Joie de Vivre Choir

Joie de Vivre Choir of Winnipeg By-Laws

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By-Laws

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ARTICLE I – NAME AND PRINCIPAL OFFICE

I.1. NAME

The name of this organization shall be Joie de Vivre Community Choir, inc. of Winnipeg, hereinafter referred to as JDV.

I.2. PRINCIPAL OFFICE

The principal office of the JDV shall be at the City of Winnipeg, in the province of Manitoba.

ARTICLE II – OBJECTIVES

II.1. OBJECTIVES

A. The primary purpose of JDV is:

i. To be a community of choristers and friends, bringing the joy of choral music to both those who sing and those who listen.

B. The primary mandate of JDV is:

i. To promote and enhance public interest in and appreciation for choral music;
ii. To foster goodwill and community spirit through musical performances;
iii. To maintain excellence in both training and performance.

C. JDV shall be carried on without the purpose of financial gain for its members, and any profits or other accretions to the organization shall be used to promote its objectives.

ARTICLE III - MEMBERSHIP

III.1. ELIGIBILITY

Membership in JDV is open to any singer, without audition, who:

i. Loves to sing;
ii. Agrees to support the objectives of the choir;
iii. Complies with the By-Laws of JDV and the policies as set by the Board of Directors, hereinafter referred to as the Board, from time to time;

iv. Contributes to the achievement of the objectives and participates in the activities of JDV according to their own abilities;
v. Has paid all dues and fees as set by the Board from time to time.

III.2. TERMINATION OF MEMBERSHIP

An individual's membership in JDV may be terminated by the Board if the member:

i. Fails to adhere to the objectives of JDV;
ii. Fails to adhere to the policies as established by the Board and ratified by the membership

Prior to termination of an individual's membership, the President shall notify the member in writing, either by hand or by email, of the reason(s) for the proposed termination at least fourteen (14) days prior to the Board meeting at which the motion to terminate the individual's membership will be considered. The member or their representative shall be entitled to attend that Board meeting to make representations as to why their membership should not be terminated. A vote on the motion to terminate the individual's membership shall be conducted by secret ballot and be supported by a sixty-six percent (66% or 2/3) majority of the votes cast for the motion to be carried.

III.3. MEMBERSHIP YEAR

The membership year of JDV shall commence on July 1 and shall end on June 30 of each year.

III.4. FEES

The Board shall establish membership fees by resolution.

No person shall be denied membership because of an inability to pay the full amount. If any person is unable to pay the full amount they should notify the Treasurer of the amount they are able to pay. This information is to remain confidential, but the Treasurer will notify the Board of the agreed upon amount.

III.5. MEMBERSHIP LIST

The list of members shall:

i. Be published on JDV's website for use by other members of JDV, and in conjunction with public performances. Any member not wishing to be listed shall notify the Board

in writing, either by hand or by email, and this information shall remain confidential;
ii. Be maintained by the Secretary of the Board.

III.6. MEMBER IN GOOD STANDING

A Member is in good standing when the Member has paid their membership fees and membership has not been terminated.

III.7. DISTRIBUTION OF BY-LAWS

The By-laws will be posted to JDV's website. Members will be notified of any amendments, which shall also be posted to JDV's website.

ARTICLE IV – BOARD OF DIRECTORS

IV.1. BOARD OF DIRECTORS

The Board of Directors of JDV shall consist of up to thirteen (13) members: (President, Vice-President, Treasurer, Secretary, seven (7) Directors at Large, Librarian (ex-officio), and Music Director (ex-officio)). Each of whom, with the exception of the Music Director and Librarian, shall be elected by the Members at Members' Meetings.

The Music Director and Librarian are appointed by the Board and shall be non-voting members of the Board.

The Board of Directors shall have the authority to make decisions and establish administrative policy and procedures as necessary for the effective operation of JDV.

In exercising their authority and discharging their duties, the Board shall:

i. Act honestly and in good faith with a view to the best interests of JDV;
ii. Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

IV.1b. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary, and Music Director. The Committee shall plan agendas for board meetings, carry out emergency & unusual business between Board meetings, report to the Board on actions taken between board meetings, and carry out other duties as assigned. The Executive Committee

may meet in person, electronically, or virtually.

