

CONSTITUTION OF THE BOARD OF SWEETWATER MUSIC FESTIVAL

AMENDED AS OF APRIL 21, 2022 – 2022 SweetWater Annual General Meeting

ARTICLE 1: NAME

The name of the organization is SweetWater Music Festival (SWMF), Ontario Corporation Number 1726630, with Letters Patent issued February 22, 2007.

ARTICLE 2: OBJECTS

- a. To educate and increase the public's understanding and appreciation of the arts by providing performances of an artistic nature in public places, senior citizens homes, churches, community centres and educational institutions, and by providing seminars on topics relating to such performances.
- b. To provide instructional seminars on topics related to the performing and visual arts.
- c. To produce performing arts festivals for the purpose of education and advancing the public's understanding and appreciation of performing arts and to education artists through participation in such festivals and related workshops.
- d. To create music-based programming and activities accessible via a virtual or online platform throughout the year.

ARTICLE 3: PURPOSE

The purpose of the SweetWater Music Festival is to provide international-standard of classical, jazz, and contemporary music events featuring renowned Canadian and global performers in local settings and to stage a variety of complementary activities both in-person and virtually (online).

This annual September music festival event will take place the third weekend in September where possible of each year, with options to begin the weekend earlier and end it later than the traditional Friday/Saturday/Sunday time span if necessary based on programming and available funding.

From time to time, the Board may undertake other projects and events within the parameters of Article 2.

These events will be carried on without purpose of gain for its members. Any profits or other accretions to the organization shall be used solely to pay for the September music festival event and other events or activities.

ARTICLE 4: BOARD OF DIRECTORS

Section 1:

A Board of Directors, who will be responsible for the fiscal and corporate management and public accountability of the organization in accordance with the laws of Ontario and

/ or Canada or any order of the court, will govern the organization. Board members shall be eighteen or more years of age and members in good standing of the corporation upon election as a Director.

Section 2:

The actions of the Board shall be directed by motion of the Board and recorded as such. Roberts Rules of Order will be used.

Section 3:

The Board will number no fewer than eight (8) Directors and no more than ten (10) Directors.

Fifty percent (50%) plus one of the elected Directors will constitute a Quorum of the Board of Directors.

Directors will be eligible for re-election for a maximum of 2 consecutive, three-year terms. Following a two-year hiatus, the person may stand again for nomination to the Board.

The outgoing Chair will stay on as Past-Chair for 1 year as a voting member of the Board.

Section 4:

There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, all to be appointed at the Annual General meeting. These four will constitute the Executive Committee. Director may assume further responsibilities to be determined by the Board.

Section 5:

The Executive Committee will be responsible for any planning required between Board Meetings. The Executive Committee acts as the Nominating Committee of the Board of Directors and ensures a slate of Directors is prepared for election at the AGM.

Minutes of their meetings as well as any recommendations from those meetings will be presented for approval by the Board of Directors at their next Board Meeting.

Section 6:

The duties of the Board will be:

- To appoint officers from the Board

- To serve as trustees for the organization

- To propose direction for the organization

- To propose changes in the by-laws (constitution) of the organization

- To prepare a financial report

To appoint an auditor and approve the auditor's report

To approve the annual program for the SWMF

To organize/approve all ancillary activities

To approve the hiring or dismissal of key staff and provide oversight and approve contractual arrangements: Artistic Director, General Manager.

To approve the appointment of Interim Board Directors or Executive as required.

Section 7:

Vacancies

Apart from the ending of a regular term of office, an unanticipated vacancy on the Board may arise if:

- a) the director by notice in writing to the Chair of the Corporation resigns from his or her position as director,
- b) at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office;
- c) the director dies; or
- d) a director is absent for three (3) successive meetings without a valid reason, causing the Chair of the Board to contact the Board member and bring a recommendation to the Board for action.

Section 8:

Filling Vacancies:

- a) If the vacancy occurs as outlined in Section 7 above or the opportunity to add a Director to the Board occurs, The Board of Directors can approve the appointment of "Interim Directors" between Annual General Meetings as required. At the next Annual General Meeting, they will be nominated to stand as Board Directors for a full three-year term.

ARTICLE 5: OFFICERS

Section 1:

Following their appointment at the Annual General Meeting, officers will serve a two year term of office.

Section 2:

Duties:

- a. The Chair will preside at all meetings and shall have such usual powers of supervision and management as may pertain to the office, and perform other duties as may designated by the Board.
- b. The Vice-Chair will perform all duties of the Chair in the absence of the Chair.
- c. The Treasurer will:
 - i. Keep a written record of cash receipts and disbursements and report these as required by the Board.
 - ii. Implement financial controls and procedures that are consistent with good business practices.
 - iii. maintain appropriate bank accounts
 - iv. Keep such other records as may be necessary to manage the financial affairs of the organization.
 - v. invest money at the direction of the Board
- d. The Secretary will keep minutes of the meetings of the Executive Committee, Board of Directors, the AGM, and handle correspondence as requested.
- e. The signing officers for the organization will be two of the Chair, Vice-Chair, Secretary and Treasurer.

ARTICLE 6: BOARD APPOINTED COMMITTEES – STANDING COMMITTEES

Section 1:

Each committee shall have at least one Director as well as an appropriate number of volunteers. Each committee shall keep minutes/notes of all decisions made at meetings and shall submit minutes/notes and any recommendations to the Board of Directors for approval by Board motion.

