

CALGARY CONCERT BAND
BY-LAWS November 2018

The name of the Association is "CALGARY CONCERT BAND".

ARTICLE 1. INTERPRETATION

- 1.1 When construing the by-laws, reference shall be made to the Societies Act (referred to as the "Act") and words and expressions used in the by-laws, so far as the context does not otherwise require, will have the same meaning as would be the case when used in the Act.
- 1.2 In these by-laws, unless the context otherwise requires:
- a. **"Association"** means *Calgary Concert Band*;
 - b. **"Board of Directors"** or **"the Board"** means the board of officers and directors of the Association, from time to time;
 - c. **"By-laws"** means the by-laws of the Association, from time to time, and all amendments thereto;
 - d. **"Officers"** means President, Vice-President, Secretary, and Treasurer;
 - e. **"Director"** or **"Director-at-Large"** means a Director of the Board of Directors of the Association, from time to time, and includes the Past President;
 - f. **"Member"** means a member in good standing of the Association;
 - g. **"person"** means an individual, corporation, partnership, or similar organization;
 - h. **"President"** means the president of the Association, from time to time;
 - i. **"Vice-President"** means the vice-president of the Association, from time to time;
 - j. **"Secretary"** means the secretary of the Association, from time to time;
 - k. **"Treasurer"** means the treasurer of the Association, from time to time;
 - l. **"Past President"** means the immediate Past President of the Association, from time to time;
 - m. **"Special Resolution"** means a resolution passed at a general meeting of which not less than 21 days' notice has been duly given, and by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.
- 1.3 In these By-laws, words importing the masculine gender include the feminine or neuter gender and words in the singular include the plural, and vice versa, where the context so admits.

ARTICLE 2. MEMBERSHIP

This Association is non-political and non-religious and no such test for membership shall ever be exacted or imposed by the Association.

- 2.1 Classification of Members. There are two categories of members:
- a) Full Members;
 - b) Honorary Members.
- 2.1.1 Full Members. To become a Full Member, an individual must:
- a) Demonstrate a satisfactory level of musicianship;
 - b) Pay the annual membership fees for Full Members in accordance with the policies established by the Board from time-to-time.

- 2.1.2 Honorary Members. The Association may admit and elect to its membership retired members, outstanding musicians or other citizens of distinction. Such members shall be known as Honorary Members with no voting privileges at meetings of the Association.
- 2.2 Membership Fees. The membership year is **September 1 to August 31**. The Board decides annual membership fees for each category of members. The Board decides the deadline for payment of annual membership fees.
- 2.3 Rights and Privileges of Members.
- a) Member in Good Standing. A member is in good standing when the member has paid membership fees or other required fees to the Society, and the member is not suspended, expelled or on leave-of-absence as provided for under Article 2.4.
 - b) Any member in good standing is entitled to:
 - Participate in the activities of the Association;
 - Receive notice of meetings of the Association;
 - Attend any meeting of the Association;
 - Speak at any meeting of the Association;
 - Exercise other rights and privileges given to members in these bylaws.
 - c) Voting Members: Only Members in Good Standing can vote at meetings of the Association. Each voting member is entitled to one (1) vote at a meeting of the Association.
 - d) Unless authorized at any meeting, and after notice for same shall have been given, no Officer, Director or Member of the Association shall receive any remuneration for his services except for the Music Director, Assistant Music Director and Administrator.
- 2.4 Termination/Suspension of Membership.
- 2.4.1 Loss of Membership: A Member may be suspended or expelled on a vote of the Board of Directors for the following reasons:
- a) Incompetence or lack of ability on their musical instrument;
 - b) Conduct determined by the Board to be unbecoming, unsatisfactory, or likely to endanger the interest or reputation of the Association;
 - c) Willfully committing a breach of the by-laws of the Association;
 - d) Irregular attendance, and/or unexcused absences in accordance with the current policy determined by the Board of Directors;
 - e) Failure to pay dues and/or assessments in accordance with the current policy determined by the Board of Directors.
- All monies due the Association must be paid and all Association property must be returned to the custody of the Association by an expelled member.
- 2.4.2 Notice to the Member:
- a) The affected Member will receive written notice of the Board's intention to deal with whether that member should be suspended, expelled or not;
 - b) The member will receive at least two (2) weeks notice before the Board meeting;
 - c) The notice will be sent by single registered mail to the last known address of the member shown in the records of the Association. The notice may also be delivered by an Officer of the Board. The notice will state the reason why suspension or expulsion is being considered.
- 2.4.3 Decision of the Board:
- a) The member will have an opportunity to appear before the Board to address the matter;
 - b) The Board may allow another person to accompany the member;
 - c) The Board will determine how the matter will be dealt with, and may limit the time given to member to address the Board;
 - d) The Board may exclude the member from its discussion of the matter, including the deciding vote. The decision of the Board is final.

