CANADIAN CELTIC CHOIR (CCC)
BYLAWS

(*These Bylaws have incorporated the recommended regulations and suggestions of the Ontario's Not-for-Profit Corporations Act, 2010 (ONCA)*)

(Approved by motion of the BOD February 18, 2024)

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Further information not outlined in the Bylaws, such as objects of the corporation and the role and duties of the directors, will be found in the CCC Policies and Procedures.

ARTICLE I
CORPORATE PROFILE

1.1 The name of the Corporation will be “Canadian Celtic Choir”, henceforth referred to as CCC.

1.2 The CCC is based in London, Ontario as a registered non-profit organization (Ontario Corporation Registration # 1237235) operated under the leadership of a Board of Directors made up of members of the CCC. Funding of the CCC operations is derived from members’ annual dues and a variety of other activities including, but not limited to, concerts, fundraising, sponsorships, grants and donations.

ARTICLE II
PURPOSE
(From CCC Letters Patent)

2.1 To educate and promote the public’s appreciation of the aesthetic arts by providing Celtic choir musical performances in public parks, senior citizens homes, churches, community centers, educational institutions and other public locations.

ARTICLE III
MEMBERSHIP

3.1 Membership Eligibility

(a) The CCC shall consist of Individual members as defined in the CCC Policy and Procedures.

3.2 Membership Fees

(a) Individual fees for the subsequent operating year will be decided annually.

(b) A CCC member whose fees are paid in full or who has made special arrangements with the Treasurer shall be deemed to be a member.

(c) A member who has asked for an extended leave of absence and who does not currently pay dues shall not be considered a member, but will be reinstated on return of the leave and be considered a member upon payment of dues.

3.3 Membership Privileges

(a) Individual shall be entitled to vote at General Meetings and at the AGM.

(b) Individual members shall be eligible for nomination to any office in the CCC.

ARTILCE IV
MEETINGS

4.1 Annual General Meeting (AGM)

(a) The AGM of the CCC shall be held at such time and in such place as the Board may decide.

(b) The AGM of the CCC shall be held each year for the purpose of:
- (i) receiving the reports and statements of the Board of Directors,
- (ii)) electing directors and officers,
- (iii) transacting any business included on the Agenda prepared prior to the AGM and
- (iv) review of the financial statements.

(c) Notice of the date, time and location of the AGM and the agenda for the AGM shall be made available to all members at least 21 days before the date of the AGM.

(d) The financial report will be sent out to all members at least 21 days before the date of the AGM

(e) All CCC members are entitled to attend the AGM

4.2 Other General Meetings

(a) General Meetings of the CCC shall be held at such time and in such place as the Board may decide.

(b) Notice of the date, time and location of the General Meeting and the agenda for the General Meeting shall be made available to all members of the CCC at least 21 days before the date of the meeting and not more than 50 days before the date of the meeting via email and in-person.

(c) Notice of the meeting shall give sufficient information so that each member is able to make a reasoned decision with respect to such business.

4.3 Quorum for AGM and General Meetings will consist of:

(a) a simple majority (meaning 50%+1) of members, and

(b) a simple majority of the current Board of Directors present at the meeting.

4.4 All CCC members are entitled to attend a General Meeting.

4.5 The Directors may call a special meeting of the members within 21 days on written requisition of at least 1/10th of the members.

4.6. If a general meeting runs overtime, the Chair may choose to adjourn the meeting.

4.7 The Chair of the meeting is the CCC President or another member designated by the President of the members present.

4.8 Voting Procedure at AGM and General Meetings

(a) members physically present can cast one vote per issue.

(b) Decisions shall be determined by a show of hands unless a secret ballot is required.

(c) All decisions shall be determined by a simple majority of the votes cast. In the case of a tie, the chair presiding at the meeting will cast the deciding vote.

(d) The Chair of the meeting shall be the President, Vice President or a member, chosen by the members present.

ARTICLE V
OFFICERS OF THE CORPORATION

5.1 The officers of the CCC corporation (President, Vice President and Treasurer as articulated in the CCC Letters Patent) shall be elected by CCC members in good standing at the AGM.

(a) The President shall be the Chair of the Board.

(b) The Vice-President shall be the Vice-Chair of the Board. If the Chair of the Board is absent or incapacitated, the Vice-Chair of the Board shall assume the duties of the Chair.

