SASKORCHESTRAS.COM

Bylaws

Reviewed: February 2026

Vision

An enhanced quality of life in Saskatchewan through stimulating a thriving orchestral community. 1

Mission

To foster, support, and represent string and orchestral activities through advocacy, resource sharing, and providing opportunities for learning and growth.

Values

Integrity (fairness, transparency, accountability, management)

Flexibility (responsive, innovative, sensitive to unique community settings)

Openness (welcome, encouraging environment that supports diversity)

1 NOTE: The SOA's definition of an orchestral organization is "a formally organized group of string players that may include wind and percussion players."

BY-LAWS Of the Saskatchewan Orchestral Association Inc.

ARTICLE I – NAME

1. The name of the association shall be Saskatchewan Orchestral Association Inc., hereinafter referred to as the SOA.

2. The Board of Directors of the SOA may hereinafter be referred to as the Board.

ARTICLE II - OBJECTIVES

1. To serve as a resource base and coordinating body for orchestral and string programs in Saskatchewan.

2. To procure funds to make the achievement of the goals and objectives of the SOA possible.

ARTICLE III - MEMBERSHIP ELIGIBILITY

1. Individual - any person who subscribes to the objectives of the SOA and who has an interest in orchestral and string music in Saskatchewan.

2. Group - any organization with an interest in or who participates in orchestral or string activities, and who subscribes to the objectives of the SOA. The SOA may define multiple types of groups to accommodate diversity of membership.

3. Associate - any person with an interest in fulfilling the objectives of the SOA (a person of influence who can possibly advocate for the SOA).

4. Corporate - any incorporated entity or entity representative with an interest in fulfilling the objectives of the SOA (companies that fund).

5. Honorary - any person determined by the Board to meet its criteria.

ARTICLE IV - MEMBERSHIP PRIVILEGES

1. An Individual in good standing shall be entitled to all privileges and benefits of the SOA, including the right to vote on all issues placed before the membership.

2. A group in good standing shall be entitled to all privileges and benefits of the SOA. A group shall be entitled to one vote on any issues placed before the membership.

3. An Associate member shall be entitled to benefits and privileges of the SOA as determined by the Board. Such a membership shall not be entitled to vote at meetings of members.

4. A Corporate member shall be entitled to benefits and privileges of the SOA as determined by the Board. Such a membership shall not be entitled to vote at meetings of members.

5. An Honorary member shall be entitled to benefits and privileges of the SOA as determined by the Board. Such a membership shall not be entitled to vote at meetings of members.

ARTICLE V - DESIGNATED REPRESENTATIVES OF GROUPS TO THE SOA

1. Group Representatives - Each group shall designate one of its members in good standing who will act as that group's official voting representative to the SOA.

2. Each group may also appoint a maximum of two additional representatives to attend SOA meetings. These additional representatives may not vote.

ARTICLE VI - SOA MEMBERSHIP APPLICATIONS

1. Applications for SOA membership shall be submitted and processed in a manner approved by the Board.

ARTICLE VII - MEMBERSHIP DUES

1. Membership Dues shall be determined by the Board and approved by the Membership.

2. Honorary Members shall not be required to pay membership dues.

3. Membership dues shall be valid for one year.

ARTICLE VIII - TERMINATION OF MEMBERSHIP

1. Resignation in good standing - Any Individual and or Group may resign upon giving 30 days prior notice to the SOA, provided all dues and other financial obligations to the SOA have been discharged to the effective date of such resignation.

2. Suspension - Any Individual and or Group whose dues are three months in arrears may be suspended from membership by a majority vote of the Board.

3. Refund - If an Individual and or Group resigns or is suspended from the SOA, such Member shall not be entitled to any refunds.

ARTICLE IX - REINSTATEMENT OF INDIVIDUALS AND OR GROUPS

1. An Individual and or Group of the SOA whose resignation in good standing was previously accepted by the Board may be reinstated under the provisions of new membership.

2. An Individual and or Group who has been suspended for non-payment of dues may be reinstated under the provisions of new membership, after payment of all past obligations to the SOA.

ARTICLE X – MANAGEMENT

1. The management of the SOA shall be vested in a Board of Directors of the SOA elected annually by the Members at the Annual General Meeting of the SOA.