- 2.4.4 Voluntary Withdrawal/Resignation:
- a) A member wishing to resign from the Association in good standing shall provide written notification to the Secretary and must have paid all outstanding dues and or assessments and shall have returned all Association property;
 - b) If a member has not paid the annual membership fees in accordance with the policies established by the Board, the Member is considered to have submitted his resignation.
- 2.4.5 Leave of Absence. A member may request a leave of absence for a period of up to 12 months in writing, which shall be effective upon acceptance thereof by the Board of Directors. Persons wishing to return following absences in excess of 12 months shall be treated as new members.
- 2.5 Reinstatement. Former members who have not withdrawn in good standing will be subject to payment of all delinquent dues and or assessments plus penalties which may be assessed at the discretion of the Board of Directors before reinstatement.
- 2.6 Any member who resigns, withdraws or is expelled from the Association shall forthwith forfeit all right, claim, and interest arising from or associated with membership in the Association.

ARTICLE 3. BOARD OF DIRECTORS

- 3.1 Eligibility. Any member in good standing of the Association shall be eligible for any position on the Board of Directors.
- 3.2 The Officers and Directors shall receive no compensation for serving on the Board of Directors.
- 3.3 The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Immediate Past-President, and four Directors-at-Large
- a) These elected members will be elected for terms of one year that aligns with the fiscal year (September 1 to August 31). The Immediate Past President shall be a member of the Board except that in the event an incumbent president is re-elected or the Past President otherwise absents himself from the Board and/or Association, a fifth Director-at-Large member shall be elected by the Association at the annual meeting. The Music Director and Assistant Music Director shall be non-voting, ex-officio members of the Board of Directors.
 - b) The board shall be elected at a general meeting in April or May. Notice thereof shall be given by mail, telephone or other such means of communication, at the discretion of the Board, at least seven days before such meeting. Members in Good Standing interested in running for the Board of Directors shall make their nomination known to the Past President, in person or in writing, after notice of the general meeting has been given.
- 3.4 Quorum: Five members of the Board of Directors shall constitute a quorum of that body.
- 3.5 The Board of Directors shall hold a minimum of five (5) Board meetings during each financial year.
- 3.6 Each Officer and Director of the Board, including the President, has one (1) vote at the Board Meetings. The President does not have a casting vote in the case of a tie. A tie vote is considered defeated.
- 3.7 Duties:
- a) It shall be the duty of the Board of Directors to:
 - Promote the objects of the Association;
 - Promote membership in the Association;
 - Perform all duties required of them by the by-Laws of the Association;
 - Hire employees as required from time-to-time to operate the Association;
 - Regulate the employees' duties and setting their salaries;
 - Maintain and protect the Association's assets and property;
 - Prepare an annual budget for the Association;
 - Pay all expenses for operating and managing the Association;
 - Pay persons and vendors for services and materials and protect persons and vendors from debts of the Association;

- Invest any extra monies;
 - Finance the operations of the Association, and borrow or raise monies;
 - Make policies for managing and operating the Association;
 - Approve all contracts for the Association;
 - Maintain all accounts and financial records of the Association;
 - Appoint legal counsel as necessary;
 - Make policies, rules and regulations for operating the Association and using its facilities and assets;
 - Sell, dispose of, lend, lease or mortgage any or all of the property of the Association.
- b) In the event of dispute within the Association, the matter shall be referred to the Board of Directors whose ruling shall be final.
- c) No officer, member or committee shall contract any debt or obligation in the name of the Association without first having secured the approval and consent of the Board of Directors.
- d) A resolution in writing signed by all the Board members personally shall be valid and effectual as if they had been passed at a meeting of the Board of Directors duly called and constituted.
- e) Member(s) of the Board of Directors shall not in a direct or indirect manner financially benefit from transactions with the Association or any of its projects.
- f) Member(s) of the Board of Directors shall not relinquish their Board position on a time limited basis in order to financially gain from transactions with the Association or any of its projects.
- g) Where a matter of business being considered by the Board involves an Officer or Director personally or an issue directly concerning any particular person to whom he is related or is guardian for, that Officer or Director shall be precluded from voting thereon.
- h) The members of the Board of Directors of the Association shall be entitled to be reimbursed for any out-of-pocket expenses incurred while working on Association business.