ARTICLE VI

BOARD OF DIRECTORS

The Directors shall be elected by the members. The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

The governance of the affairs of the CCC shall reside with the Board of Directors. The Board of Directors will be elected from among the CCC membership at its AGM Board of Directors.

6.1 Voting members of the CCC Board of Directors shall consist of:

(a) President
(b) Vice-President
(c) Treasurer
(d) Directors at Large
(e) Secretary
(f) Past President (in an ex-officio voting role and is not elected).

6.2 Non-voting members of the Board of Directors shall consist of:

(a) the Musical Conductor who shall be appointed by the CCC Board of Directors as an ex-officio, non-voting member of the Board.

6.3 Election of the Board of Directors

(a) CCC members will have one vote each for each at the AGM for the following positions on the CCC Board of Directors:
    (i) President,
    (ii) Vice-President,
    (iii)) Treasurer,
    (iv) Directors at Large (4),
    (v) Secretary

6.4 Term of Office

(a) The President shall be elected for a two (2) year term and shall not serve more than two (2) successive terms in the President role.

(b) The Vice-President shall be elected for a two (2) year term and shall not serve more than two successive terms in the Vice-President role.

(c) The Secretary and Treasurer shall be elected for two (2) year terms. Both may serve an unlimited succession of terms in office.

(d) Directors shall be elected to terms of two (2) years, but may serve an unlimited succession of terms of office if re-elected.

6.5 Duties of Directors

(a) Each Director may be assigned to a specific portfolio(s), committee(s), task force or as an appointee as determined by the Board of Directors at its first Board of Directors meeting after the AGM.

(b) To create and appoint such committees or task forces as may be required to further the purposes and objectives of the CCC. Members of such committees or task forces may, but need not be members of the Board of Directors, and their terms of reference shall be specified upon their creation.

(c) To ratify the appointment of Committee Chairs and to guide both existing committees and such other committees as it may from time to time consider necessary.

(d) To select the Musical Conductor and/or Accompanist, define his/her duties, and review his/her performance on an annual basis. The Board may also remove the Musical Conductor and/or Accompanist or other agents of the CCC at any time by resolution of the Board if a majority of the Directors vote in favour thereof.

(e) To appoint a qualified person to serve the remainder of the term or until the next AGM upon a vacancy occurring of any Director on the CCC Board during the current term of office.

(f) Directors shall be responsible for the duties assigned to them as per the posted Job Descriptions document. They may delegate to others the performance of any or all of such duties.

(g) Contracts, transfers, assignments, obligations and other instruments requiring execution by the CCC may be signed by any two of its Directors. Any Director may certify a copy of any instrument, resolution, by-law or other document of the CCC to be a true copy thereof.

6.6. Remuneration

No Director or officer shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the CCC in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of these capacities.

6.7 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the CCC shall inform the BOD of this conflict. No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

6.8 Resignation or Removal of a Person on the CCC Board Directors

(a) Directors on the CCC Board who submit a written resignation immediately create a vacancy on the CCC Board of Directors.

(b) Any Director of the CCC Board may be removed from office by the CCC Board of Directors, if the Director:
(i) is no longer a member,
(ii) fails to meet the duties of a CCC Director,
(iii) if the Director dies.
(iv) if at a meeting of the Members, a resolution is passed by at least a majority of the vote cast by the Members removing the Director before the expiration of the Director's term of office.
(v) If the Director resigns office by written notice to the CCC, which resignation shall be effective at the time it is received by the CCC or at the time specified in the notice whichever is later.
(vi) A vacancy on the Board shall be filled only by a vote of the members, however, the BOD may suggest a candidate to the membership in order to fill the vacancy.

ARTICLE VII
MEETINGS OF DIRECTORS

7.1 A quorum is required to be present to pass motions of the Board.

7.2 A quorum for Board of Directors meetings will consist of a simple majority of the current Board of Directors.

7.3 Matters arising at any meeting of the Directors shall be decided by a majority vote of those Directors present at such meeting. The Chair of the meeting is to cast the deciding vote if a tie vote occurs.

(a) On occasion when an urgent decision is needed by the Board of Directors an in person or ZOOM meeting cannot be held, a vote may be conducted by email. Email voting on a motion is best suited for motions presumed to be straightforward.