ARTICLE XI – OFFICERS

1. The Officers of the SOA shall be the President, Vice-President, Secretary, and Treasurer.

2. The Board, in its discretion, may appoint other officers to assist with the affairs of the SOA for limited durations.

ARTICLE XII - BOARD OF DIRECTORS

1. There shall be a Board of Directors (Board) consisting of not fewer than 5 (ideally a Past President, a President, a Vice-President, a Secretary, and a Treasurer) and no more than 15 persons, each of whom shall be an individual or designated group representative in good standing of the SOA.

2. The Executive Director of the SOA shall be an ex officio member of the Board of Directors.

3. In an effort to achieve a qualified Board that is reflective of the diverse cultural community, the aim of the organization will be to have directors in place that have demonstrated knowledge of arts and cultural industries, and cultures that represent the entire population of Saskatchewan.

4. All directors shall be:

   (a) Residents of Saskatchewan.
   (b) At least 18 years of age.
   (c) Of sound mind.
   (d) Not be financially bankrupt.

5. Directors shall be elected by ordinary resolution of those eligible to vote in the SOA. The Officers shall be determined by resolution of the Board and shall each serve for a term of two years in that office commencing on the date of the resolution electing him or her.

   (a) In keeping with proper succession, no more than 50% of the Board should have terms expiring in any given year.
   (b) An elected Director is eligible to stand for re-election for a maximum of three successive terms of two years each.
   (c) Following the termination of their service as a member of the SOA Board of Directors that individual is not eligible for re-election for a period of two years.
   (d) A person elected to an officer position may have their service extended to ensure a minimum of two consecutive two year terms.

6. When a director position is officially vacated from the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum, exists recalculated upon the remaining number of the Directors of the Board. It is the responsibility of the President to determine and identify quorum when it is required.

7. The Board shall be responsible for the affairs and business of the SOA. The Board may exercise or cause to be exercised all such acts done by the SOA, in compliance with Provincial Laws and Statutes.

8. The President:

    a) The President chairs every meeting of the Board or meetings of the general membership of the SOA.

    b) The President is an ex officio member of all Board defined committees.

    c) The Vice-President shall preside in the absence of the President, and when doing so, shall possess all of the powers and perform all duties of the President.

    d) If neither the President or Vice-President is available to chair a meeting, the members present shall choose someone from those attending to be the Acting Chair for that meeting.

    e) If the President resigns, or for any other reason relinquishes office, the Vice-President shall immediately assume the position of Acting President and shall continue in that capacity until the next succeeding Annual General Meeting of the SOA.

9. Other Directors shall carry out such other duties and accept such other responsibilities as may, from time to time, be considered necessary by the Board.

10. Signing Authorities - At the first meeting of the Board of Directors following each Annual General Meeting, the Board shall, by majority vote, approve the signing authorities for the SOA for the ensuing year. The names of such signing authorities shall be recorded in the minutes of that meeting.

11. Remuneration of Directors - No officer or director of the SOA shall receive any remuneration for services other than necessary expenses while wholly engaged on duties approved by the Board. Officers and directors shall be reimbursed for expenses incurred in approved SOA activities at rates set by the Board.

12. Resignation of Directors/Officers - Any Officer or Director resigning from the Board must communicate directly with the President. The Board of Directors may, by appointment, replace any Officer or Director who leaves office for any reason between Annual General Meetings. Any appointment shall expire on the date of the next Annual General Meeting.

13. Counsel - The Board may retain Counsel as necessary in the best interests of the SOA.

14. The Board may make policies consistent with these by-laws as it deems necessary or advisable. Any such policies made by the Board shall be available to the general membership of the SOA upon request.

15. Retiring directors shall hold office until the conclusion of their last meeting.

16. A Director may be removed from office upon the President or Vice-President convening a special meeting of the Board at which a resolution is passed by a 2/3 majority of the full board.

ARTICLE XIII - SECRETARY & TREASURER

1. As soon as possible after the Annual General Meeting the newly elected Board shall appoint a Secretary and a Treasurer. The Secretary and Treasurer may be the same person. The Vice-President may temporarily perform the duties of the Secretary.

2. Duties of Secretary - the Secretary shall:

   (a) ensure accurate minutes are recorded and kept for meetings of the General Membership, meetings of the Board and all Board defined committees.
   (b) ensure an accurate record of the names and addresses of all Members of the SOA is maintained.
   (c) ensure appropriate notices of meetings as required.
   (d) ensure correspondence of the SOA is appropriately dealt with.
   (e) ensure all correspondence, documents, records and other property of the SOA is appropriately preserved.
   (f) perform such other duties as the Board or the President may prescribe.

