

MUSIC THERAPY ASSOCIATION OF BRITISH COLUMBIA



By-laws

Approved by the B.C. Government's Registrar of Companies
November 7, 2012

ARTICLE 1: Interpretation

1.1 Definitions.

In these by-laws and in all other by-laws of the Association hereafter passed, unless the context otherwise requires:

- a) "Association" means the Music Therapy Association of British Columbia.
- b) "Member" means a person in good standing pursuant to Article 2.9, who has applied for and who has been granted membership in the Association, within a membership classification as set out in these by-laws.
- c) "Board", unless otherwise defined within these by-laws means the Board of Directors of the Music Therapy Association of British Columbia.
- d) "CAMT" means the Canadian Association for Music Therapy.
- e) "MTA" means Music Therapist Accredited as granted by the Canadian Association for Music Therapy.

ARTICLE 2: Membership

2.1 General.

The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently have become members in accordance with these by-laws and, in either case, have not ceased to be members.

2.2 Admission to Membership.

- a) All applications for membership in the Association shall be made in writing to the board (or such person or persons designated by the board) in such forth as may be approved by the board from time. Upon approval of such application the applicant shall be entered upon the list of members and thereupon become a member. The list of members shall be determinative of membership in the Association.
- b) All MTA, Life, and Graduate applicants must be members in good standing with The Canadian Association for Music Therapy.

2.3 Classifications of Membership.

The duties, rights and privileges of membership are as outlined in these classifications of membership below, and by all other policies and procedures pertaining to membership as determined by the board of directors from time to time. A person shall apply to the Association for membership within the following classifications:

a. MTA is open to all individuals with Music Therapist Accredited (MTA) status as granted by the CAMT. Individuals with MTA status must join as MTA members unless qualified to join under 2.3b, 2.3c, or 2.3d. MTA members must also be a member in good standing of the CAMT and thus abide by the CAMT By-laws and Code of Ethics. Such members are entitled to vote, hold office, and enjoy the other privileges of membership under this classification.

b. MTA Retired/Inactive is open to any MTA who qualifies for membership under 2.3a but who does not maintain a music therapy practice involving any direct music therapy contact hours. Such members are entitled to vote, hold office, and enjoy the other privileges of membership under this classification.

c. MTA Graduate Student is open to all individuals with MTA status as defined in 2.3a who have entered full time graduate or post-graduate studies. Such members are entitled to vote, hold office, and enjoy the other privileges of membership under this classification. Such members must also be a member in good standing of the CAMT and thus abide by the CAMT By-laws and Code of Ethics.

d. Life. The board may appoint any MTA who has rendered distinguished service in the field of music therapy or with connection to any of the objectives of the Association to Life Membership. Life Members do not pay dues but continue to be entitled to vote, hold office, and enjoy the other privileges of membership under this classification. Life members must also be a member in good standing of the CAMT and abide by the CAMT By-laws and Code of Ethics.

e. Student membership is open to full time undergraduate music therapy students who have not yet begun their internship. Such members must provide photocopied proof of current student enrolment from their attending institution. Student members cannot vote or hold office, but shall enjoy the other privileges of membership under this classification.

f. Music Therapist Intern (MTI) is open to interns or recently graduated music therapists who are working toward MTA status as per 2.3a. MTI classification begins when the individual opens their accreditation file and has it approved by the CAMT. The membership is then valid for a maximum of two membership years. Such members cannot vote or hold office but shall otherwise enjoy the privileges of membership under this classification.

g. Associate is open to unaccredited music therapists who no longer qualify for membership under 2.3f. Associate members cannot vote or hold office, but shall otherwise enjoy the privileges of membership under this classification.

h. Honourary. The board may appoint any individual who has rendered distinguished service in connection with any of the objectives of the Association to Honourary Membership. Such members shall not be entitled to vote or hold office but shall otherwise enjoy the privileges of membership under this classification.

i. Corporate membership is open to corporations, businesses, companies, societies, and similar bodies interested in supporting the field of music therapy and in advancing the objectives of the Association. A Corporate member is entitled to appoint a liaison. This person may be appointed to a committee by the President but cannot vote or hold office. Corporate members shall otherwise enjoy the privileges of membership under this classification.

j. Friend membership is open to individuals not trained in music therapy, but who are interested in the field of music therapy and in advancing the objectives of the Association. Friends members cannot vote or hold office, but shall enjoy the privileges of membership under this classification.

k. Complementary membership: the board may appoint any person from a field or profession related to music therapy as a Complementary member. Complementary members will be entitled to membership voting rights, and to hold office in the Association, as the Board sees fit. Complementary members are not required to be CAMT members.

