

SOCIETY ACT

CONSTITUTION

1. The name of the society is **Swing West Jazz Society**.
2. The purposes of the society are:

The general purposes of the society are artistic, educational, social and charitable; more specifically the purposes are:

- I. To create opportunities for the study, performance and appreciation of jazz and swing music;
- II. To meet people where they are without judgment;
- III. To provide opportunities to develop skills through excellent instruction;
- IV. To reduce barriers to access for all who are interested;
- V. To champion learning, fun and connection through music;
- VI. To offer music immersion in annual weeklong seminars

BYLAWS

The bylaws of the society are those set out in Schedule B to the Society Act, with the following variations, deletions and additions, as follows:

Part 3—Meetings, added provision for electronic meetings, defined quorum, deleted 3.8, added provision for electronic voting.

3.1 A general meeting must be held at the time and, if applicable, place the Board determines. Meetings may be held in person or through electronic means including teleconferencing, video chat, remote meeting, virtual meeting, web meeting, and web conference. Notice of meetings may also be through electronic means.

3.7 The quorum for the transaction of business at a general meeting is 5 voting members in good standing.

3.17 Voting by electronic means: Should an issue need resolution at a time when a meeting is not feasible, said issues may be presented to the Directors via electronic means which sets out the resolution and provides a timeline for submitting an electronic vote, usually via email. Results shall be noted in the minutes of the next meeting by the secretary.

Part 4—Directors, added new language regarding insurance, requirement of good standing, newly elected take office immediately, how a vacancy is filled and renumbering so that this bylaw reads as follows:

Insurance

4.2 The Society shall purchase and maintain Directors and Officers Liability Insurance having terms that are acceptable to the Board in its discretion.

Election or appointment of Directors

4.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of Directors must elect or appoint the Board. At the time of election, a nominated Director or Officer shall be required to be a member of the Society in good standing.

4.4 The Board of Directors shall be elected by the membership for a term of two (2) years. Each Director shall hold a seat numbered from one to eleven. Even numbered seats are up for re-election in even numbered years and odd numbered seats are up for re-election in odd numbered years.

4.5 Once each year a Nominating Committee of at least three will be appointed by the Chair. The committee shall present its recommendations at the annual membership meeting.

4.6 If there is more than one nominee for any office, the election shall be by secret, written ballot.

4.7 Prior to the election, additional nominations shall be permitted from the floor.

4.8 A majority vote of the members present and voting shall elect.

4.9 Directors shall be elected by position number and those nominees in each position receiving the highest number of votes shall be elected.

4.10 Newly elected Directors shall take office immediately, effective on the date of the election.

Directors may fill casual vacancy on Board

4.11 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office. Vacancy can also occur if a Director is habitually absent, as defined by the Board, from meetings of the Board without sufficient excuse.

Part 6 Board Positions

Relabeled the position of President to be called Chair; position of Vice President to be called Vice Chair, addition of the position of Immediate Past Chair, added 6.8 Role of Immediate Past Chair, so that this bylaw reads as follows:

6.1 Directors must be elected or appointed to the following Board positions, and a Director, other than the Chair, may hold more than one position:

(a)Chair

(b)Vice Chair

(c)Secretary

(d)Treasurer

(e)Immediate Past Chair

6.2-6.7 no change

6.8 The role of the Immediate Past Chair is to:

- (a) Support and defend policies and programs adopted by the Board of Directors.
- (b) Act as support/mentor to the Chair.
- (c) Act as a coach, advisor, and counselor to board members and committees.
- (d) Attend monthly board meetings, chapter events, and committee meetings.

Part 7—Remuneration of Directors and Signing Authority: Added language to further delineate conflicts of interest procedures, added language on signing paper cheques, to read as follows:

7.1 These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

- (a) Any Director or Officer who has a material interest in any actual or proposed contract with the Society shall disclose the nature and extent of his interest in the contract.
- (b) This contract will be referred to the Board for approval even if the contract would not ordinarily require Board approval.
- (c) A Director interested in a contract referred to the Board shall abstain from voting on the contract and shall be absent from that portion of the meeting at which the contract is discussed.

7.2 no change

7.3 A transfer of funds via cheque or other written format must be signed on behalf of the Society by two Directors authorized by the Board.

Labelled Reporting section as **Part 8** and renumbered accordingly. Altered **8.5** 10 day requirement to read as follows:

Providing financial statements and auditor's report to auditor and members

8.5 At least 3 days before the date of each annual general meeting, the Society must send to the auditor and to each member a copy of

- (a) the financial statements that are to be presented at the meeting, and
- (b) the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.

DATED September 07, 2025

APPLICANTS FOR INCORPORATION

Judith Jean Johnston

Name

Signature

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Brewster, WA, 98812 USA

Residential Street address

Terry Robert Hoffman

Name

Signature

Residential Street Address

Catherine Louise Ascroft

Name

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Philip Henry McIntyre-Paul

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Jacob Elias McIntyre-Paul

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David William Myles

Name

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