7.4 The Directors may hold their meetings in such place or places as a majority of the Board of Directors may from time to time determine. Additionally, members may access meetings via ZOOM or other electronic media including telephone. A director participating by such means is deemed to be present at the meeting.

7.5 The Board may appoint a day or days in any month or months for regular meetings at an hour to be named, and of such regular meetings, no notice need be sent to the CCC Board of Directors or membership as regular Board meetings are known. Any CCC member is able to attend meetings of the Board.

7.6 On an emergency basis, Directors meetings may be formally called by the Chair of the Board or by the Chair of the Board on direction in writing from a simple majority of Directors with forty-eight hours' notice.

7.7 Meetings of the Board are generally held on a monthly basis when the CCC is in active session, however meetings of the Directors may be called by the President at any time and any place on notice as required by this by-law.

7.8 After giving seven days notice, the Board may appoint a day or days in any month or months for regular meetings at an hour to be named.

7.9 A Directors meeting will be held with notice within a month following the AGM of the Corporation.

7.10 The Directors may consider and transact any business, either special or general at any meeting of the Board.

7.11 Any CCC member may elect to attend meetings of the Board.

7.12 The Chair (President) shall preside at Board meetings. In the absence of the Chair, the Vice President shall preside at Board Meetings.

7.13 Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.

7.14 No error or accidental omission in giving notice of any Board meeting or any Member's meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

ARTICLE VIII
COMMITTEES

8.1 The Board may by resolution establish committees and appoint the Chair of those committees.

8.2 The Chair of each committee must either be a Director or be directly accountable to a Director.

8.3 Each Committee Chair or Director must provide a report about committee activities/plans as requested by the Board of Directors. Committees report to the membership by a written report at the Annual General Meeting.

8.4 The President shall be an ex-officio voting member of all committees.

8.5 There will be a provision for both Standing Committees and Ad Hoc Committees

(a) Standing Committees of the CCC exist from one year to the next and have a continuing function. These shall include but not be limited to the:
(i) Nominating Committee
(ii) Executive Committee
(iii) Finance Committee
(iv) Concert Committee
(v) Strategic Planning Committee
(vi) Governance Review Committee.

(b) Ad hoc committees may be appointed by the President with the approval of the Board of Directors when deemed necessary. The term of office of these committees shall be from the date of appointment until the next CCC AGM. The Chair of each committee will be appointed by the Board of Directors. The members of these committees may be from the Board of Directors or the CCC membership at large. These Ad-hoc Committees are to have a defined mandate as approved by the Board of Directors.

8.6 Nominating Committee

(a) The Nominating committee shall consist of the Past President and at least two other CCC members in good standing. The nominated slate of candidates for Board of Directors will be presented at the AGM for election by CCC members.

(b) The Nominating Committee will coordinate the nominations for the election of the Board of Directors at the AGM.

(c) The nomination process for Board of Directors positions is that:
(i) any CCC member in good standing can submit nominations of CCC members in good standing to the Secretary of the CCC for election; however, consent from nominee(s) must be obtained before nominations can be made,
(ii) the Nominating Committee shall make its' best effort to ensure sufficient nominations for each unfilled CCC Board of Director position,
(iii) nominations of CCC members in good standing will be accepted until 9:00 a.m. the day before the AGM,
(iv) the Nominating Committee will put forward a slate of nominees of CCC members in good standing for unfilled Board of Directors positions to the CCC membership on the day of the AGM at the latest.

8.7 Executive Committee

(a) The purpose of the Executive Committee is to make policy decisions on behalf of the Board of Directors when required by urgent circumstances and the Board of Directors as a whole is unable to meet during the period in which a decision is required.

(b) The Chair of the Board (the President), the Vice-President and the Treasurer of the Board and immediate past Chair (Past President) shall be the Executive Committee of the CCC corporation.

(c) The Chair of the Board (President) shall be Chair of the Executive Committee. The Vice President (VP) will chair the Executive Committee if the President is unavailable.

(d) Three of the four members of the Executive Committee shall form a quorum for the transaction of business of the Executive Committee.

(e) The Chair of the Executive Committee is to cast the deciding vote if a tie vote occurs.

(f) During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the governance of affairs of the CCC.

(g) The Executive Committee shall keep minutes of its meetings. The minutes shall include all action taken by the Executive Committee and shall be distributed as soon as practicable to the Board of Directors.