2.4 Rights and Duties of Members.

Every member shall:

- a) pay annual membership dues and fees or as may be determined in accordance with the provisions of these by-laws.
- b) be entitled to receive notice of, to attend and to vote at all meetings of the members of the Association except that Student, Music Therapist Intern (MTI), Associate, Honourary, Corporate, and Friend members shall not be entitled to vote.
- c) sign a statement (electronic or otherwise) that they have read and will comply with these by-laws.

2.5 Dues and Fees.

The board shall determine the annual membership dues and fees for each membership classification of the Association.

- a) The board shall, upon the recommendation of the Treasurer, adjust such membership dues and fees for each of the membership categories of the Association in accordance with the needs of the Association and propose these adjusted membership fees to the membership for their approval by ordinary resolution at the next Annual General Meeting or Special General Meeting of the members of the Association.

2.6 Membership Year and Fiscal Year.

The membership year of the Association shall terminate on November 30 in each year. The fiscal year of the Association shall end on December 31 of each year.

2.7 Good Standing.

A member is in good standing unless the member is in breach of any of the provisions of these by-laws or any rules or regulations made pursuant hereto.

2.8 Termination of Membership.

A person shall cease to be a member of the Association:

- a) by delivering their resignation in writing to the Secretary of the Association or by mailing or delivering it to the address of the Association. A resignation of a member becomes effective on the date the letter of a written resignation is sent to the Secretary of the Association or on the date specified in the letter of resignation, whichever is later.
- b) upon the death of the member.
- c) upon being expelled by CAMT.
- d) upon failure to pay any outstanding dues and fees.
- e) In the event of termination of membership any fees paid shall become forfeit. Such member shall not be permitted to vote, to make nomination, or to hold office in the Association. The said member shall be deemed to have resigned.

2.9 Reinstatement.

A person whose membership has been terminated (except 2.8b and c) or but is otherwise duly qualified for membership under the provisions of these by-laws may at any time apply to the Membership Chair to be restored to membership. The Membership Chair may, upon receipt of any outstanding dues and fees, restore such person to membership in the Association.

2.10 Disclosure of Membership Status.

Where the Membership Chairperson receives an inquiry about the membership status of a person, the Membership Chairperson shall disclose whether or not that person is a member or a former member of the MTABC.

ARTICLE 3: Meetings of Members.

3.1 Annual General Meeting.

- a) The Annual General Meeting of the members of the Association shall be at such place as the Board may determine.
- b) Only members in good standing shall be admitted to the AGM or to a Special General Meeting. Before the opening of the meeting in question, the Membership Chair shall submit in writing a list of the Association's voting members.
- c) Only MTA, MTA Inactive/Retired, MTA Graduate, and Life and Complementary Members may vote at the AGM or participate in electronic mail ballots. Such members shall be entitled to vote on the promulgation or, as the case may be, the amendment of the By-laws. Proxy voting is not allowed.
- d) The business that is transacted at the Annual General Meeting shall include:
 1. Call to order
 2. Introduction of Special Guests & Board Members
 3. Approval of the agenda
 4. Approval of last year's AGM Minutes
 5. Business arising from the Minutes
 6. Approval of the Annual Reports of the Board
 7. Approval of the reports of representatives appointed by the Board
 8. New Business and such other business as, under these by-laws, ought to be transacted at the Annual General Meeting, or business, which is brought under consideration by the notice convening the meeting.
 9. Elections
 10. Adjournment

3.2 Special General Meeting.

A Special General Meeting of the members of the Association may be called at such time and place as the board may determine or upon the request of ten percent or more of the voting members of the Association.

3.3 Notice of Meetings.

Notice of any meeting shall contain sufficient information to permit a member to make a reasoned judgment on the decision to be taken. Written notice of each Annual General Meeting or Special General Meeting shall be served upon members of the Association by mail or electronic mail at least 21 days prior to the date fixed for such meeting. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting. Articles 6.1, 6.2, and 6.3 regarding meetings of the board also apply to general meetings of the board that are open to members.

3.4 Custody of Minutes of Meetings

The minutes of all meetings of the Association shall be kept and maintained by the Secretary. A copy of all of such minutes shall also be maintained at the Head Office. The minutes of the Board of Directors shall be available to the general members of the Association via the newsletter. The minutes shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

3.5 Voting Rights.

A member is not entitled to vote on a resolution unless the member is a voting member in good standing in accordance with these by-laws. Voting members are entitled to cast one vote. Proxy voting is not allowed. Student, Music Therapist Intern (MTI), Associate, Honourary, Corporate and Friend members shall not be entitled to vote at meetings of, or hold office in the Association but shall otherwise enjoy the privileges of membership. At all meetings of members, only MTA, MTA Retired/Inactive, MTA Graduate, Life and Complementary Members shall cast votes, a majority of which shall govern matters put to a vote except where the Society Act or these by-laws provide otherwise.

