

By-Law No. 1

A By-Law relating generally to the transaction of the business and the affairs of the Manitoba Highland Dancers' Association Inc.

Be enacted as a By-Law of the Manitoba Highland Dancers' Association Inc. (hereinafter called MHDA) as follows:

1. Registered Office

The directors may from time to time by resolution fix the location of head office of corporation within the place in Manitoba designated as such by the articles of MHDA or by special resolution of the directors.

2. Corporate Seal

The seal of the MHDA shall be such as the directors, made by resolution from time to time adopt.

3. Fiscal Year

The fiscal year of the MHDA shall commence August 1st and expire July 31st of the following year.

4. Membership

a) Full Membership

Any individual (18 & over by October 1st of the current membership year) or family (with dancers under the age of 18) resident in Manitoba shall be eligible for a Full membership in the MHDA upon:

- i. Completion of the MHDA application form and;
- ii. Payment in full of the membership fee as prescribed in paragraph 4(g) of this By-Law and;
- iii. Completion of the fund raising requirements as determined from time to time by the directors of the MHDA.

A Full membership has full voting privileges in the MHDA. A Full Membership dancer is eligible to enter competitions.

b) Associate Membership

Any individual (18 & over by October 1st of the current membership year) or family (with dancers under the age of 18) resident in Manitoba shall be eligible for associate membership in the MHDA upon:

- i. Completion of the MHDA application form and;
- ii. Payment in full of the prescribed membership fee as prescribed in paragraph 4(g) of this By-Law;

An associate member may not hold elected office in the MHDA nor have voting privileges. An associate member may participate in dance outs.

c) Honorary Life Membership

The Directors may bestow an Honorary Life membership on any member who they deem has met the criteria for such an award. Said membership shall retain the right to vote on all motions at all meetings of the MHDA membership and to receive notice of all meetings. An Honorary Life membership has full voting privileges and may be elected to office in the MHDA.

d) Highland Dance Teachers Membership

Any qualified highland dance teacher shall be eligible for a Teachers membership in the MHDA upon:

- i. Completion of the MHDA application form and;
- ii. Payment in full of the prescribed membership fee as prescribed in paragraph 4(g) of this By-Law;
- iii. Payment in full of the prescribed ScotDance MB fees

A Teachers membership may not hold elected office in the MHDA but has voting privileges.

A Teachers Membership does not include the privilege of entering a closed competition.

e) Voting

Each membership entitled to vote shall have one vote per motion per membership at each meeting of the MHDA membership. This may also include an electronically communicated vote received prior to the meeting

f) Term

All memberships shall be effective from October 1st to September 30th of the following year.

g) Annual Dues

- i. Each Full membership shall pay an annual fee as approved by the membership at a duly constituted membership meeting; This fee will be:
Families with one dancer \$70, each additional dancer will be \$50
- ii. Each associate membership shall pay an annual fee of \$30
- iii. Each Honourary Life membership shall pay no fees or dues.
- iv. Each teacher's membership shall pay an annual fee of \$30.

h) Penalties

All membership not renewed by September 30th shall be subject to an additional fee or penalty equal to the prescribed fee for that year. There shall be no penalty levied for late renewals of Associate memberships.

i) New Memberships

New memberships shall be accepted in the MHDA at any time during the year without penalty. A new membership shall be defined as an individual (18 & over by October 1st of the current membership year) or family (with dancers under the age of 18) resident in Manitoba who has not belonged to the MHDA within the 24 month period prior to their present application. All new memberships issued after April 1st, shall be entitled to a membership until September 30th of the following year.

j) Discipline

Any member exhibiting conduct in conflict with the aims & objectives constituted by the MHDA shall be subject to a review by the Ethics Committee.

k) Volunteers

- i. Full members living further than 100kms outside Winnipeg city limits are required to volunteer for a minimum of one 1/2 day competition and 1 shift at the annual fundraiser.
- ii. All other full members are required to volunteer for a minimum of two 1/2 day competition and 1 shift at the annual fundraiser.
- iii. New full members with dancers in primary or beginner are required to volunteer for a minimum of one 1/2 day competition and 1 shift at the annual fundraiser.

