Toronto Blues Society
Policies and Procedures Manual

Last Updated September 16, 2025 | 3:00 PM PST

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Section 1.1

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Policy Statement

The Toronto Blues Society serves the blues-related community through local and National events and communications as well as National industry initiatives while supporting its membership, artists and audiences.

Procedures

The Toronto Blues Society (TBS) will work with municipal, provincial and federal arts and cultural agencies, artistic and community groups, venues, schools, corporations, volunteers, patrons and other individuals dedicated to developing and maintaining a healthy blues community within the arts and entertainment industry by providing quality experiences involving blues music, including its cultural background and musicians.

TBS will:

1. Maintain a website containing blues-related resources, event listings and other information related to the interests of the community
2. Maintain a monthly newsletter to inform the community and to foster communication within the community
3. Offer appropriate membership benefits to foster engagement in the community.
4. Conduct various events to engage the community and promote blues music both locally and Nationally. These events may include:
    a. Women's Blues Revue
    b. Talent Search
    c. Blues in the Schools
    d. Workshops
    e. Blues Summit
    f. Maple Blues Awards

TBS will work to attract and maintain a pool of volunteers to assist with events.

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Name of Organization: Toronto Blues Society (TBS)	**Policy Section:** Governance	**Date:** May 7, 2024	**Rev. Date: DECEMBER 6, 2024**
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Policy Statement

Policies will be the guiding principle for TBS activities for the Board and Administration.

Procedures

1. The Board will include not less than 7 and not more than 14 Directors to be elected at the Annual Members meeting.
2. The Board of Directors must approve all policies.
3. The Society, a not-for-profit corporation, and the Board of Directors are governed by the Society Bylaws, after approval by the Ontario Business Registry. (See Appendix A for current Bylaws).
4. TBS appoints a Committee of Directors and Officers (Executive Committee) and delegates the power to manage the affairs and activities of the Corporation, except those powers set out in the Act that are not permitted to be delegated. The Executive Committee is responsible directly to the Board, shall perform such duties as the Board may prescribe from time to time, and report to the Board at all regular meetings.
5. All other employees and volunteers report to the Board.
6. TBS completes a Corporations Information Act Annual Return (Ontario Annual Return) each year in compliance with the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c.15 (ONCA)*.
7. TBS submits an annual report to the Charities Directorate, including form t3010, a complete list of Directors (with addresses and birthdates) and the audited financials (whether audited by two Officers not included in the preparation of the same or a paid auditor)
8. The Board of Directors will review policies and procedures annually.
9. The Board of Directors may at any time appoint various committees to help with the governance of the Society. A committee must include at least one Board member.

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Section 2.2.1

Name of Organization: Toronto Blues Society (TBS)	**Policy Section:** Governance	**Date:** May 7, 2024	**Rev. Date: DECEMBER 6, 2024**
	Policy Subject: Committees	**Page:** 1 of 1	

Policy Statement

To carry out tasks delegated by the Board of Directors and to make recommendations to the Board with respect to the management of the Society (corporation).

Procedures

The Membership of all standing committees shall be determined by the Chair of the Committee.

The Committee Chair shall call committee meetings, with at least two days notice provided to each member of the committee, stating the date, time and place of the meeting. Committee members may waive notice.

Each member of the committee has one vote. All committee chairs will work to provide options for committee meetings to be held electronically to encourage more participation. All electronic meetings will be recorded to facilitate more accurate minutes.

Executive Committee

1. Consists of the Chair, Vice-Chair, Secretary and Treasurer and one other Director, considered Officers.
2. Is responsible for carrying out emergency and extraordinary business between Board meetings via electronic meetings or email if required.
3. Executive Committee may participate in meetings by electronic means. The electronic means must allow all participants to communicate adequately with each other during the meeting. An Officer participating in the above ways is deemed to be present at that meeting. For greater certainty, all Executive Committee meetings will be held by electronic means even when some attend in person. All Executive Committee meetings will be recorded to facilitate accurate minute-taking.
4. Reports to the Board on actions taken between Board meetings.
5. Any decisions made by the Executive Committee are subject to ratification by the Board at the next regular meeting.
6. Ensures that the Society follows the Bylaws and Policies & Procedures Manual and any rules and/or policies as established by the Board of Directors.
7. Ensures the Society complies with any statutory and regulatory requirements.

