

# **BY-LAWS FOOTHILLS CONCERT BAND ASSOCIATION**

## **1.0 NAME**

### **1.1 Name of the Organization**

- 1.1.1 This organization shall be known as Foothills Concert Band Association, hereinafter referred to as the Band.

## **2.0 ADMINISTRATION**

### **2.1 Board of Directors**

- 2.1.1 A Board of Directors, hereinafter referred to as the Board, shall administer the Band.
- 2.1.2 The Music Director shall be appointed to the Board as a non-voting member.
- 2.1.3 Additional ex-officio members may be appointed to the Board at the discretion of the President at any time.

### **2.2 Election of the Board**

- 2.2.1 On or about May 1 each year, the President shall appoint a three member Nominating Committee consisting of one person from the Board and two people from the general membership, for the purpose of preparing a slate of candidates for the elected Board positions.
- 2.2.2 The Nominating Committee shall present its report at the Annual General Meeting in June, listing the slate of no less than seven and no more than ten Band members who have agreed to accept the appointment.
- 2.2.3 A favourable two-thirds majority vote of the members present and eligible to vote ratifies the Nominating Committee recommendation. Lacking the required majority, the Nominating Committee shall prepare a revised slate for the following rehearsal. This procedure will be repeated until a favourable two-thirds majority vote of members present and eligible to vote ratifies the Nominating Committee recommendation.
- 2.2.4 Each elected member of the Board shall serve a one-year term, beginning on July 1 in the year of election.
- 2.2.5 The Board will decide which of the elected members will fulfill the offices of President, Vice-President, Secretary, and Treasurer. This decision will be announced to the Band at the first rehearsal in September.
- 2.2.6 Any member of the Board, or Officers, upon a two-thirds majority vote of all Band members present and eligible to vote at a Special Meeting called for this purpose, may be removed from office for any cause that the Band may deem reasonable.

### **2.3 Responsibilities of the Board**

- 2.3.1 The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, manage the general affairs of the Band, taking all actions that are compatible with the best interests of the Band.
- 2.3.2 Board Meetings
  - 2.3.2.1 Board meetings shall be held as often as required, but at least once every two months between the first rehearsal in September and the Annual General Meeting, and at least once between the Annual General Meeting and the first rehearsal in September.
  - 2.3.2.2 The President shall call all Board meetings.
  - 2.3.2.3 The President shall call a Special Board Meeting upon receipt of a written request of at least two Board members, provided that

the request states the business to be brought before the meeting. The Special Board Meeting shall be called for a date no more than 15 days after the President receives the notice. All requests received by the President during the period July 1 through September 1 shall be deemed to be received on September 1.

- 2.3.2.4 Meetings of the Board (including Special Board Meetings) shall be called with at least three days' notice by fax, telephone or electronic mail.
- 2.3.2.5 Any five voting members shall constitute a quorum.
- 2.3.2.6 Meetings may be held without notice if a quorum of the Board is present, provided, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board, otherwise they shall be null and void.
- 2.3.3 The Board shall manage the financial affairs of the Band.
- 2.3.4 The Board shall be responsible for the appointment and dismissal of the Music Director.
- 2.3.5 The Board shall establish a schedule of rehearsals and performances.
- 2.3.6 In the event of a vacancy of a board position, the Board may appoint a member in good standing to complete the term of the vacant position.
- 2.3.7 All voting members of the Board may appoint ad hoc committees as needed to assist in discharging their duties.
- 2.3.8 The duties of Board members other than the President, Vice-President, Secretary and Treasurer shall be determined by the board as a matter of policy.
- 2.3.9 Board members shall maintain their membership in good standing.

## 2.4 Responsibilities of the President, Vice-President, Secretary, Treasurer and Music Director

- 2.4.1 The **President** shall:
- Be the official representative of the Band at meetings and conferences, or shall appoint delegates,
  - Be an ex-officio member of all Band committees,
  - Call and preside over regular meetings of the Board (in his/her absence, a chairperson will be elected at the meeting to preside),
  - Have authority to co-sign cheques issued by the Treasurer,
  - Have executive power to act for the Board between meetings,
  - Appoint a member of the Board to be responsible for maintaining a current membership roster.
- 2.4.2 The **Vice-President** shall:
- Assist the President in the execution of their responsibilities.
  - In the event that the President is unable or refuses to act, have powers and responsibilities of the President.
- 2.4.3 The **Secretary** shall:
- Keep accurate minutes of all Board meetings and General meetings of the Band,
  - Maintain permanent records as may be necessary,
  - Have charge of the Seal of the Band which whenever used shall be authenticated by the signature of the Secretary and the President,
  - In the absence of the Secretary, such officer as may be appointed by the Board shall discharge the Secretary's duties.
- 2.4.4 The **Treasurer** shall:
- Receive all Band monies, deposit same to credit of the Band in a chartered bank, Trust company, Credit Union or Treasury Branch and co-sign for withdrawals with either the President or one other Board member,

- Properly account for the funds of the Band and keep such books as may be directed,
  - Communicate changes in the membership of the Board to relevant organizations
  - Present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Band and submit a copy of same to the Secretary for the records of the Band,
  - Prepare and submit accurate annual returns, change notices, and financial statements as required by government agencies from time to time.
- 2.4.5 The Music Director shall:
- Exercise final authority in all musical matters, including but not limited to repertoire selection, part assignment within sections, appointment of section leaders, and musical competence of members,
  - Ensure timely communication with the Board,
  - Assist with setting the performance schedule,
  - Coordinate repertoire selection for specific performances with the Board upon their request,
  - Have final approval on the selection of guest performers.

