

BYLAWS 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.

2.2 Election of Directors

- 2.2.1 Any Band member in good standing who is at least eighteen years of age shall be eligible to serve on the Board.
- 2.2.2 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.
- 2.2.3 The nominating committee shall present its report at the annual general meeting, listing a slate of no less than seven and no more than ten Band members who have agreed to be nominated.
- 2.2.4 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 shall be repeated until a favourable two-thirds majority vote of members present and eligible to vote ratifies the nominating committee recommendation.
- 2.2.5 Each elected director shall serve a one-year term, beginning on July 1 in the year of election.
- 2.2.6 At the first meeting of the new Board, the directors shall decide which of their number will assume the offices of President, Vice President, Secretary, and Treasurer.
- 2.2.7 Any officer or director, upon a two-thirds majority vote of the Band members present and eligible to vote at a meeting of the members 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 and directions given it by majority vote at any meeting of the members 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 The duties of each director shall be determined by the Board as a matter of policy, except for the duties of the President, Vice President, Secretary, and Treasurer that are outlined in these bylaws.
- 2.3.3 The Board shall appoint directors to additional offices where need is identified.
- 2.3.4 The Board shall manage the financial affairs of the Band.
- 2.3.5 The Board shall be responsible for the musical direction of the Band, including the appointment and dismissal of the Music Director(s).
- 2.3.6 The Board shall establish a schedule of rehearsals and performances.
- 2.3.7 The Board shall amend the Band's Policies & Procedures any time the Board determines that an update is appropriate.
- 2.3.8 In the event of a Board vacancy, the Board may appoint a Band member in good standing to complete the term of the vacant position.

2.3.9 All officers and directors may appoint ad hoc committees as needed to assist in discharging their duties.

2.3.10 Officers and directors shall maintain their membership in good standing.

2.4 Duties of the President, Vice President, Secretary and Treasurer

2.4.1 President

The President shall:

- be an ex-officio member of all Band committees,
- call and preside over all Board meetings, general meetings and special meetings,
 - In the President's absence, a chairperson will be elected at the meeting, to preside.
- have executive power to act for the Board between meetings.

2.4.2 Vice President

The Vice President shall

- in the event that the President is unable or refuses to act, have the powers and responsibilities of the President.

2.4.3 Secretary

The Secretary shall:

- keep accurate minutes of all Board meetings, general meetings and special meetings,
- maintain permanent records in a manner prescribed by the Board,
- have charge of the Seal of the Band, if acquired, which whenever used shall be authenticated by the signatures of the Secretary and the President.
 - In the Secretary's absence, such director as may be appointed by the Board shall discharge the Secretary's duties.

2.4.4 Treasurer

The Treasurer shall:

- receive all Band monies and deposit same to credit of the Band in a chartered bank, trust company, credit union or Alberta Treasury Branch,
- properly account for the funds of the Band and keep such books as may be directed,
- prepare an annual budget for Board approval,
- prepare statements, duly audited, of the financial position of the Band, for the Annual General Meeting,
- prepare and submit annual returns, change notices, and financial statements as required by government agencies from time to time.

3.0 MEETINGS

3.1 Board Meetings

3.1.1 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.

3.1.2 The President shall call all Board meetings.

3.1.3 A special Board meeting shall be called by the President upon receipt of a written request of at least two officers or directors, provided the request states the business to be brought before the meeting. The special Board meeting shall be called for a date no more than fifteen days after the President receives the request. All requests received by the President during the period July 1 through September 1 shall be deemed to be received on September 1.

3.1.4 All Board meetings shall be called with not less than three days' notice by e-mail.

3.1.5 Any five officers or directors shall constitute a quorum.

3.1.6 Any Band member may attend a Board meeting, upon request.

- 3.1.7 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 Board meeting. Otherwise, those transactions shall be null and void.