IV.1c. OFFICERS OF THE CORPORATION

The Officers of the Corporation shall consist of the President, Vice-President, Treasurer, and Secretary. If, for any reason, the Office of the Vice-President, Secretary, or Treasurer becomes vacant during the term of the person appointed to that position by the board, the President may appoint a replacement to that Office on the same terms and conditions but such appointment shall not extend past the date of the next regular meeting of Members.

IV.2. ELIGIBILITY

Any member of JDV in good standing is eligible to stand for election to a position on the Board of Directors. The member's eligibility must also conform to the Canada Revenue Agency guidelines.

IV.3. TERM OF OFFICE

Members of the Board of Directors shall serve a term of two (2) years with option of renewal. No Director may be elected for consecutive terms in aggregate greater than six years, except as otherwise resolved by Board Members.

The Music Director and Librarian shall serve on the Board until such time as they choose to leave or are dismissed by the Board as governed by section IV.4 of JDV's By-Laws.

IV.4. BOARD OF DIRECTOR VACANCY

A Board of Director office may be considered vacant if:

i. At a Special Members' meeting, a resolution is passed by sixty-six percent (66% or 2/3) majority of Members present that the Director be removed from the Board of Directors;
ii. If the Board Director resigns their office by delivering a written resignation, either by hand or by email, to the President or Secretary of JDV;
iii. If the Board Director is found by a court to be of unsound mind or is otherwise an ineligible individual;
iv. On death.

In the event of a Board vacancy, the Board of Directors by a simple majority vote may appoint a new Director, provided they are eligible, for the balance of the term. Such appointment shall then be ratified at the next Annual General Meeting. At their ratification, the new Director will begin their two (2) year term of office.

IV.5. REMOVAL OF A DIRECTOR

The Board must follow the following procedure to remove a Director:

i. A motion to remove must be presented at a meeting of the Board or Directors before the Special Members' meeting at which the motion to remove the Director will be considered;
ii. The Special Members' meeting at which the motion to remove a Director is considered must have a quorum without counting the Director and/or Member who brought the motion, or the Director who is the subject of the motion, neither of whom may vote on the motion;
iii. A vote on the motion to remove a Director shall be conducted by secret ballot and be supported by a sixty-six percent (66% or 2/3) majority of the votes cast for the motion to be carried.

IV.6. MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board of Directors may be held at any time and place, at least two (2) times per fiscal year, to be determined by the President in consultation with the Music Director, with all reasonable care taken to ensure that all Board Members can be available, or, at the least, a quorum of Board Members can be available. Meetings may be held virtually or electronically when it is not possible for Board Members to be physically present.

Seven (7) days notice of Board meeting shall be given to each Director.

Meetings may be held on shorter notice if all Directors are in attendance or if those Members not in attendance have given their prior consent for the meeting to take place.

IV.7. QUORUM AND VOTING

Fifty percent (50%) of available current acting Board Members shall constitute a quorum for the purpose of conducting business.

Each Member of the Board, excluding the Music Director and Librarian, has one vote.

Any Board Member may request a vote by secret ballot. If the meeting is being held electronically or virtually the Board of Directors must agree upon an appropriate process. Matters arising at a meeting of the Board of Directors shall be decided by a simple majority of votes cast, except in the case of a resolution to remove a Board Member from office as outlined in section V.5 of the By-Laws above.

In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the President, in addition to an original vote, shall have a second or casting vote.

A resolution in writing, signed by all the Directors and/or Member entitled to vote on that resolution at a meeting of Directors or Members, is valid as if it had been passed at a meeting of Directors or Members and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first Director or Member signed the resolution.

Absent Board Members shall be notified of any decision(s) made as soon after the meeting at which the decision(s) was made within fourteen (14) days.

IV.8. EMERGENCY DECISIONS

Individual issues that require immediate resolution may be resolved in the following ways:

i. By polling all Board Members by telephone or email;
ii. By meeting at a rehearsal where a quorum of Board Members is present.

IV.9. REMUNERATION OF BOARD OF DIRECTORS MEMBERS

Board Members are to serve without remuneration, with the exception of the Music Director who shall receive an honorarium, the amount of which shall be regularly reviewed and determined by the Board. No member of the Board may receive, either directly or indirectly, any profit from their position as a Board Member.

A Board Member may be reimbursed for reasonable expenses incurred in the execution of their duties on behalf of the JDV.