- 3.8 The members of the Association may, by resolution passed by a special resolution at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at the meeting, elect any person in his stead for the remainder of his term.
- 3.9 The Board of Directors may, by resolution passed by a three-quarter vote of those present at a meeting called for such purpose and achieving quorum, remove any Director or Officer before the expiration of his term.
- 3.10 If an Officer or Director resigns, is removed, or otherwise ceases to hold office prior to the expiration of his term or a vacancy otherwise occurs on the Board, the Board of Directors may fill the vacancy created by appointing a Director to serve out the balance of the term from among the Members of the Association.

ARTICLE 4. OFFICERS

- 4.1 The elected officers of the Association shall consist of a President, Vice-President, Secretary, and Treasurer, who shall be members in good standing of the Association. All said officers shall be nominated and elected at a general meeting of the Association in April or May and shall serve a term of office of one year (September 1 to August 31).
- 4.2 The President:
- Supervises the affairs of the Board;
 - When present, chairs all meetings of the Association and the Board;
 - Is an ex-officio member of all Committees, except the Nominating Committee;
 - Acts as the spokesperson for the Association;
 - Upholds the Bylaws of the Association;
 - Carries out other duties assigned by the Board.

4.3 The Vice-President:

- Presides at meetings in the President's absence. If the Vice President and the President are absent, the Directors elect a Chairperson for the meeting;
- Replaces the President at various functions when asked to do so by the President or the Board;
- Maintains Board Orientation materials and ensures newly elected Board members are properly oriented to the Board and its operations;
- Shall assist the President in preserving order and decorum at all meetings of the Association;
- Carries out other duties assigned by the Board.

4.4 The Secretary:

- Attends all meetings of the Association and the Board'
- Keeps accurate minutes of these meetings and distribute them accordingly'
- Has charge of the Association's correspondence;
- Makes sure a record of names and addresses of all Members of the Association is kept;
- Makes sure all notices of various meetings are sent. The notice for any meeting shall contain the date, time, place and purpose of the meeting;
- Keeps the Seal of the Association;
- Makes sure annual fees are collected and turned over to the Treasurer for deposit into the bank account of the Association;
- Keeps records pertaining to the Association dating back a minimum of seven (7) years in accordance with the bylaw respecting records;
- Files the Annual Return, changes in the Officers and Directors of the Association, amendments in the bylaws and other incorporating documents with the Corporate Registry;
- Passes the records of the Association on to the incumbent Secretary following the Annual General Meeting;
- Carries out other duties assigned by the Board.

4.5 The Treasurer:

- Makes sure all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board, which monies shall be subject to disbursement and withdrawal only on the signature of the Treasurer plus one other Officer for the time being of the Association
- Shall ensure that signing authority is transferred to the newly elected Officers within 30 days following the Annual General Meeting
- Makes sure a detailed account of revenues and expenditures is presented to the Board at every Board meeting and at other times as requested
- Makes sure an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting
- Makes sure that an Annual Budget for the current fiscal year of the Association is prepared and presented to the Annual General Meeting
- Chairs the Finance Committee
- Shall keep all records of financial transactions pertaining to the Association and pass the same on to the incumbent Treasurer following the Annual General Meeting
- Keeps financial records of the Association dating back a minimum of seven (7) years in accordance with the bylaw respecting records
- Carries out other duties assigned by the Board

ARTICLE 5. DIRECTORS

5.1 Past President:

- Chairs the nominating committee
- Assists the Vice President with orienting new Board members
- Carries out other duties assigned by the Board

5.2 Director-at-Large:

- Attends all meetings of the Association and the Board
- Carries out other duties as assigned by the Board.