3.6 Quorum.

Three (3) voting members shall constitute a quorum at all meetings of the members.

3.7 Nominations.

The Nominations Chair (the Past President or appointee) is responsible for preparing and presenting to the membership a list of candidates eligible for election as Directors. The list shall be accompanied by a citation of the qualifications of each candidate. Where there is more than one nominee for an office or

committee, the names shall be listed in alphabetical order. The Nominations Chair, a board member, or any voting member in good standing can originate nominations for Directors.

3.8 Nomination Procedures.

- a) The Nominations Chair shall announce a call for nominations giving the deadline and rules for submission of nominations. The Nominations Chair will confirm that the candidate wishes to run for election.
- b) The nomination of candidates for election to the board may be submitted to the Nominations Chair in writing, by telephone or electronic mail to the Nominations Chair up to one day prior to the AGM. Eligible candidates must present—in person or in writing—their qualifications for the Board of Directors position sought.

3.9 Election.

Election of the Board of Directors shall be carried out at the AGM. The first Directors of the Association shall be those named in the list of first Directors filed with the Society Act and each of such Directors shall hold office for a term expiring at the first annual general meeting of members of the Association.

3.10 Voting on Resolutions and Motions.

Voting shall be by a show of hands unless a voting member demands a poll. Any voting member may demand a poll at any time before a vote is taken on a motion or resolution, and in the event of such a demand, the voting shall be by secret ballot. In any voting by a show of hands, the chair shall decide the results and with the scrutineers, if necessary, make such count of the votes so given by a show of hands as may be considered necessary and the decision of the chair shall be final. If a poll is demanded and the voting is by ballot, the votes shall be taken forthwith by secret ballot by the scrutineers who shall report the result in writing to the chairperson who shall announce the result to the meeting immediately thereafter. All resolutions and motions shall be decided by a majority vote unless it is otherwise specified in the Society Act or in these by-laws.

3.11 Additional Rules and Regulations for Voting.

The board may make any results and regulations for the holding of elections and voting and for making all the necessary arrangements therefore as it may consider advisable provided that such rules and regulations do not conflict with the foregoing. The Treasurer shall keep a copy of any such rules and regulations for inspection by the members at any time.

ARTICLE 4: Board of Directors.

4.1 Powers of the Board.

A Board of Directors shall manage the affairs of the Association. Subject to these by-laws and all laws affecting the Association, the board may exercise all the powers and do all the acts and things that the Association may exercise and do. The board may from time to time appoint such other officers, employees and agents as it shall deem necessary who shall have such authority and perform such functions and duties as may from time to time be prescribed by resolution of the board. Non-music therapist directors have all the powers, projections and privileges of a director pursuant to these bylaws. The board may from time to time add to or limit the duties and powers of any employees or agent.

4.2 Composition of the Board.

The Board of Directors shall consist of up to 15 members from among the accredited (MTA) members of the Association. Non-music therapist Board directors are appointed by the President with approval of the Board members and may constitute up to five (5) members of the Board. Non-music therapist board directors will be granted Complementary membership. Board members will serve a term of two years provided that the term of a board member may, as part of the election proceeding, be specified by the board to be a one year term or a three year term in order to ensure the terms of office of the elected board members shall not expire all together. In any case of vacancy occurring in the board, the President shall have power to appoint any other duly qualified member as a board member.

4.3 Qualification.

All Directors of the board must be accredited and be a member in good standing, or in the case of non-music therapist directors, be members who provide expertise in areas beneficial to board functions and daily responsibilities (e.g. law, psychology, counseling, accounting).

4.4 Vacation of Office.

The office of any Director shall be vacated upon the occurrence of any of the following events:

- a) upon the death of the member.
- b) if the Director ceases to be a member of the Association.
- c) if the Director resigns from office by notice in writing to the Secretary of the Association.
- d) if the Director is removed in accordance with section 4.5 hereof.
- e) if the Director is no longer in good standing.

4.5 Removal.

- a) The members may, by an affirmative vote of a majority of not less than two-thirds (2/3) of the votes of those members of the Association, who, being entitled to do so, vote in person at a Special General Meeting, remove a Director before the expiration of her or his term of office, and may elect a duly qualified successor to complete the term of office.
- b) The board may, by a Directors' resolution, remove any Director, employee or agent of the Association before the expiration of the Director's term of office, and may appoint a duly qualified successor to complete the term of office.

4.6 Appointing the executive Director and other employees.

The Board may:

- a) Hire a person to be the executive Director, who shall be the chief administrative office of the MTABC.
- b) Hire or appoint such other persons it determines are necessary for carrying on the functions of the MTABC.
- c) Hire and make appointments in accordance with the recruitment and selection process established by the Board. Those persons hired or appointed by the Board shall fulfill the duties and responsibilities prescribed by the Board and detailed in the position descriptions. They may be compensated according to the compensation policy, if any, set by the Board.