ARTICLE V – DUTIES OF THE BOARD OF DIRECTORS

V.1. BOARD OF DIRECTORS MEMBERS

The Board of Directors of JDV shall consist of up to thirteen (13) members: (President, Vice-President, Treasurer, Secretary, seven (7) Directors at Large, Librarian (ex-officio), and Music Director (ex-officio)). Each of whom, with the exception of the Music Director and Librarian, shall be elected by the Members at Members' Meetings. The Music Director and Librarian are appointed by the Board and shall be non-voting members of the Board.

V2. BOARD OF DIRECTORS MEMBER DUTIES

A. President: Shall be the chairperson at all meetings of the Board of Directors, Annual General Meeting, and Special Members' meetings, unless they appoint another Board Member to such a task in their absence, disability, or recusal. The President shall supervise the other Members of the Board in the execution of their duties and be the liaison between the Board and the Music Director and the Librarian.

B. Vice-President: Shall, in the absence, disability, or recusal of the President, perform the duties and exercise the powers of the President and shall perform such other duties as requested by the Board.

C. Treasurer: Shall receive all revenues of JDV and, subject to the provisions of any resolution of the Board, shall have the care and custody of all the funds and securities of JDV and shall deposit the same in the name of JDV in such financial institution(s) or with such depository or depositories as the Board may direct. They shall keep the books of accounts and accounting records. They shall perform all duties incidental to their office or that the Board may assign to them.

D. Secretary: Shall act as secretary of all meetings of the Executive Committee, Annual General Meeting, and Special Members' Meetings and shall have charge of the minutes and other records of JDV. They shall perform all duties incidental to their office or that the Board may assign to them.

E. Music Director: Is responsible for all decisions regarding the artistic and musical activities of JDV and shall advise the Board on all matters regarding these activities. The Music Director shall be an advisor to the Board of Directors on matters relating to governance and all matters relating to the operation of JDV.

F. Librarian: Is responsible for maintaining the JDV music library, distributing and collecting music from members. They shall perform all duties incidental to their office or that the Board may assign to them. In exchange for their work, the membership fee for the librarian shall be waived.

G. Members at Large: Are responsible for attending all meetings of the Board and executing the duties as assigned to them by the Board.

V3. DELEGATION OF DUTIES OF BOARD OF DIRECTORS MEMBERS

In the case of the absence or inability to act of the President, Vice-President, or any other Member of the Executive Committee, or for any reason that the Board may deem sufficient, the Board of Directors may delegate all or any of the powers of such a Director to any other

Director for the time being.

V4. INDEMNITY

Every Board Member and their heirs, executors, and administrators, estates, and effects, respectively shall at all times be indemnified and saved harmless out of the funds of JDV from and against:

i. All costs, charges and expenses whatsoever that such Board Member sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against them for or in respect of any deed, act, matter, or thing whatsoever made, done, or permitted by them in or about the execution of their office;
ii. All other costs, charges, and expenses that such Board Member sustains or incurs about or in relation to the affairs of JDV except such costs, charges, or expenses as are occasioned by their own willful neglect of default.

ARTICLE VI – GENERAL AND SPECIAL MEETINGS

VI.1. ANNUAL GENERAL MEETING

The Annual General Meeting shall be held once in respect of each fiscal year of JDV within fifteen (15) months after the preceding Annual General Meeting, typically in the Fall of each year.

The Annual General Meeting shall be held at any place and on such date and time as determined by the Board, whether in person, electronically or virtually.

At the Annual General Meeting the following business will be conducted:

i. Adoption of minutes from previous Annual General Meetings;
ii. Report from the President;
iii. Financial report from the Treasurer, including a presentation of financial statements;
iv. Report from the Music Director;
v. Report from the Librarian;
vi. Electing or confirming the members of the Board;
vii. Amendment of By-laws;
viii. Other business that is either specified in the meeting notice, or that arises.

VI.2. SPECIAL MEETINGS

Special Meetings may be called by the President at their discretion or upon the written request of not less than ten (10) members. All members shall be notified of the Special Meeting at

least fourteen (14) days prior to the meeting. A Special Meeting may be held at any place and on such date and time as determined by the Executive Committee.

VI.3. EMERGENCY MEETINGS

A meeting of the members may be called with less than fourteen (14) days notice by the Board or the President when, in their opinion, an urgent matter relating to JDV needs to be considered by the membership.