5. Elections

a) The Board of Directors

A minimum seven member Board of Directors shall be elected each year at the Annual General meeting of the MHDA.

b) Voting

Each membership entitled to vote shall cast only one vote per membership for each position to be elected.

c) Officers

Five Officers shall be elected from the membership. The Officers shall be elected in the following order:

President
Vice-President
Competition Coordinator
Treasurer
Secretary

d) Directors-At-Large

- i. A minimum of two Directors-At-Large shall be elected from the membership. The Directors shall be elected to the following Committees:
1-Fundraising
1-Membership

Additional Directors as required from time to time may be appointed by the Board of Directors

i.i. **Technical Advisor**

At the request of the Nominations Committee, ScotDance Manitoba shall present a candidate(s) suitable for the appointment as a Director of the MHDA and to serve on the Board as the Technical Advisor but without a vote.

6. Board of Directors

a) Meetings

The Board of Directors shall meet at least the same number of times between September and June as there are competitions in that period

b) Chairman

The MHDA immediate Past-President shall be appointed to chair of the Board of Directors. The Chair shall be entitled to vote only in the event of a tie in the voting on any resolution or motion. The Chairman of the Board of Directors must hold a membership that includes full voting privileges.

i. **Immediate Past-President**

The immediate Past-President shall chair the Directors meetings and the nomination committee of the MHDA. The immediate Past-President shall serve as Past-President for a minimum of 12 months following the expiration of his/her term of office. In the event that a President is elected to office for more than one term, the immediate Past-President position shall become vacant.

ii. **Vacancy**

In the event that the immediate Past-President position becomes vacant the Directors may ask any member of the MHDA, excluding current members of the Board of Directors, to become the Chairman of the Board of Directors. The position of Chairman, if required, shall be appointed by the Directors on an annual basis.

c) Quorum

A Quorum of the Board of Directors shall be five of the members of the Board of Directors consisting of at least three of the officers and two Directors at Large.

d) Term of Office

Commence October 1 and expires September 30 of the following year.

e) Responsibilities

The Board of Directors shall:

- i. Review, set and approve the Annual Budget of the MHDA;
- ii. Form and establish the guidelines for all committees of the MHDA excluding the standing committees as defined by this By-Law;
- iii. Approve the appointment of all members to all committees.
- iv. Approve the Annual Financial Statements;
- v. Establish all policies regarding the operation of the MHDA and all amendments to same;
- vi. Establish the agenda for the Annual General Membership Meeting;
- vii. Consider all other such matters as may come before it.

7. Officers

a) Duties and Responsibilities

It shall be the duty of the officers to:

- i. Review the financial affairs of the MHDA and to ensure that all accounts have been settled.
- ii. To review committee reports and to ensure that all committees are properly performing their duties.
- iii. To review and set the agenda for the Directors meetings.
- iv. To administer the day to day affairs of the MHDA.

b) Duties of Officers

i. President

The President shall ensure that all officers perform their respective and assigned duties. The President shall be ex-officio on all committees with the exception of the nominating committee. In the event that the Chairperson is unable to chair the Directors meetings, the President shall take the chair but in so doing will not be entitled to vote except in the event of a tie. The President (or appointee as approved by the directors) shall act as the MHDA liaison with all other groups and organizations as required.

ii. Vice-President

The Vice-President shall ensure that the organization Newsletter is published regularly and that all special events and other similar matters are conducted in accordance to the By-Laws, policies, rules and procedures of the MHDA. The Vice-President shall assume the duties of the President in the absence or incapacity of the President.

iii. Competition Coordinator

The Competition Coordinator shall chair the competition committee and ensure that all MHDA competitions are conducted in accordance to the By-Laws, policies, rules, and procedures of the MHDA governing such events.

iv. Treasurer

The Treasurer to receive all of the monies due to the MHDA and deposit these into the MHDA bank account. The Treasurer shall be responsible for the presentation for approval of all of the MHDA's accounts and shall prepare for each officers meeting a statement of the financial affairs of the MHDA. The Treasurer shall be responsible for maintaining the accounts, records and other documentation to be reviewed by the finance committee and shall submit the annual financial statement to the membership at the annual general meeting. The Treasurer shall be responsible for the Finance Committee. The Treasurer shall ensure that a budget is presented to the Directors for approval prior to September 15 of each year.

v. **Secretary**

The secretary shall receive, and acknowledge and reply to all correspondence received by the MHDA. The Secretary shall maintain a filing system of all said correspondence received and issued during the year. The Secretary shall attend all meetings of the officers and the Board of Directors as well as the annual general meeting and keep accurate minutes of same. The Secretary shall be familiar with and advise on the proper rules for conduction meetings as established in the By-Laws of the MHDA. The Secretary will ensure that appropriate notice of all meetings of the MHDA is given and that completed minutes of all meetings are presented to the directors within 14 days of the conclusion of each meeting. The Secretary shall be responsible for the membership committee.

