meetings (e.g., Festival Meetings)

Section 9. - 1. General and Special General Meetings

- a. An Annual General Meeting (AGM) will take place during the month of January, or not more than 15 months from the date of the last Annual General Meeting in accordance with the Society Act.
- b. From time to time, the Board may decide that a Special General Meeting is necessary (e.g., to discuss Cottonwood Safety, to ratify the Constitution, for a bi-election). A majority vote of the Board is required to call a Special General Meeting.
- c. Any five voting members may request that the Board call a Special General Meeting to deal with a Society issue.

- d. Notice of General Meetings shall be given not less than 14 days, but not more than 28 days, prior to the meeting in a public way, e.g., on the mail list, with posters at the Kispiox Valley mail boxes and at all three town Postal boxes, as well as in the local newspaper(s).
- e. Notice of a General Meeting shall specify the date, place, and hour of the meeting. In the case of a Special General Meeting, also the business of the meeting, e.g., Cottonwood Safety.
- f. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any one of the Members entitled to receive a notice does not invalidate proceedings at that Meeting.
- g. Ten Members of the Society shall constitute a **quorum** at a General Meeting.
- h. No business other than the termination of the meeting shall be conducted when a quorum is not present. If, at any time during the Meeting, there ceases to be a quorum present, business then in progress shall be suspended until there is again a quorum present, or until the Meeting is adjourned.
- i. Absentee and proxy voting is not permitted.
- j. Anonymous paper balloting may be permitted at the request of any member and by agreement of a majority vote.
- k. The Order of Business of a General Meeting shall be as follows:
 - 1. Call to Order
 - 2. Determine a quorum
 - 3. Introduce guests and hear their presentation
 - 4. Review and adopt the Agenda
 - 5. Present previous meeting Minutes
 - 6. Present Non-Meeting and E-mail Board decisions
 - 7. Correct Errors & Omissions
 - 8. Adopt the Minutes \ records as amended
 - 9. Business Arising from the Minutes \ records
 - 10. Read Correspondence
 - 11. President's Report
 - 12. Financial Reports
 - 13. Committee Reports
 - 14. Old or Unfinished Business
 - 15. New Business
 - 16. Set next meeting
 - 17. Adjourn

- I. At the Annual General Meeting, the election of the Board of Directors for the Society will take place using Robert's Rules of Order.
 - i. Four Directors will be elected for a one year term acting in the capacity of Officers. These will be President, Vice-president, Secretary, and Treasurer, elected in that order.
 - ii. Three or five additional Directors At Large will be elected for a one year term.
 - iii. Duties commence after the close of the meeting in which they were elected.
 - iv. No Director shall serve more than three consecutive one year terms in the same position (under the philosophy of Learn-Master-Teach). Under extenuating circumstances, or where a special skill set is required, e.g., bookkeeping, at the discretion of the Board, greater time may be allowed to mentor a successor.
 - v. The membership shall vote on acceptance of the Budget from the Finance Sub-committee.
- m. Any changes to the Constitution or Bylaws must be ratified by 75% of the membership present at a duly called Special General Meeting.
- n. The membership, by a Special Resolution, may remove a Director before the expiration of his office and may elect a successor to serve until the next AGM. A brief statement of the reasons for expulsion shall accompany a notice of the Special Resolution. The person who is the subject of a proposed expulsion shall be given an opportunity to be heard at a General Meeting before the Special Resolution is put to a vote.

Section 9. - 2. Board of Director Meetings and Special Board of Director Meetings

- a. The Board of Directors shall meet a minimum of four times per year, but are not limited to that number.
- b. A majority of Directors present at a Board of Directors' meeting will constitute a **quorum**, e.g., five of nine.

- c. No business, other than the termination of the meeting, shall be conducted when a quorum is not present. If, at any time during the Board Meeting, there ceases to be a quorum present, business then in progress shall be suspended until a quorum is again present or until the Meeting is adjourned.
- d. At Board meetings, Directors will strive to reach a consensus, but will be governed by Robert's Rules of Order.
- e. The Order of Business of the Board Meeting shall be the same as Section 9. - 1. - k.
- f. In the event of a vacancy of an Officer or Director, the position may be filled by appointment by the Board of Directors until the next duly called General Meeting
- g. Directors may meet together at such places as they think fit for the dispatch of their business, adjourn, and otherwise regulate their meetings and proceedings in accordance with bylaw requirements and as they see fit.

Section 9. - 3. Event Meetings (e.g., Music Festival Meetings)

- a. The Event (e.g., Festival) Coordinator is responsible for determining the style of the Event meetings.
- b. The participants at the Event meeting may be composed of members and non-members of the Society.
- c. The Board recommends that any voting member of the Event Meeting be a member of the Society.
- d. A **quorum** is five voting members.
- e. Any five voting members may call an Event meeting in accord with the Lead Coordinator, if there is one, or the Society Board.
- f. The Board requires all Event Meetings to have detailed Minutes which include members and non-members present, who chaired, who is recording the information, date, decisions reached, and an outline of rationale presented to reach the decision, as these notes are a legal document, and may be used to uphold the responsibilities of the Board.

- g. Under special circumstances, the Board may be called to attend an Event meeting, and this shall be considered a duly called Board meeting.

Section 9. - 4. Chairing A Meeting

- a. The President or the Vice-president (in the event of the President's absence) shall preside as Chairperson over all General and Board Meetings. The President or vice-president may designate another person to act as Chair at these Meetings.
- b. If there is no Chairperson, or if the Chairperson is unwilling to act in this capacity within 30 minutes after the time specified in the Meeting notice, a majority of the Members (at a General Meeting) or Directors (at a Board Meeting) may elect a Director or another person to act as Chair for the duration of that Meeting.
- c. The Chairperson shall maintain order, and may expel or exclude from any meeting any person for conduct considered, in the opinion of the Chair, to be improper.
- d. The Chairperson shall have jurisdiction over all questions relating to organizational controversy, disputes, or complaints. In the event of disagreement with a ruling, the question shall be put to the General Meeting for the Members to make a decision or to the Board for the Directors to make a decision, which shall be final and binding.
- e. In the event of more than one person desiring to speak at one time, the Chairperson shall determine who is entitled to speak and the Chair's decision is final. The method of determination to be left to the Chair.
- f. The Chairperson shall not allow any person other than a Member at a General Meeting and other than a Director at a Board Meeting, to speak at the Meeting, except at the invitation of the Board of Directors, or on approval of a resolution passed by those Members present.
- g. if a Motion being voted on results in a tie, the Chairperson may cast the deciding vote (but has only one vote), providing they are a member.

Welcome to the KVMFS!

This Constitution and these Bylaws were approved at a meeting of the Board of Directors of the Kispiox Valley Music Festival Society on

February 21, 2010.

Amended at Special General Meetings on

March 21st and April 25th.

And ratified, unanimously, at the membership Special General Meeting

April 25, 2010.

Kispiox Valley Music Festival Society 2010 Board of Directors:

President, Ricki Kneifel _____

Vice-president, Tim Combs _____

(Acting) Secretary, Bonnie J. McCreery _____

Treasurer, Kathy Larson _____

Director, Sandy Harestad _____

Director, Kathy Stockner _____

Director, Angie Combs _____

Director, Dayle Tetreau _____