Board Committees

1. Standing Committees, such as Programming, Membership, Fundraising, Governance and Nominating will report to the Board of Directors.
2. The Board of Directors may create, as required, additional Standing, Sub or Ad-Hoc committees.
3. The Nominating Committee recruits for vacancies on the Board and receives nominations for the elections to be held at the Annual Members Meeting. The Vice-Chair leads the Nominating Committee and may include Directors and others as necessary.
4. Each committee will be responsible for recommending changes and improvements.
5. Each committee shall report to the Board at all regular meetings of the Board

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Section 2.2.2 NEW SECTION

<table>
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To carry out tasks delegated by the Board of Directors and to make recommendations to the Board with respect to the management of the Society (corporation).</td></tr>
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Procedures

The Maple Blues Steering Committee determines the structure, governance and processes of each stage of the Maple Blues Awards up to the awards ceremony, and oversees all stages thereof.

The mandate of the MBA Steering Committee is to protect and preserve the integrity and impartiality of the Maple Blues Awards and all its processes.

The Steering Committee is a group of blues industry persons who have extensive knowledge of the art form, who specify and lay out the process for selection of Jury members, artist submissions, voting procedures and the count for the Maple Blues Awards.

The Maple Blues Awards Steering Committee

1. shall devise, review, amend, and oversee the impartial nominations, voting procedures and categories of the Maple Blues Awards and report these outcomes to the Board in a timely fashion so that planning and marketing aspects of the MBAs can proceed according to schedule
2. shall create one leadership role that will organize meetings, create agendas, and otherwise bring the committee together for the purposes spelled out in these procedures, as well as speak for the committee based upon all the terms set out below
3. shall create one role that will act as secretary to document voting outcomes and to retain records in an accessible space for all on the committee to access. Likewise, this role will involve sending out the minutes of meetings to all committee members
4. shall be wholly independent of any Society, Association, Organization or other influence for reasons of impartiality
5. shall meet at least 4 times per year via electronic means (Zoom, Teams, etc.)
6. shall devise and construct the means and methods for nominations and voting for the Maple Blues Awards
7. shall oversee the Maple Blues Awards nominations and voting procedures
8. shall agree to review the nominations and voting procedures at least once per year
9. no committee member shall receive reimbursement from within or outside the committee, to ensure impartiality
10. committee member terms shall be two years, with a maximum of two terms
11. it is recommended that committee terms be staggered so that there is never a complete turnover at any time
12. shall have authority and jurisdiction to determine policies, and to oversee, the Maple Blues Award nominations and awards
13. Shall report outcomes to the Board in a timely fashion

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Section 2.3

Name of Organization: Toronto Blues Society (TBS)	**Policy Section:** Governance	**Date:** May 7, 2024	**Rev. Date:**
	Policy Subject: Personnel/Operations	**Page:** 1 of 1	

Policy Statement
The Board shall strive to provide a safe and harmonious working environment for staff, volunteers, members and Directors.

Procedures
The Board shall:

1. Approve the hiring and if necessary, release of all employees and contractors including the Office Manager, Bookkeeper, Event Producer(s), Grants Officer, Membership Services Coordinator and any contractors such as IT Contractors and Graphic Designers as may be contracted from time to time
2. Evaluate the people in any hired or contracted position as necessary.
3. Set remuneration on a case-by-case basis to be fair and competitive while meeting the Society's goals.
4. Review all contracts and/or salary(s) annually.
5. Ensure that any abusive (verbal or otherwise), sexually inappropriate, hostile or aggressive behaviour towards any persons involved in the TBS is not tolerated and is promptly dealt with.
6. Adhere to all Policies and Procedures.
7. Sign the corporation's Code of Conduct.