3. Duties of Treasurer - The Treasurer shall:

   (a) ensure that all dues and assessments levied by the SOA are collected.
   (b) ensure that all monies received or collected on behalf of the SOA are promptly deposited in such financial institutions as the Board may designate.

(c) ensure a fully detailed account of all receipts and disbursements to the Board at such time and in such manner as the Board may require.
(d) ensure submission of a detailed statement audited by the Auditors of the SOA to the Annual General Meeting.
(e) ensure submission of a budget to cover general SOA purposes for the ensuing year to the Annual General Meeting.
(f) perform such other duties related to the finances of the SOA as the Board of Directors may designate.

4. Surety Bonds - The Board may require any person or persons involved with the finances of the SOA to be bonded in such amounts and in such manner as the Board may decide.

5. Duties of Secretary and Treasurer may be delegated.

6. If the SOA employs permanent or temporary staff, any or all of the duties of the Secretary and Treasurer may be delegated by the Board to any one or more members of such staff.

ARTICLE XIV - EXECUTIVE DIRECTOR

1. Executive Director - The Board of Directors may employ an Executive Director and shall determine compensation. The Executive Director shall be the chief administrative officer of the SOA and shall be responsible to the Board as a whole. The Executive Director shall perform such duties and assume such responsibilities as the President and/or the Board may from time to time prescribe.

2. Other Staff - The Executive Director may employ such other executive, administrative and technical staff as are authorized and approved by the Board.

ARTICLE XV – COMMITTEES

1. Executive Committee

(a) There shall be an Executive Committee comprising the Past President, President, Vice- President, Secretary and Treasurer.

(b) The Executive Committee shall deal with all matters of business which require attention between meetings of the Board.

(c) The Executive Committee shall keep proper records of all its proceedings including motions and resulting votes. The latter shall be submitted to the Board as information items at the next meeting of the Board.

2. Nominating Committee - The Nominating Committee shall be chaired by the Past-President.

3. Other Committees

   (a) The Board may appoint such other committees as it deems advisable to assist in carrying out the objectives of the SOA.

   (b) The Committees so appointed shall be responsible to and report to the Board within the scope defined for each by the Board.

4. Appointments to Other Organizations - The Board may appoint or recommend the appointment of any person from the Membership to represent the SOA on any government board or agency or any other organization, if, in the opinion of the Board, such appointment will serve the best interests of the SOA.

ARTICLE XVI – MEETINGS

1. Meetings that are virtual shall be treated in the same manner as in-person meetings. Such meetings must be conducted in such a way that all members participating can hear each other at the same time, and rules should be adopted to specify the equipment required to participate, as well as methods for seeking recognition, obtaining the floor, submitting motions in advance, determining the presence of a quorum, and taking and verifying votes.

2. The Annual General Meeting of the SOA shall be held within three months after the end of each fiscal year.

3. Business at the Annual General Meeting shall include:

   (a) Adoption by those eligible to vote of the Annual Report and Audited Financial Statement for the preceding fiscal year.
   (b) Adoption by those eligible to vote of a program of Projects and Activities for the ensuing year.
   (c) Election of Directors for the ensuing year.
   (d) Appointment of Auditors for the ensuing year.
   (e) Transaction of any other pertinent business listed on the published agenda.

4. An extra ordinary general meeting of the SOA may be called at any time by the Board or President. Approval of such a meeting requires a ⅔ majority of the full board.

5. Board of Directors Meetings

   (a) The Board of Directors shall meet and organize within 30 days after being elected.
   (b) The Board shall hold at least 2 meetings each year.
   (c) The Board shall meet upon the call of the President.

6. Committee Meetings - Committees of the SOA shall meet at the call of the Committee Chair or the President.

7. Notice of Meetings

   (a) At least 21 days and not more than 50 days prior to each Annual, notice shall be made available to all Members. Such notice shall set out the purpose of the meeting and the subjects to be considered.
   (b) In a timely manner a notice of each Board meeting shall be made available to each Board Member.
   (c) In a timely manner a notice of each committee meeting shall be made available to each Committee Member.

8. Quorum – Meetings

   (a) At Annual or extra ordinary General Meetings of the SOA, a quorum of the Board as stated in 8(b), plus any 3 other voting Members present shall constitute a quorum.