ARTICLE 6. BOARD COMMITTEES

6.1 Establishing Committees:

- The Board may appoint Sub Committees and/or Ad Hoc committees to advise the Board
- The Board shall appoint the Standing Committees listed below

6.2 General Procedures for Committees:

- a) A Board Member chairs each Standing Committee created by the Board;
- b) Any member in good standing of the Association may chair the Sub or Ad Hoc Committees;
- c) The Chairperson calls committee meetings. Each committee:
 - Records minutes of its meetings;
 - Distributes these minutes to the committee members and to the Secretary of the Board;
 - Provides reports to each Board meeting at the Board's request;
- d) A majority of the committee members present at a meeting is a quorum;
- e) Each member of the Committee, including the Chairperson of the Committee, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in the case of a tie. A tie vote is considered defeated;
- f) Members of committees shall be appointed by, and hold office at the pleasure of the Board;
- g) No committee shall have the power to act for or on behalf of the Association or otherwise commit or bind the Association to any course of action;
- h) Committees shall only have the power to make recommendations to the Board, or to the Members, as the Board may, from time-to-time direct.

6.3 Standing Committees:

- Personnel Committee
- Finance Committee
- Nominating Committee

ARTICLE 7. MUSIC DIRECTORS

7.1 Music Director: A Music Director shall be appointed by the Board of Directors under such conditions including term as they deem suitable. The Music Director is responsible for the development and implementation of the band program, is a non-voting, ex-officio member on the Board, and may be an ex-officio member of all committees.

7.2 Assistant Music Director: The Music Director shall recommend to the Board of Directors who shall appoint an Assistant Music Director to handle any or all of the duties of the Music Director as required. The Assistant Music Director is a non-voting, ex-officio member on the Board. The Assistant Music Director may or may not also be a member in good standing of the Association and active participant in the performing body of the ensemble.

7.3 Honoraria. The Board of Directors may from time to time approve the disbursement of an honorarium to the Music Director and/or Assistant Music Director.

ARTICLE 8. MEETINGS

8.1 Annual General Meeting: The annual general meeting of the Association shall be held within 60 days following the end of each fiscal year, and at such place in the City of Calgary as the Board of Directors of the Association shall determine. Notice thereof shall be given by mail, telephone or other means of communication, at the discretion of the Board of Directors, at least seven days before such meeting.

8.2 General Meetings: General Meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board of Directors. Notice thereof shall be given by mail, telephone or other such means of communication, at the discretion of the Board, at least seven days before such meeting.

8.3 Special Meetings:

- a) The President of the Association may call a special meeting of the Association at any time;
- b) A special meeting of the Association may be called by the President or Secretary if demanded by a two-thirds majority of the members of the Association;
- c) In the event of a special meeting being called, the business to be considered at such meeting shall be stated in the notice thereof, which must be given seven days prior to such meeting, except in the case where special resolutions are to be presented, in which case notice must be provided 21 days prior to such meetings

8.4 Quorum: Attendance by 51% of Members in Good Standing at a General or Annual Meeting shall constitute a quorum.

8.5 Order of Business: The order of business at all meetings of the members of the Association shall be as follows:

- a) Reading of the notice calling the meeting, and adopting the agenda;
- b) Adopting the minutes of the last annual general meeting or general meeting;
- c) President's address, including submission of Board of Director's report (annual general meeting only);
- d) Reviewing the audited financial statement and annual budget for the upcoming year and adoption thereof (annual general meeting only);
- e) Submission of any by-laws or resolutions requiring confirmation by members of the Association;
- f) General business;
- g) Nomination and election of officers and directors;
- h) Adjournment.

8.6 No error or omission of giving notice of any annual general meeting, general meeting, special meeting, or any such adjournment of meeting shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve, and conform any or all proceedings taken or had thereat. For the purpose of sending matters to any Member, Director, or Officer for any meeting or otherwise, the address of any Member, Director, or Officer shall be his last address recorded on the register of the Association.

ARTICLE 9. VOTING

9.1 Each Association Member in Good Standing, including the President, shall be entitled to one vote at any meeting of the Association. The President does not have a casting vote in the case of a tie. A tie vote is considered defeated. Unless otherwise specified, all matters voted upon by the members and/or the Board of Directors of the Association shall be determined by a simple majority.