### **3.0 MEMBERSHIP**

#### **3.1 Qualifications for Membership**

- 3.1.1 Any adult musician, being the full age of 18, who is interested in the purpose of the Band may be considered a candidate for membership.
- 3.1.2 The candidate shall become a member of the Band following completion of the auditioning requirements in accordance with current Band policy and after payment of the current membership fee.
- 3.1.3 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through the Secretary.
- 3.1.4 If any member is in arrears for dues by the end of the band year such member shall be automatically suspended from the Band until dues in arrears are paid in full.
- 3.1.5 Any member upon a two-third-majority vote of the Board may be expelled from membership for any cause that the Board may deem reasonable.
- 3.1.6 The expelled member may appeal the grounds for expulsion by petitioning for a Special Meeting as described in 5.1.3. The membership may overturn the grounds for expulsion through a majority vote of those members present and eligible to vote at a duly called Special Meeting.

#### **3.2 Membership Dues**

- 3.2.1 The Board shall establish annual membership dues from time to time.

#### **3.3 Responsibilities of Members**

- 3.3.1 Members shall take part in the activities of the Band.
- 3.3.2 Unless otherwise excused, members shall attend rehearsals on a regular basis.
- 3.3.3 Members shall maintain sheet music in the condition in which it is distributed and shall return all sheet music to the Band as directed.
- 3.3.4 Members are expected to play at all scheduled performances unless otherwise directed or excused by the Music Director.
- 3.3.5 Members shall wear concert dress, as specified by the Board, at all performances.
- 3.3.6 Members shall pay annual dues as determined by the Board.

- 3.3.7 Members shall abide by any Code of Conduct that may be adopted by the Band.
- 3.3.8 To remain a member in good standing of the Band, a member must show musical competence and agree to the conditions of membership as laid out in these by-laws.

#### **4.0 AUDIT**

##### **4.1 Financial Records**

- 4.1.1 The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Band elected for that purpose by the Board. At the Annual General Meeting of the Band, such Auditor(s) shall submit a complete and proper statement of the standing of the books for the previous year. The fiscal year of the Band shall be May 1 to April 30.
- 4.1.2 The books and records of the Band may be inspected by any member of the Band at the Annual General Meeting or upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

#### **5.0 MEETINGS**

##### **5.1 General Meetings**

- 5.1.1 General Meetings of the Band may be called at any time upon the instructions of the President of the Board.
- 5.1.2 The Band shall hold an Annual General Meeting at a regularly scheduled band rehearsal in June of each year. At this meeting there shall be a ratification vote for the Board of Directors candidate slate. Any member in good standing shall be eligible to serve on the Board.
- 5.1.3 The President or Secretary shall call a Special Meeting upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting. No other business shall be considered at such a meeting. The Special Meeting shall be called for a date no more than 30 days after the President or Secretary receives the notice (whichever is earlier). All requests received during the period July 1 through September 1 shall be deemed to be received on September 1.
- 5.1.4 Notice of meeting for General Meetings (including Annual General Meetings and Special Meetings) shall be given by verbal announcement at least two rehearsals prior to the meeting, as well as being posted on the Band website no less than seven (7) days prior to the meeting.
- 5.1.5 Fifty percent of members in good standing on the day of the meeting shall constitute a quorum.
- 5.1.6 Any member who has not withdrawn from membership, been suspended, or expelled shall have the right to vote at any meeting of the Band. Such votes must be cast in person and not by proxy or otherwise.

#### **6.0 REMUNERATION**

##### **6.1 Remuneration**

- 6.1.1 Unless authorized at any General Meeting and after notice for same shall have been given to Band members, no officer, director, or member of the Band shall receive any remuneration for his/her services.
- 6.1.2 Notwithstanding the above, an honorarium for services related to the musical direction or conducting of the Band may be authorized by the Board to be paid to members and non-members.

## **7.0 BORROWING POWERS**

### **7.1 Borrowing**

7.1.1 The society may not borrow money for any purpose.

## **8.0 BY-LAWS**

### **8.1 Amendment**

8.1.1 The Bylaws may be rescinded, altered or added to by a Special Resolution.

8.1.2 "Special Resolution" means a resolution passed at any General Meeting of which notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those members present and eligible to vote.

8.1.3 Notice of a Special Resolution must be given by verbal announcement at least 21 days or more and at least three full rehearsals prior to a vote. The Notice of Special Resolution must be posted on the band website for no less than fourteen (14) days prior to a vote. Notice of the Special Resolution must also be included in the notice of General Meeting.

## **9.0 DISSOLUTION**

### **9.1 Dissolution of the Band**

9.1.1 Upon dissolution of the Band, any liquid assets remaining after the payment of debts and liabilities shall be donated to an Alberta Registered Charity or transferred in trust to a municipality until such a time as the assets can be transferred from the municipality to an Alberta Registered Charity. All other assets shall be donated to a worthwhile musical cause selected by the Board of Directors.

## **10.0 INDEMNIFICATION**

### **10.1 No Liability**

10.1.1 A director, officer, or member of the Band shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless he/she has breached or failed to perform the duties of his or her office; and the breach or failure to perform constitutes willful misconduct or recklessness