   (b) At Board meetings, a majority of the Directors shall constitute a quorum.

   (c) At Executive committee meetings, a majority of the Executive Committee Members shall constitute a quorum.

9. Unless specified by the by-laws, the meetings shall be run according to Robert's Rules of Order.

ARTICLE XVII - NOMINATIONS FOR DIRECTORS

1. At least 3 weeks (21 days) prior to each Annual General Meeting, the Nominating Committee shall ensure notice is made available to all Members of a complete list of nominees proposed by the Committee for election to the Board of Directors.

2. Number of Directors to be Elected - The number of persons elected to the Board shall not exceed the number as defined in Article XII (1).

3. Nominations from Membership - The Nominating Committee shall make available, in addition to its list of nominees, a form that provides for additional nominations from the membership. Each such additional nomination must be sponsored by two (2) other Members of the SOA and contain the formal consent of the nominees. These names shall be added to the list of nominees.

ARTICLE XVIII – VOTING

1. Each Individual in good standing shall be entitled to one vote upon all matters placed before the regular membership.

2. SOA Directors shall not delegate their vote to a proxy at any meeting.

3. At all General Meetings, Board of Directors Meetings and Board defined Committee Meetings of the SOA, a majority of votes shall carry a resolution or decide an election, unless otherwise specified in these by-laws.

4. In the event of a tie vote, the motion is defeated.

5. Any vote may be taken by any means at the discretion of the Chair. However, the vote shall be taken by ballot if any voting representative so requests:

   (a) in case of an amendment to these by-laws, the method of voting shall be recorded in the minutes of the meeting;

   (b) in case of the appointment of auditors, the method of voting shall be recorded in the minutes of the meeting;

   (c) in case of election of the Board, the method of voting shall be recorded in the minutes of the meeting;

   (d) in case of approval of any financial statement or auditor's report, the method of voting shall be recorded in the minutes of the meeting.

ARTICLE XIX - ELIGIBILITY FOR ELECTION

1. Any individual in good standing or designated voting representative of a group, in good standing, shall be eligible for election to the Board.

ARTICLE XX - FISCAL MATTERS

1. Fiscal Year - The fiscal year of the SOA shall be from January 1 to December 31.

2. Appointment of Auditor - An auditor shall be appointed each year at the Annual General Meeting of the SOA.

3. Duties of Auditor - The auditor shall review the books, vouchers and accounts of the SOA, certify to the correctness of the balance sheet, examine the securities of the SOA and certify to the SOA‘s assets and the reasonableness of the valuation at which the same are carried.

4. Division of Assets Upon Dissolution - In the event of dissolution of the SOA, and after payment of all indebtedness of the SOA, the funds, investments and other assets shall be donated to a scholarship fund, nonprofit organization, or association or charity designated by the Board.

5. Surplus Funds

   (a) The Board may set aside as a reserve for contingencies or may add to the surplus funds of the SOA either a part or all of the unexpended portion of the budget for general SOA purposes.

   (b) If, in the opinion of the Board, it becomes necessary to expend funds for general SOA requirements in excess of the amount approved in the budget at the SOA‘s Annual General Meeting, the Board, by an affirmative vote of 75% of the all of the Directors, may appropriate the necessary additional funds from any surplus of the SOA.

ARTICLE XXI - SPECIAL PROGRAMS

1. Special programs and/or projects may be undertaken within the SOA involving all Members or particular groups of Members. The Board shall prescribe the terms and conditions under which any such programs or projects may be undertaken.

ARTICLE XXII - BY-LAW CHANGES

1. These by-laws may be rescinded, altered or added to by a Special Resolution passed by a 75% majority vote of those eligible to vote present at any General Meeting of the SOA.

2. Not fewer than 21 days' notice shall be given to all those eligible to vote on any Special Resolution proposing changes in the by-laws.

3. Any alteration or addition to these by-laws approved at a General Meeting of the SOA shall be made available to each of those eligible to vote within 60 days from date of approval.

ARTICLE XXIII - LOCATION OF OFFICE

1. The principal office of the SOA shall be determined by the Board.

ARTICLE XXIV – LIMITATIONS

1. Unless submitted to and approved by the Board, no recommendation, representation or report of any officer, director, committee or member of the SOA shall be binding upon the SOA, nor be considered as representing the opinion or policy of the SOA.

2. These By-laws are subject to the provisions of the Government of Saskatchewan.