9.2 Votes shall be by show of hands, unless a request is made for a secret ballot.

9.3 Votes may be in person or by proxy, but if by proxy, the proxy is only valid if properly signed and provided to the Secretary at least 24 hours before any meeting.

ARTICLE 10. REGISTERED OFFICE

10.1 The registered office of the Association shall be located in the City of Calgary.

ARTICLE 11. BY-LAWS

11.1 No By-Law of the Association shall be rescinded, altered or added to except by special resolution. No proposition to rescind, alter or add to the by-laws of the Association shall be voted upon at a meeting of the Association, unless such proposition has first received the approval of the Board of Directors.

ARTICLE 12. FINANCIAL AFFAIRS/CAPITAL EXPENDITURES

12.1 No proposition involving financial expenditure shall be voted upon at a meeting of the Association, unless such proposition has first received the approval of the Board of Directors.

12.2 A proposal for capital expenditures of specific types and/or classes, made during the course of the financial year, exceeding \$5,000.00 (five thousand) and not already approved within the current year's

budget, shall be presented at the annual general meeting or special meeting and passed by a majority vote of the membership

ARTICLE 13. BORROWING POWER

- 13.1 For the purpose of pursuing its objects the Association may borrow or raise or secure the payment of monies in such manner as it thinks fit and the Board may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money, however, the amount at any one time owing in respect of monies so raised or borrowed or secured shall not, without the approval of majority of the members at a general or special meeting, exceed the sum of \$10,000.00 (ten thousand), provided that the exercise of such borrowing powers shall at all times comply with the provisions of Section 18 of the Societies Act and subsequent amendments thereto.

ARTICLE 14. FUNDS

- 14.1 Operating Fund: A current operating fund shall be maintained at the Bank of the Association and the balance in such fund shall be in accordance with the current financial year's budget.
- 14.2 Signing Authority: Signing Authority is granted to the President, Vice-President, Secretary and Treasurer. Should two of these officers on the Board be involved in a marital or common-law relationship, or share a place of residence for any reason, only one of these officers shall be granted signing authority. Signing authority for the second officer involved will be delegated to another Board member. Two signatures (Treasurer plus one other Officer) are required for all disbursements and withdrawals of monies.

ARTICLE 15. AUDIT OF ACCOUNTS AND RECORDS

- 15.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year, within 60 days following the end of each fiscal year, by a duly qualified accountant or by two members of the Association appointed for that purpose by the Board.

ARTICLE 16. RECORDS

- 16.1 The Board of Directors shall cause proper books and records of the business and proceedings of the Association to be kept at such place as they shall determine; such books and records shall contain the Minutes of all proceedings of the Association and of the Board of Directors of the Association and proper books of account showing assets, liabilities, receipts and disbursements of the Association. Such records shall be kept for a minimum of seven (7) years. No records, regardless of age, shall be discarded or destroyed without the approval of the Board of Directors.
- 16.2 The books and records of the Association may be inspected by any member of the Association at such place or places as may be designated by the Board of Directors and such inspection may be made with the sanction of the Secretary or the President of the Association.

ARTICLE 17. SEAL

- 17.1 The Board of Directors shall obtain and keep a seal, an imprint of which appears hereon. Such seal shall be kept at such place as they shall determine, and shall not be affixed to any document except by the authority of the Board of Directors, and in the presence of the President and Secretary of the Association, and such officers shall sign all documents to which the seal of the Association is affixed.

ARTICLE 18. FINANCIAL YEAR

- 18.1 The financial year of the Association shall commence on the first day of September and end on the 31st day of August in the following year.

ARTICLE 19. ANNUAL BUDGET

- 19.1 An annual budget covering the period September 1st of the current year to August 31st of the following year shall be prepared by the Finance Committee by the 30th of September in the current year, and this budget shall be approved by the Board of Directors and presented at the Annual General Meeting.

ARTICLE 20. DISSOLUTION

20.1 Upon dissolution of the Association, all liquid assets of the Association shall be donated to an Alberta registered Charity. All other assets shall be donated to a worthwhile musical cause selected by the Board of Directors.

DATED at Calgary, in the province of Alberta, this _____ day of _____ A.D. _____.

Brian Gaas, President

Lisa Turner, Secretary