The Executive Committee:

1. Shall have day-to-day authority for the management of the affairs of the TBS.
2. Is responsible for supervising the implementation of Board Policy; planning and coordinating the day-to-day operations of the organization; hiring and/or firing of staff or resources as required and approved by the Board
3. Is responsible for the allocation of resources according to Board policy.
4. Shall, as necessary and subject to the approval of the Board, create, review or remove job descriptions and job positions. Upon contracting, hiring and/or renewing employees shall forward copies of specific job descriptions to the Board.
5. Is responsible for overseeing planning with an awareness of opportunities and risks.
6. Is cognizant of fundraising and financial resources at all times.
7. Reports to the Board at each regular Board meeting and as otherwise necessary.
8. Is responsible for all aspects regarding volunteers.
9. Is responsible for the preparation and submission of grant applications and final reports with assistance from persons chosen by the Board which may include a Grants Officer.
10. Adhere to all Policies and Procedures.
11. Sign the corporation's Code of Conduct.

Volunteers

1. Shall report to their relevant Committee Chair or Event Producer, who is solely responsible for them. In some cases, volunteers will report to staff.
2. Shall receive an orientation and any necessary training materials and/or guidelines for their particular position and/or responsibility.
3. Sign the corporation's Code of Conduct.

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Section 3.1

Name of Organization:	Policy Section: Board Self-Governance	Date: May 7, 2024	Rev. Date: DECEMBER 6, 2024
Toronto Blues Society (TBS)	Policy Subject: Role of the Board	Page: 1 of 1	

Policy Statement

The Board of Directors is a governance Board. Its role is to provide leadership and oversight of the activities of the Society (corporation). In both areas, the Board will strive to represent the interests of the society's membership and the broader community. The Board has a responsibility to respect, promote and protect the rights of its Directors. The work of the Board requires a balance of asking big questions, exploring possibilities, engaging in meaningful and productive dialogue, solving problems democratically and offering direction.

Procedures

1. In providing leadership, the Board will ensure broad organizational accountability, transparency and active and meaningful communications.
2. In providing leadership, the Board will work towards the future, reviewing the Society's mission and objectives, identifying outcomes the Society is seeking and the strategies it will use to achieve them.
3. The Board will ensure, through the creation of policies, that the Society adheres to sound financial management, personnel and service practices. The Board will rely on the systematic review of organizational activities through the implementation of policies, rather than by examining or advising on day-to-day decisions.
4. The Board will take responsibility for its own management, continuity and renewal. It will ensure effective board meeting practices, appropriate director conduct, ongoing board education, strategic planning and succession planning, and continuing attention to the recruitment of new directors and committee chairs.
5. The Board will conduct regular Board meetings on the Third Tuesday of each month

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Section 3.2

Name of Organization: Toronto Blues Society (TBS)	**Policy Section:** Board Self-Governance	**Date:** May 7, 2024	**Rev. Date:**
	Policy Subject: Legal Implications of Being a Board Member	**Page:** 1 of 1	

Policy Statement

TBS Board Members are required to carry out their roles, responsibilities and functions with a full understanding of the legal responsibilities.

Procedures

1. Individual Board Members are not generally held liable for the debts or obligations of the TBS.
2. Board Members can incur personal liability if they do act outside the scope of the governing policies of the TBS and outside the scope of other laws, rules and regulations or they do something that is libelous or shows a lack of reasonable care in fulfilling their roles and responsibilities such as negligence or willful mismanagement.

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Section 3.3.1

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<tr><td rowspan="2">Name of Organization:

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<tr><td>Policy Subject: Duties of Directors</td><td colspan="2">Page: 1 of 1</td></tr>
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Policy Statement

TBS requires Directors who are committed to the work of the organization; possess knowledge and skills in one or more areas of Board governance such as policy, finance and advocacy; willing and have the time to attend Board meetings, sit on committees, support TBS events, are aware of and comfortable with the legal responsibility and liabilities of Board participation.