8. Standing Committees

a) Competition

The Competition Committee shall consist of the Competition Coordinator and two of the Directors at Large, one of whom shall be the ScotDance Technical Advisor. The Competition Committee shall manage the MHDA competitions and all matters pertaining to the competitions. The Committee shall also appoint from the membership of the MHDA sufficient volunteers to fill the other positions on the committee.

b) Finance

The Finance Committee shall consist of the Treasurer and such members of the membership as may be appointed. The Finance Committee shall be responsible for the financial affairs of the MHDA and will also be responsible for the presentation of a financial report including an audited financial statement to the membership at the annual general meeting and to draft the MHDA budget for presentation to the Directors for approval. The Finance Committee shall ensure that grant applications are prepared and filed within the prescribed deadlines of the granting authority.

c) Fundraising

The Fundraising Committee shall consist of one Director at Large and such members of the membership as may be appointed. The Fundraising Committee shall be responsible for all fundraising activities of the MHDA and shall report directly to the Finance Committee.

d) Membership

The Membership Committee shall consist of one Director at Large and such other members of the membership as may be appointed. The Membership Committee shall be responsible for the collecting of all membership dues, the recording of all membership names and addresses and to ensure that all members have met their obligations to the MHDA as defined.

e) Communications

The Communications Committee shall consist of the Vice-President together with such other members as may be appointed. The Communications Committee shall ensure that all competitions and other events of the MHDA are properly publicized. This Committee shall also be responsible for the publishing and distribution of the MHDA Newsletter.

f) **Nominations**

The Nomination Committee shall consist of the Past-President or Chairman of the MHDA and such other members as may be appointed. The Nominations Committee shall be responsible to ensure that a slate of candidates for election as officers and directors of the MHDA is presented at the annual general meeting.

g) **Special Events**

The Special Events Committee shall consist of such members as may be appointed and shall report directly to the Vice-President. The Special Events Committee shall be responsible for all public events.

h) **Ethics and Policies**

The Ethics and Policies Committee shall be chaired by either an officer or director of the MHDA as approved by the Directors and shall consist of this individual together with such other members of the MHDA as may be appointed. The Ethics and Policies Committee shall be formed with the purpose of reviewing all policies and procedures of the MHDA to ensure they conform with the aims and objectives of the organization. This committee shall also be responsible for the review and settlement of all membership complaints arising throughout the year.

9. Other Committees

The Directors from time to time and as required, may create committees to handle any of the operations of the MHDA and its Directors. Such committees shall be formed by a resolution of the Board of Directors, which shall state its purpose and its time for completion. Such committees are disbanded upon completion of their final report.

10. Removal of Directors and Officers

- a) In the event that a Director or Officer becomes incapacitated or unable to perform their duties as required, the Board may, by resolution passed with a two-thirds majority, excuse the individual member from that position.
- b) Directors and Officers may be removed from the Board if they are not performing their duties as required or if any member of the MHDA complains in writing concerning the conduct of a Director or Officer and such conduct is deemed sufficient by the board of Directors to cause their removal.

11. Resignation of Directors and Officers

In the event that a Director or Officer tenders a written resignation to the Board of Directors, such resignation may be accepted by a simple majority vote on a resolution approving said resignation. In the event that the resignation is not accepted, the Board of Directors shall formally ask the Officer or Director tendering their resignation to reconsider and remain in their position with the MHDA. If this formal request is rejected in writing by the Director or Officer, then the resignation shall become effective immediately upon receipt of that rejection of request.

12. Appointments to Board

- a) In the event of the resignation or removal of a Director or Officer during the term of office, the Board may appoint, from the membership, excluding associate members, a suitable replacement to that position. Such replacement Director or Officer shall remain in office until the end of that term.
- b) In the event that there are insufficient candidates elected at the Annual General Meeting of the Membership to fill all of the positions on the Board of Directors of the MHDA then such positions may be appointed by the elected members of the Board of Directors from the membership, excluding associate members, of the MHDA.
- c) In the event said positions remain vacant the Board of Directors shall have the authority to take whatever action it deems necessary to resolve this problem.