VI.4. NOTICE OF MEETINGS

Each member is to be given at least fourteen (14) days effective notice of a meeting of the members of JDV, except in the case of an Emergency Meeting where the notice will be less than fourteen (14) days. Notification may be made by mail or electronically.

The notice of the meeting will state the general nature of the business to be transacted at the meeting.

Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

VI.5. ERRORS OR OMISSIONS IN NOTICE

Provided that reasonable efforts are made to comply, an error or omission in giving notice of any meeting shall not invalidate such meetings or make void any proceedings or resolutions passed at such meetings.

VI.6. QUORUM

Thirty percent (30%) of eligible members shall constitute a quorum of any meeting of members for all purposes. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

VI.7. VOTING

All members in good standing shall be entitled to one vote at Members' meetings and all decisions at each Members' meeting shall be taken by the affirmative votes of the Members present at the commencement of such business.

In the event of an equal vote at any Members' meeting, either upon a show of hands or by secret ballot, the President (or Chair of the meeting) shall cast the deciding vote.

VI.8. RESOLUTIONS

A resolution, except to amend the By-Laws of JDV or remove a Member of the Board, may be passed by a simple majority of votes cast by members present at a Members' meeting.

A resolution to amend the By-Laws of JDV or to remove a member of the Board must be supported by a sixty-six percent (66% or 2/3) majority of the votes cast by members present at a Members' meeting.

ARTICLE VII – SIGNING AUTHORITY

VII.1. OFFICIAL DOCUMENTS

Any Board Member(s) who has been authorized by a resolution of the Board to sign documents may sign any document on behalf of JDV that requires a signature, other than a cheque drawn on the bank account of JDV.

VII.2. CHEQUES and EFTs

The Officers of the Corporation (the President, Vice-President, Treasurer, and the Secretary, or as appointed) shall be authorized Officers for the purposes of signing cheques or approving electronic fund transfers (EFTs).

ARTICLE VIII – SPECIAL COMMITTEES

VIII.1 SPECIAL COMMITTEES

The Board from time to time may constitute Special Committees, as they deem necessary or desirable to carry on the affairs of JDV.

The Board may appoint members to a Special Committee who will hold their office at the will of the Board, or may appoint a committee Chair and authorize them to appoint the members of the Special Committee.

At the time any Special Committee is constituted, the Board will determine the terms of reference, the requirements for membership, and the duration of the Special Committee. All Special Committees shall report to the Board through a liaison that is either appointed by the Board or determined by the members of the Special Committee. The liaison shall not be a voting member of the Board, with the exception of a sitting Board Member who has been appointed as the Chair of a Special Committee. They will not be eligible to vote on a resolution brought to the Board based on the work of their Special Committee.

The Board shall receive final reports and recommendations by the Special Committee for any actions that need to be taken based on the nature of the Special Committee's work.
The Board maintains the right to exercise the final decision, through a simple majority vote, of any actions to be taken as a result of the work completed, either in part or in full, by the Special Committee.

ARTICLE IX – FISCAL YEAR

IX.1. FISCAL YEAR

The fiscal year of JDV shall be from July 1 until June 30 of the year following.

ARTICLE X – CORPORATE GOVERNANCE

X.1. RULES OF GOVERNANCE

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern JDV in all cases to which they are applicable and in which equivalent rules are not provided for in these By-Laws or in any special rules of order that JDV shall from time to time have adopted.

ARTICLE XI – AMENDMENT OF BY-LAWS

XI.1. AMENDMENTS

The By-Laws of JDV may be amended or replaced at an Annual General Meeting or Special Members' Meeting, called for the purpose, by a sixty-six percent (66% or 2/3) majority affirmative vote of members present at such meeting.

Notice of the proposed amendment or replacement must be given to members no less than fourteen (14) days prior to any meeting called to consider the proposed amendment or replacement.

ARTICLE XII – DISSOLUTION

XII.1. DISSOLUTION

JDV may be dissolved at any time by the consent of not less than sixty-six percent (66% or 2/3) majority affirmative vote, through a secret ballot, of the members present at a meeting duly called for the purpose of considering the dissolution of JDV.

XII.2. DISTRIBUTION OF ASSETS

After the organization is dissolved and all its debts are paid, its remaining property will be distributed or disposed of to qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada).

The above By-Laws were presented to and adopted by the membership of the JDV at a properly constituted Annual General Meeting held on October 18, 2025.

President

Vice-President

Donna Jones

Secretary

Treasurer