Section 2:

EDUCATION OUTREACH COMMITTEE

The Education Outreach Committee is an advisory body to the SweetWater Board of Directors. The Education Outreach Committee is made up of Board members and community volunteers interested in musical education and the development of musicians and music opportunities in the region. It plans and implements educational activities and programming at the annual festival and throughout the year, liaises with schools and Boards of Education, and with music teachers and individuals involved with music in the schools. The Education Outreach Committee works in partnership with the Artistic Director and General Manager to organize activities including Master Classes, school-based performances/workshops, and online opportunities.

Section 3:

RESOURCE DEVELOPMENT COMMITTEE

The Resource Development Committee is an advisory body to the SweetWater Board of Directors. It is made up of Board members and community volunteers interested in promoting and ensuring the future viability of the Sweetwater. The Committee develops and implements a plan designed to meet the annual fundraising targets established to support the financial needs of the Festival. The Committee works in collaboration with other Board members to solicit financial support from individual and corporate donors, as well as to confirm advertisers to support the Festival. The Committee takes the lead to recognize and appreciate the commitment from individual and corporate patrons, supporters and sponsors/ partners. The Committee works in partnership with the Legacy Committee to ensure coherent community and patron outreach to promote the long-term financial sustainability of the Festival.

Section 5:

HOSPITALITY/VOLUNTEER COMMITTEE

The Hospitality/Volunteer Committee responsible for organizing SweetWater Music Festival receptions approved by the Board of Directors, and hospitality for performers at the annual festival and other SweetWater events. This committee may also help with special events and oversee the recruitment, retention, and utilization of volunteers for various SweetWater events, concerts, and other important initiatives.

Section 6:

AUDIENCE DEVELOPMENT COMMITTEE

The Audience Development Committee is an advisory body to the SweetWater Board of Directors. The Committee is made up of Board members and community volunteers interested in developing new ways to raise awareness about the SweetWater Music Festival and provide and develop new ways to connect to other audiences and organizations locally and beyond. These initiatives will expand SweetWater's audiences, develop new opportunities for collaboration, and introduce SweetWater to others.

Section 7:

BOARD DEVELOPMENT COMMITTEE

The Board Development Committee is an advisory body to the SweetWater Board of Directors. The Committee is made up of Board members and appropriate community volunteers. It has a mission to provide succession planning for the Board through the recruitment of new Board members and to ensure the Board membership is maintained at a level to best address current organizational needs. The Committee also considers ways to expand equity, diversity, and inclusion on the Board moving forward.

Section 8:

Ad Hoc Committees may be created from time to time, depending on the needs of the Board.

ARTICLE 7: PROPERTIES

Section 1:

The Board may acquire whatever properties are deemed necessary for the purpose of the organization, and own them corporately (tables, music stands, instruments, music, sounds equipment, CDs etc.).

ARTICLE 8: MEMBERSHIP

Section 1:

A membership fee per year, the amount to be established by the Board, will entitle interested persons to attend and vote at the Annual General Meeting.

Section 2:

The Board will decide which other entitlements are connected to membership. Donors will automatically be members.

ARTICLE 9: ANNUAL GENERAL MEETING (AGM) AND ELECTION

Section 1:

The organization will hold an annual meeting at time and place selected by the Board. The purpose of the meeting will be to receive reports, elect directors and conduct such other business as may properly come before it.

Section 2:

The Executive Committee will present a slate of nominees at the AGM. Nominations may be made from the floor at any meeting called for elections. Voting will be in person, or by ballot or by proxy, by members of the organization.

Section 3:

Newly elected officers will assume office at the first Board meeting to be held immediately following the annual meeting.

Section 4:

Meetings of the Board of Directors will be called by the Chair, or in the absence of the Chair, by the Vice-Chair. Approximately 4 to 6 meeting will be held per year, as well as others when deemed necessary.

Section 5:

The Directors may at any time call a meeting of the members for the transaction of any business, the general nature of which will be specified in the notice calling the meeting. Notice shall be given at least 7 days in advance of the meeting.

Section 6:

Meetings Conducted by Email or Other Electronic Medium

Where necessary, the Chair may request that Motions be voted on and approved by the Board via e-mail or other electronic media (e-motion). This would be limited to matters that must be approved immediately and cannot be dealt with at a formal in-person Board meeting. The Chair shall send an email to all Directors stating the reason for the e-motion and providing an outline of the issue to be discussed. The Email Meeting e-motions procedures shall be attached to this initial email. In order for the e-motion to be carried, a quorum of Directors is required. Motions shall be presented, seconded and opened for discussion by following the same rules and procedures followed in regular meetings with the exceptions noted above. All discussions online will be tracked with a subject line related to motion and date. The voting period shall be defined (e.g. 4 days or 4 business days) Each voting member shall e-mail is/her vote to the Chair and to the Secretary. The votes will be tallied and results announced at the end of the voting period along with a list showing the vote of each member. The Chair shall then declare the e-motion matter closed. A written record of the vote shall be included as an addendum to the Board Minutes to be approved at the next in-person meeting.

ARTICLE 10: AMENDMENTS TO THE CONSTITUTION

Section 1:

The constitution may be amended by a vote of two thirds of the membership attending a meeting called for that purpose. The AGM will also qualify for this purpose as long as notice of any constitutional change has been given in advance of the meeting.

Section 2:

A notice of meeting and particulars of the proposed amendment to the constitution must be published and available to available to each member of the association at least twenty-one days prior to the meeting at which the amendment will be presented.

ARTICLE 11: DISSOLUTION

In the event that the SweetWater Music Festival is deemed to no longer be a feasible operation, the following measures will be taken:

- a. The full session of the Board recommends such an action to the membership.
- b. Two-thirds of the membership vote in favour of this action.
- c. Once all outstanding debts have been settled, any remaining moneys, properties and documents will go to the Georgian Bay Symphony, or failing that, to a not-

for-profit music performance or education organization to be determined by the Board at that time.