Benefits of being a Board Member are networking possibilities, personal growth and/or development, personal reward, satisfaction and pleasure.

Procedures

Directors shall:

1. Attend all Board Meetings and any meetings for Committees they may be part of.
2. Prepare for meetings, including reading Minutes of previous meetings, identifying any questions and concerns, and ensuring any reports due at the meeting or sending of “regrets” are sent to the Secretary
3. Uphold the interests of the organization and its membership.
4. Disclose any potential or perceived conflict of interest.
5. Not use their Board position to exercise individual authority over any staff, volunteer, supplier or contractor.
6. Participate in Board discussions and when appropriate, vote on policy and other resolutions and recommendations received from the Board, committees and the staff.
7. Monitor Board policies, review and recommend changes to same.
8. Review Bylaws and if necessary, recommend changes to same.
9. Review Board structure, discussion and/or approve changes, and if necessary, prepare necessary Bylaw amendments.
10. Participate in the development of the TBS organizational plan.
11. Approve any required budgets.
12. Participate in the process required to identify risks to TBS and ensure effective systems are in place to manage such risks.
13. Participate in any strategic planning sessions and succession planning.
14. Maintain confidentiality of TBS board business and any other matters specifically determined by the Board to be matters of confidence, including matters dealt with at in-camera meetings.

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Section 3.3.2

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<tr><td rowspan="2">Name of Organization:
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<tr><td>Policy Subject: Board Member Meeting Attendance Policy</td><td colspan="2">Page: 1 of 1</td></tr>
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Policy Statement

To ensure active participation of board members in the governance of the organization and to maintain transparency and accountability. The Ontario Not-for-profit Corporations act requires Directors to be actively involved in the organization's governance. Directors are expected to attend and participate in meetings, be informed about relevant issues, and seek advice when needed.

Procedures

Definition of Meetings: For the purpose of this policy, "meetings" include all regularly scheduled board meetings and committee meetings where the director is assigned.

Required Attendance: Each board member is expected to attend at least 75% of all regularly scheduled board meetings and committee meetings to which they are assigned within a rolling 12-month period.

Excused Absences: Absences may be excused under the following circumstances:

- Circumstances beyond the director's control (e.g., illness, travel, family emergency).
- Leave of absence approved by the Chair of the Board.

Notification: Board members are required to notify the board of any anticipated absences in advance, whenever possible.

Consequences of Unexcused Absences:

- **A director is considered to have resigned with immediate effect if they miss three meetings per rolling 12-month period (25%)**

Transparency and Accountability:

- All minutes of meetings will include attendance records, noting excused and unexcused absences.
- The percentage of attendance for each board member will be reported when they stand for re-election.
- A summary of board member attendance will be maintained and made available to members.

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Section 3.4

Name of Organization: Toronto Blues Society (TBS)	Policy Section: Board Self-Governance	Date: May 7, 2024	Rev. Date:
	Policy Subject: Roles of the Executive Officers	Page: 1 of 1	

Policy Statement
The Executive Committee of the TBS have dedicated roles and functions to fulfill within the structure of the TBS organization

Procedures
The Chair shall:
- Chair the Board, Executive Committee, Ad Hoc and AGM meetings.
- Develop the Agenda for Board meetings from issues and recommendations brought forward by the staff, Directors and the various committees.
- Ensure that any committee, treasurer or staff reports, issues or recommendations are forwarded to the Secretary to append to the Agenda
- Consult regularly with staff to be informed about operations, issues and programs.
- Consult regularly with Committee Chairs and act as a non-voting, *ex-officio* member of all committees.
- Act as liaison with future Directors and Committee Chairs for purposes of introduction.