ARTICLE 5: Protection of Directors.

5.1 Exercise of Duties in Good Faith.

Every Director of the Association shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of the Association, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.2 Indemnity.

Subject to the provisions of the Society Act, the Association may indemnify a Director or former Director of the Association, and their heirs legal representatives against all costs, charges and expenses reasonably incurred by the Director or former Director in respect of any civil, criminal and administrative action or proceeding to which the Director or former Director is made a party by reason of being a Director the association, if:

- a) the Director or former Director acted honestly and in faith with a view to the best interests of the Association; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, the Director or former Director had reasonable grounds for believing such course of conduct was lawful.

5.3 Insurance.

The Association may purchase and maintain insurance for the benefit of any Director against personal liability incurred as a Director of the Association.

ARTICLE 6: Meetings of the Board.

6.1 Place of Meetings.

Regular meetings of the board may be held at such place and time as the board may determine. There will be a minimum of three meetings per year open to the membership.

6.2 Calling of Meetings.

The Secretary of the Association shall call a meeting of the board upon request of the President of the Association or any three (3) Directors.

6.3 Notice.

Notice specifying the place, date, and time of every board meeting shall be served upon each of the Directors at least fourteen (14) days prior to the date fixed for such meeting.

6.4 Participation by Telephone or Internet.

A Director may participate in a meeting of the board by means of conference telephone, electronic media or other communication facilities by which all Directors participating in such meeting can hear each other provided that all Directors participating agree to such participation. A Director's participation in a board meeting in accordance with this section shall be deemed to be present at the meeting and to have so agreed and shall, unless disqualified for any other reason be counted in the quorum therefore and be entitled to speak and vote thereat.

6.5 Quorum.

Three (3) MTA Directors shall constitute a quorum for meetings of the Board of Directors.

6.6 Chairperson.

The President of the Association, or in the absence of the President, the Vice President or Past President, shall be chairperson of any meeting of the board. In the absence of such Directors, the Directors present shall choose one of their own to be chairperson.

6.7 Voting.

At all meetings of the board every Director present shall be entitled to one vote and, subject to the provisions of these by-laws, every resolution or question shall be decided by a majority of the votes cast on the resolution or question. In the case of an equality of votes, the chairperson of the meetings shall be entitled to cast a deciding vote. The chairperson of a meeting may move or propose a resolution.

ARTICLE 7: Committees.

7.1 Appointment.

A board member may, with approval of the President, appoint, suspend or remove such committees or committee members as deemed advisable.

7.2 Responsibilities.

All committees shall be responsible to, and their actions shall be subject to the sanction of the board member they are accountable to. No expenditures shall be made and no debt or other obligation incurred by any committee without the approval of the board member they are accountable to, the Treasurer and the President.

7.3 Committee Meetings.

The provisions of Article 6 governing meetings of the board shall apply equally to meetings of any committee of the Association, with such changes that the board may determine from time to time.

ARTICLE 8: Responsibilities as a Chapter of CAMT

- a) No more than one (1) Chapter may be located in any province.
- b) The Chapter shall have the authority to deal with matters of local interest, in keeping with the by-laws and general policies laid down by the board of the Chapter.
- c) The Chapter may adopt rules and regulations for its own government which are not contrary to law.
- d) The Chapter, its Directors and members, or any of them, shall not incur any debt or liability in the name of the CAMT.
- e) The Treasurer of a Chapter shall maintain proper books of account and a copy of the annual financial statement shall be transmitted to the Treasurer of the CAMT.
- f) One board member of the Chapter shall serve and function as CAMT Liaison.
- g) The Chapter shall submit an annual report of its proceedings to the CAMT President.

ARTICLE 9. Contracts, Cheques and Drafts

Any and all deeds, documents, investments, and writings, cheques, bill of exchange, or other orders for the payment of money signed by and on behalf and in the name of the Association by any two of such persons as the board may authorize, shall be binding upon the Association. Save as in the by-law provided, no Director, officer or servant shall have the power or authority to bind the Association by any contract or engagement as to pledge its credit.

Article 10: Borrowing.

The Directors of the association may, on behalf of and in the name of the society, raise or secure the borrowing or repayment of money in the manner they decide in accordance with the Society Act.

ARTICLE 11. Amendments to Constitution and By-laws

11.1 Procedure.

The Constitution may be amended by special resolution. The by-laws of the Association may be amended, repealed or altered by special resolution at a meeting of the members or by electronic mail ballot.

11.2 Effective Date.

A special resolution to amend the Constitution and/or by-laws of the Association shall be effective on the date of its acceptance by the Registrar of Companies.