(h) The Executive Committee may invite other Directors and/or other individuals if required to participate in the discussions of the affairs of the CCC corporation.

(i) All decisions of the Executive Committee will be presented for ratification by the Board at its next meeting.

(j) The Executive Committee will carry out other duties as assigned by the CCC Board of Directors.

8.8 Finance Committee

(a) The Treasurer is the chair of the Finance Committee.

(b) The Finance Committee is responsible for developing and reviewing fiscal procedures, financing plans and the annual budget with other Board members.

(c) The Board must approve the budget. Any major change in the budget must be approved by the Board or the Executive Committee.

(d) Annual reports are required to be submitted to the Board showing income, expenditures, and pending income.

(e) The financial records of the CCC organization are public information and shall be made available to the membership, Board members and the public.

(f) The fiscal year shall be from August 1 of one year to July 31 of the next year.

8.9 Concert Committee

(a) The mandate of the Concert Committee is to coordinate all activities relating to concert planning, coordination and review with oversight from the BOD.

(b) The Board must approve locations and frequency of all concerts.

(c) All contracts required to be signed for concerts and/or guest artists must be signed by a Concert Committee member approved by the Board of Directors.

8.10 Strategic Planning Committee

(a) The objectives of the Strategic Planning Committee are to ensure that the Board and Choir members are positively engaged with the strategic direction of the choir.

(b) The Strategic Planning Committee it will: establish a process to prepare Strategic Planning annual priorities, tactics, responsibilities, and timelines; gather and provide input biannually about the "state" of the Strategic Plan to the Board and propose remedies for shortfalls in the Strategic Plan.

8.11 Governance Review Committee

(a) The mandate of the Governance Review Committee is to develop procedures and policies as are needed, and to review existing policies, procedures, bylaws and handbook to insure optimal governance of the Canadian Celtic Choir.

(b) The Governance Review Committee will review of all CCC documents on a yearly basis. Documents will be revised as is deemed necessary by the Governance Review Committee

(c) All proposed revisions must be approved by the Board of Directors

ARTICLE IX
INDEMNITIES TO DIRECTORS AND OFFICERS

9.1 Every Director of the CCC Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:

(a) all costs, charges and expenses which such Director sustains or incurs in or about any action, suit or proceedings which are brought, commenced or prosecuted against

Him/her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability,

(b) all other costs, charges and expenses which he/she sustains or incurs in or about or relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

ARTICLE X
PROTECTION OF DIRECTORS AND OFFICERS

10.1 No Director or Officer of the Corporation shall be liable for:

(a) the acts, receipts, neglects or defaults of any other Director or Officer or Agent or for joining in any receipt or other act for conformity,

(b) the insufficiency or deficiency of any security in, or upon which any of the moneys of the Corporation shall be invested,

(c) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any moneys, securities or effects of the Corporation shall be deposited,

(d) any loss, conversion, misapplication or misappropriation of or damage resulting from any dealings with any money, securities or other assets belonging to the Corporation,

(e) any loss occasioned by any error of judgment or oversight on such person's part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the office or in relation thereto unless, the same shall happen by or through such person's own willful neglect or default.

10.2 The Directors may rely upon the accuracy of any financial statement or report prepared about the CCC finances as required by law and shall not be responsible or held liable for any loss or damage resulting from any actions based upon such statement or report.

ARTICLE XI
AMENDMENTS OR REVISIONS TO THE BYLAWS

11.1 Amendments to the CCC Bylaws may be proposed in writing by any CCC member at least 30 days prior to a General Meeting or the AGM. Whether the meeting is called for the purpose of considering the proposed amendment(s) or not, such purpose shall be clearly included in the notice calling the meeting and the proposed amendments shall be attached thereto. These amendments or revisions will be placed on the agenda and will be circulated to members on or before the AGM or a General Meeting.

11.2 This By-law may be amended by a majority vote of the Board and the members.

11.3 Proposed amendments will become effective following approval of a simple majority of eligible voting CCC members present at a duly constituted general membership meeting with at least a majority of the current Board of Directors present. (ONCA 11.01)

ARTICLE XII
DISSOLUTION
(From CCC Letters Patent)

12.1 Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada. A majority vote by the CCC Board of Directors will determine which organization is to receive the funds and assets of the CCC.