The Vice-Chair shall:
- Assume the role of the Chair when the Chair is unavailable
- Chair the Nominations Committee and assist with the recruitment of future Directors and Committee Chairs

The Treasurer shall:
- provide oversight to all TBS financial activities, including bookkeeping, preparation of the Notice to Reader, CRA filings and preparation of regular reports for Board meetings and AGMs.
- Have signing authority along with the Chair and other Officers as the Board shall appoint.
- Consult regularly with Bookeeper and staff to ensure that proper accounting principles are being followed at all times
- Have charge of all financial records and books of the Corporation including access to accounting software

The Secretary shall:
- Attend all meetings of the Board
- Record and distribute the Minutes and Agendas of Board meetings.
- Have charge of all documents and correspondence, including minutes, copies of annual returns and any legal documents of the society
- Be under the direction of the Chair and the Board.
- Have charge of and maintain the membership records of the Society.
- Update the Policy and Procedure Manual as needed.
- Preside at meetings in the Chair or Vice-Chair’s absence.
- Have access to accounting software as a backup to the Treasurer

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Section 3.5

Name of Organization: Toronto Blues Society (TBS)	Policy Section: Board Self-Governance	Date: May 7, 2024	Last Rev. Date: September 16, 2025
	Policy Subject: Conflict of Interest	Page: 1 of 3	

Policy Statement
To ensure that there is no conflict of interest which could compromise the integrity of the Society.

Procedures
TBS Directors, Officers, employees, volunteers, and contractors –

1. Cannot use their position for purposes that are motivated or appear to be motivated by, private financial gain for themselves, members of their families or other related parties.
2. Cannot accept material or financial benefit from a non-TBS organization for favouring or promoting that organization by virtue of their position.
3. Cannot disclose confidential TBS information to which they have access other than to persons or organizations approved by the Board of Directors.
4. Carries the onus to disclose all actual and potential conflict of interest in outside activities, relationships or financial interests.
5. Cannot lend to the TBS any monies to be paid back at a later date with or without interest.
6. No such Director or Officer shall attend any part of a meeting of Directors or Executive or vote on any resolution to approve any such contract or transaction, except as provided by the Ontario Not-for-Profit Corporations Act.

If, after disclosure, a conflict of interest is identified, the Board shall try to resolve it or mitigate the conflict.

UPDATED SEPTEMBER 16, 2025 TO INCLUDE THIS PARAGRAPH IN REFERENCE TO BYLAWS
Per Bylaw 2.04, any Director who has engaged in conduct that contravenes the bylaws, policies & procedures, code of conduct, as agreed by a vote of a quorum of Directors at a special meeting called for the same purpose, in which case they are considered to have resigned effective immediately.

UPDATED APRIL 12, 2025 TO INCLUDE THE BELOW:
TBS recognizes Section 41 of the Ontario Not-for-Profit Corporations Act (ONCA) which contains basic rules about conflicts of interest that every nonprofit must follow.

41 (1) A director or officer of a corporation who,
(a) is a party to a material contract or transaction or proposed material contract or transaction with the corporation; or
(b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the corporation,
shall disclose to the corporation or request to have entered in the minutes of meetings of the directors the nature and extent of his or her interest. 2010, c. 15, s. 41 (1).

By director
(2) The disclosure required by subsection (1) must be made, in the case of a director,
(a) at the meeting at which a proposed contract or transaction is first considered;
(b) if the director was not then interested in a proposed contract or transaction, at the first meeting after he or she becomes so interested;

(c) if the director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested; or

(d) if a person who is interested in a contract or transaction later becomes a director, at the first meeting after he or she becomes a director. 2010, c. 15, s. 41 (2).

By officer

(3) The disclosure required by subsection (1) must be made, in the case of an officer who is not a director,

(a) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of directors;

(b) if the officer becomes interested after a contract is made or a transaction is entered into, forthwith after he or she becomes so interested; or

(c) if a person who is interested in a contract or transaction later becomes an officer, forthwith after he or she becomes an officer. 2010, c. 15, s. 41 (3).