13. Competitions

All competitions of the MHDA, excluding the closed and open championships as defined in paragraph 14 and 15 of this By-Law, shall be subject to the following rules:

- a) All closed competitions of the MHDA will be open only to;
 - i. Dancers under the age of 18 (amended Apr/95) whose parents hold a Full membership in the MHDA for that current year and
 - ii. Dancers over the age of 18 (amended Apr/95) who hold a Full membership in the MHDA.
- b) All competitions shall be conducted pursuant to the Rules of Competition as set down by the Scottish Official Board of Highland Dancing.
- c) The Board of Directors together with the Competition Committee shall develop Rules of Competition for all MHDA competitions to deal with matters that fall outside the Rules as set down by the Scottish Official Board of Highland Dancing. These rules shall be reviewed annually and;
 - i. Published on all competition entry forms, and
 - ii. Approved annually by resolution of the Board of Directors of the MHDA, and
 - iii. All amendments to the competition rules must be approved by resolution of the Board of Directors and clearly identified on the competition entry form as an amendment to the Rules of Competition. Amendments to the competition rules shall also be published in the MHDA Newsletter distributed to the membership of the MHDA and shall be displayed at the registration desk at the competition.

14. Manitoba Closed Championship

The MHDA shall apply to the Scottish Official Board of Highland Dancing for permission to hold the Manitoba Closed Championships and these shall be conducted in accordance with the following rules;

- a) The competition shall be held in accordance to the rules as set down by the Scottish Official Board of Highland Dancing and the ScotDance Canada rules governing the Canadian Interprovincial Championships.
- b) Honoraria will not be paid to any of the dancers.

15. Open Championship

The MHDA may apply to the Scottish Official Board of Highland Dancing to hold the annual Mid-Canada Dancing Championship and such other championships as may be applied for and granted. These shall be conducted in accordance to the following;

- a) The competition shall be conducted in accordance to the rules of the Scottish Official Board of Highland Dancing for such competitions.
- b) Honoraria, as established by the Board of Directors, may be paid.
- c) The Championship shall be subject to the championship rules as established by the MHDA governing such items that fall outside the scope of the Scottish Official Board Rules.

16. Financial Support For Representatives

The MHDA may provide financing to assist the member champions and representatives selected at the Manitoba Closed Championship competition to attend the Canadian Championships.

- a) The level of support shall be determined by a resolution of the Board of Directors and shall be dependent upon the MHDA's financial position. This amount shall be determined when the budget is approved by the Board of Directors.
- b) The amount so determined may be decreased or increased provided it is by resolution of the Board of Directors.

17. Banking

- a) The MHDA's bank shall be appointed as required by the Board of Directors by resolution.
- b) The signing officers for the MHDA for all banking transactions shall be the President, Treasurer, and one other officer as selected by the Board of Directors. Two of the three signing officers must authorize all withdrawals from the bank, with the exception of;
 - i. Transfers of funds between the MHDA's accounts held at the same bank and
 - ii. Purchases of investments at the MHDA's bank provided the proceeds of such investments both Capital and Interest are redeposited to the MHDA's account at their bank.
- c) All funds except cash floats or other miscellaneous cash funds, shall be deposited as soon as possible after their receipt by the Treasurer to the MHDA's bank. All invoices tendered to the MHDA for payment must be approved prior to their payment by the officers.

18. Special Funds

- a) Monies received for any specific purpose as detailed by the Donor at the time of the donation, shall be placed in a separate account and monies shall only be disbursed from that account for that specific purpose. An accounting of all special funds held by the MHDA shall be made on an annual basis.

19. Audit

The MHDA shall ensure that its annual financial statement is audited and presented to the membership at the Annual General Meeting. The audit shall be conducted in one of two ways;

- a) The membership at the Annual General meeting shall appoint a minimum of two and a maximum of four members from the membership who shall form a committee to review the financial statements and all records of the MHDA. The Committee will issue a certificate attesting that the financial statements have been audited and that they properly present the financial affairs of the MHDA or
- b) In the event that the MHDA is unable to select an audit Committee from its membership, the Board of Directors shall appoint an accountant who holds a recognized accounting designation to audit the books, records and financial statements of the MHDA.

20. Funding Raising

All MHDA fund raising events must have the prior approval of the Board of Directors. The Board of Directors may designate by resolution the specific use of any fundraising conducted by the MHDA.

21. By-Laws

The By-Laws of the MHDA may be made, amended or repealed pursuant to Sections 98(1), (2), (3), and (4) of the Manitoba Corporations Act, excepting that the word membership is inserted where the Act reads Shareholder.

22. Robert's Rules of Order

All meetings of the Directors, Officers, or membership of the MHDA shall be conducted in accordance to the Robert's Rules of Order.

Amended: September 25, 2016