3.2 General and Special Meetings of the Members

- 3.2.1 General or special meetings may be called at any time upon the instruction of the President.
- 3.2.2 The annual general meeting shall be held at a regularly scheduled Band rehearsal prior to the end of June each year.
- 3.2.3 A special meeting shall be called in response to a petition signed by at least one-third of the members in good standing, setting forth the reasons for calling such a meeting. No other business shall be considered at such a meeting.
- 3.2.4 The petition for a special meeting may be submitted to either the President or the Secretary, and notwithstanding the provisions of clause 2.4.1, the special meeting shall be called by the President or the Secretary for a date no more than thirty days after receipt of the petition. Any petition received during the period July 1 through September 1 shall be deemed to be received on September 1.
- 3.2.5 Notice of meeting for general meetings and special meetings shall be given twenty-one days prior to the meeting. The notice shall be posted on the Band website and sent by e-mail to the members.
- 3.2.6 Fifty percent of members in good standing on the day of the meeting shall constitute a quorum.
- 3.2.7 Any member who has not withdrawn from membership or been suspended or expelled shall have the right to vote at any general or special meeting.
- 3.2.8 Votes shall be cast in person by show of hands or secret ballot and not by proxy or otherwise.

4.0 MEMBERSHIP

4.1 Qualifications for Membership

- 4.1.1 Any adult musician, being the full age of eighteen, shall be considered a candidate for membership.
- 4.1.2 Musicians under the age of eighteen may also be considered for membership.
- 4.1.3 The candidate shall become a member of the Band following completion of the auditioning requirements as specified in the current Policies & Procedures, and after payment of the current membership dues.
- 4.1.4 Members shall abide by the Bylaws and the Policies & Procedures.
- 4.1.5 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board.
- 4.1.6 If any member is in arrears for dues by the end of the Band year such member shall automatically be suspended from the Band until dues in arrears are paid in full.
- 4.1.7 Any member, upon a two-thirds-majority vote of the Board, may be expelled from membership for any cause that the Board may deem reasonable, e.g., failure to abide by the Bylaws and/or Policies & Procedures.

4.2 Membership Dues

- 4.2.1 The Board shall establish annual membership dues in conjunction with the annual budgeting process.

5.0 FINANCE

5.1 Signing Authority

- 5.1.1 Signing authority for the Band shall be vested in the President, the Treasurer, and one other director.

- 5.1.2 All withdrawals of Band funds must be authorized by the signatures of two of the three directors who have signing authority.

5.2 Audit

- 5.2.1 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 nominated for that purpose by the President. At the annual general meeting, the auditor(s) shall submit a complete and proper statement of the standing of the books for the previous fiscal year. The Band's fiscal year shall be May 1 to April 30.
- 5.2.2 The books and records of the Band may be inspected by any member upon giving reasonable notice and arranging a time satisfactory to the Board member(s) having charge of same. Each officer and director shall have access to such books and records.

6.0 REMUNERATION

6.1 Remuneration of Officers, Directors, and Other Band Members

- 6.1.1 Officers and directors shall receive no remuneration for serving on the Board.
- 6.1.2 Unless authorized at a general meeting and after notice for same shall have been given to the members, no member shall receive remuneration for providing services to the Band.
- 6.1.3 Notwithstanding the above, fees 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 Band may not borrow money for any purpose.

8.0 CHANGES TO BYLAWS

8.1 Amendment or Rescission

- 8.1.1 The bylaws may be rescinded, altered or added to by a special resolution.
- 8.1.2 "Special resolution" means:
 - (i) a resolution passed (A) at a general meeting or special meeting of which not less than twenty-one days' notice specifying the intention to propose the resolution has been duly given, and (B) by the vote of not less than seventy-five percent of those members who, if entitled to do so, vote in person, or
 - (ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than twenty-one days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or
 - (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person.
- 8.1.3 Notice of the meeting and the proposed special resolution shall be given twenty-one days prior to a vote. The notice shall be posted on the Band website and sent by e-mail to the members.

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 a worthwhile musical cause selected by the Board.

10.0 INDEMNIFICATION

10.1 No Liability

- 10.1.1 No officer, director or other Band member shall be personally liable for monetary damages for any action taken, or any failure to act, unless the member has breached or failed to perform the duties of their office; and the breach or failure to perform constitutes willful misconduct or recklessness.