Contract or transaction does not require approval

(4) Despite subsections (2) and (3), if subsection (1) applies to a director or officer in respect of a material contract or transaction or proposed material contract or transaction that, in the ordinary course of the corporation's business, would not require approval by the directors or members, the director or officer shall disclose to the corporation or request to have entered in the minutes of meetings of the directors, the nature and extent of his or her interest forthwith after the director or officer becomes aware of the contract or transaction or proposed contract or transaction. 2010, c. 15, s. 41 (4).

Director not to attend meeting and not to vote

(5) A director referred to in subsection (1) shall not attend any part of a meeting of the directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is,

(a) one relating primarily to his or her remuneration as a director of the corporation or an affiliate;

(b) one for indemnity or insurance under section 46; or

(c) one with an affiliate. 2010, c. 15, s. 41 (5).

Remaining directors deemed quorum

(6) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting by reason of subsection (5), the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution. 2010, c. 15, s. 41 (6).

Members' approval

(7) If all of the directors are required to make disclosure under subsection (1), the contract or transaction may be approved only by the members unless the contract or transaction is one described in clause (5) (a), (b) or (c). 2010, c. 15, s. 41 (7).

Continuing disclosure

(8) A general notice to the directors by a director or officer disclosing that he or she is a director or officer of or has a material interest in a person, or that there has been a material change in the director's or officer's interest in the person, and is to be regarded as interested in any contract made or any transaction entered into with that person is sufficient disclosure of interest in relation to any such contract or transaction for the purposes of this section. 2010, c. 15, s. 41 (8).

Effect of disclosure

(9) A contract or transaction for which disclosure is required under subsection (1) is not void or voidable, and the director or officer is not accountable to the corporation or its members for any profit

or gain realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if,

(a) disclosure of the interest was made in accordance with this section;

(b) the directors approved the contract or transaction; and

(c) the contract or transaction was reasonable and fair to the corporation when it was approved. 2010, c. 15, s. 41 (9).

Confirmation by members

(10) Despite anything in this section, a director or officer, acting honestly and in good faith, is not accountable to the corporation or to its members for any profit or gain realized from any contract or transaction by reason only of his or her holding the office of director or officer, and the contract or transaction, if it was reasonable and fair to the corporation at the time it was approved, is not by reason only of the director's or officer's interest in it void or voidable if,

(a) the contract or transaction is confirmed or approved by special resolution at a meeting of the members duly called for that purpose; and

(b) the nature and extent of the director's or officer's interest in the contract or transaction are disclosed in reasonable detail in the notice calling the meeting. 2010, c. 15, s. 41 (10).

Court may set aside contract

(11) Subject to subsections (9) and (10), if a director or officer of a corporation fails to disclose his or her interest in a material contract or transaction in accordance with this section or otherwise fails to comply with this section, the corporation or a member of the corporation may apply to the court for an order setting aside the contract or transaction and directing that the director or officer account to the corporation for any profit or gain realized and, upon such application, the court may so order or make such other order as it thinks fit. 2010, c. 15, s. 41 (11).

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Name of Organization:	Policy Section: Board Self-Governance	Date: May 7, 2024	Last Rev. Date: September 16, 2025
Toronto Blues Society (TBS)	Policy Subject: Code of Conduct and Confidentiality	Page: 1 of 1	

Policy Statement
The Board is committed to respect and confidentiality.

Procedures

Respect
Board members will:

1. Treat each Board member and their respective opinions and viewpoints with the same respect they would wish to receive.
2. Respect and support decisions made by a majority vote of the Board.
3. Refrain from speaking for the organization unless authorized to do so.
4. Act, at all times, with the best interests of the Society in mind.
5. Respect and maintain the integrity of the bylaws, policies & procedures and all other Board business
6. Ensure that sexist, racist or homophobic discourse is not tolerated among members, volunteers, officers and directors of the corporation

Confidentiality
TBS is subject to the federal privacy law entitled the *Personal Information and Electronic Documents Act* (PIPEDA) which governs the personal information-handling practices of the TBS.

The following Guidelines are additions to and do not restrict any requirements of applicable legislation.

General

TBS handles material that must be treated as confidential. Material may be circulated in printed or electronic form. Material that is to be treated as confidential must be marked as "CONFIDENTIAL."

Material and information entrusted to the employees, contractors, volunteers, Directors and Officers must be used only for the purpose for which it was originally distributed, and for no other purpose.

Storage and handling of confidential information must be handled responsibly and done in a secure manner at all times to prevent unauthorized access. Material that is no longer required must be destroyed through electronic file deletion, shredding or returning it to TBS.

An employee's, contractor's, volunteer's, Director's or Officer's obligation to protect the TBS's confidential and proprietary information continues even after leaving their position with TBS. All proprietary information in an employee's, contractor's, volunteer's, Director's or Officer's possession must be returned upon leaving their position with the organization.

Use

Information that is to be treated as confidential must be marked "CONFIDENTIAL." The following notice is included in electronic circulation:

The attached information is CONFIDENTIAL and must not be circulated for any purpose without permission from TBS

Remedy

UPDATED SEPTEMBER 16, 2025 TO INCLUDE THIS PARAGRAPH IN REFERENCE TO BYLAWS
Per Bylaw 2.04, any Director who has engaged in conduct that contravenes the bylaws, policies & procedures, code of conduct, as agreed by a vote of a quorum of Directors at a special meeting called for the same purpose, in which case they are considered to have resigned effective immediately.

~~Breaches of confidentiality are subject to investigation and disciplinary action~~
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Name of Organization: Toronto Blues Society (TBS)	**Policy Section:** Board Self-Governance	**Date:** May 7, 2024	**Rev. Date: DECEMBER 6, 2024**
	Policy Subject: Terms of Office	**Page:** 1 of 1	

Policy Statement
The Board is committed to continuity and succession

Procedures

Term
Newly elected Directors shall be elected for two-year terms. Directors are limited to three consecutive terms and may run for office again after a two-year absence from the Board.

To facilitate this transition to new bylaws, policies and procedures, all current Directors who have served for more than four years are deemed to have completed two terms allowing them to run for re-election for one more term. All Directors who have served less than four years are treated as appointed the previous year allowing them to run for election and serve up to three terms.

Resignation
The resignation of a director becomes effective at the time the resignation is received by the corporation or at the time specified in the resignation, whichever is later.
A director is entitled to give the corporation a statement giving reasons,

1. for resigning; or
2. for opposing his or her removal as a director if a meeting is called for the purpose of removing said Director

A corporation shall immediately give the members a copy of such a statement.
A Director who resigns may stand for re-election after a two year absence.

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<tr><td colspan="4">Policy Statement
To ensure the Society has the necessary funds and resources required to conduct the Society’s activities and to utilize such resources in a prudent manner.</td></tr>
<tr><td colspan="4">Procedures

1. The Board requires accurate and updated regular financial reports.
2. The bookkeeper shall provide monthly financial reports to the Treasurer at least one week prior to the regular Board meeting
3. The Treasurer has the responsibility of overseeing the financial aspects of the Society.
4. The Board approves operating and capital expenditure budgets for the Society. These budgets summarize all planned operational expenditures
5. The Board authorizes the Executive Committee to control expenditures of the Company and all departments subject to the direction of the Board.
6. All cheques drawn on the General (Operating) and all Society accounts require two signatures, one of which must be the Treasurer and the other must be an Officer (Chair, Vice-Chair, Secretary), except for payments to approved vendors under a list of monthly operational expenses which the Board shall pre-approve. Such payments can be processed with the signature of one Officer with signing authority
7. All contracts must be approved by the Board and shall be signed by two Officers.
8. Wire transfers and e-transfers can be processed by staff (with online banking access and authority) with the approval of the Treasurer and one other Officer
9. Personal expense reports submitted must have receipt(s) or invoice(s) attached as proof of payment.
10. The Board will ensure that all revenues of the Society are generated through legal and ethical means and in accordance with the Society’s mandate. Generally this will come from ticket sales, sponsorships, donations (individual and corporate), grants, membership fees and fundraising.
11. Monies borrowed by TBS shall only be done with a majority resolution of the Board and then only with legal paperwork that clearly defines the terms and conditions and signed by two Directors who are not on the Executive Committee.</td></tr>
<tr><td colspan="4">REVIEW: Annual</td></tr>
</table>

<table>
<tr><td rowspan="2">Name of Organization:
Toronto Blues Society (TBS)</td><td>Policy Section: Finance</td><td>Date:
May 7, 2024</td><td>Rev. Date:</td></tr>
<tr><td>Policy Subject: Fundraising</td><td colspan="2">Page: 1 of 1</td></tr>
<tr><td colspan="4">Policy Statement
TBS will undertake a variety of fundraising efforts to support its programs and operations.</td></tr>
<tr><td colspan="4">Procedures
1. An annual fundraising plan will be approved by a majority resolution of the Board..
2. The Treasurer shall be a member of the Fundraising Committee.
3. All fundraising must state clearly that it is in support of TBS and always with a specific mandate
4. All monies raised will be placed in the TBS bank account. Cash deposits must always be counted and recorded, and verified by two Directors.</td></tr>
<tr><td colspan="4">REVIEW: Annual</td></tr>
</table>

Name of Organization: Toronto Blues Society (TBS)	**Policy Section:** Membership	**Date:** May 7, 2024	**Rev. Date:**
	Policy Subject: Member Classifications	**Page:** 1 of 1	

Policy Statement
TBS shall offer membership options to be as inclusive as possible

Procedures
This is a DRAFT POLICY to be reviewed by the Membership Committee for implementation.

There are six membership levels available as follows.

VOTING

CHARTER MEMBERSHIP - $50 for 1 year / $95 for 2 years / $135 for 3 years
Benefits:

- TBS voting rights
- Monthly Maple Blues Newsletter in your inbox
- 20% discount and exclusive early bird ticket access on TBS Major events including Maple Blues Awards, Women's Blues Revue and Blues Summit
- 10% off every purchase from the Dead Dog Records, Toronto
- Discount tickets to all TBS events (including TBS Workshops)
- Discounts on TBS merchandise purchased at TBS events
- Exclusive access to industry discounts, ticket giveaways, and more!

FAMILY MEMBERSHIP - $70 for 1 year / $135 for 2 years / 195 for 3 years

- Same benefits as CHARTER membership (with one vote). Maximum of 2 adults and 2 children under 19.

INSTITUTIONAL or BENEFACTOR MEMBERSHIP - $125/year

- Same benefits as CHARTER membership (with one vote). Plus discounts on TBS advertising.

STUDENT MEMBERSHIP - $20/year

- Same benefits as CHARTER membership. (Please include school or post-secondary institution name)

NON-VOTING

GENERAL MEMBERSHIP* - $35/year

- Monthly Maple Blues Newsletter in your inbox.
- exclusive early bird ticket access on TBS Major events including Maple Blues Awards, Women's Blues Revue and Blues Summit

HONOURARY MEMBERSHIP* - one year FREE to artists who have performed at a recent TBS major event

- Monthly Maple Blues Newsletter in your inbox.
- exclusive early bird ticket access on TBS Major events including Maple Blues Awards, Women's Blues Revue and Blues Summit

***Note**: does **not** include Charter benefits

PRINTED NEWSLETTER ADD-ON FOR ANY MEMBERSHIP - $49/year
Monthly Maple Blues Newsletter sent by fourth class mail

REVIEW: Annual

These Policies and Procedures were duly approved by the Board of Directors of the Toronto Blues Society held on the 19th DAY OF November 2024, in Toronto, Ontario, CA.

Signed December 20, 2024

Quisha Wint, Chair	Ron Clarkin, Treasurer

Revised APRIL 12, 2025

APPENDIX A - Organizational Bylaws of the Toronto Blues Society
APPENDIX B - Toronto Blues Society Code of Ethics and Confidentiality Policy