

BYLAWS

Definitions

- 1 (1) In these bylaws:
 - “**Band**” means the Westshore Community Concert Band;
 - “**executive**” means the president, vice-president, secretary and treasurer;
 - “**fiscal year**” means the period June 1 to May 31 each year;
 - “**general meeting**” means a practice of the Band, and includes a special general meeting called under section 8 (3);
 - “**Society**” means the Westshore Community Concert Band Society.
- (2) The definitions in the *Societies Act* apply to these bylaws.

Membership

- 2 Applicants for membership must support the purposes of the Society, and
 - (a) have a minimum of three years playing experience and
 - (i) be enrolled in grade 11 or higher, or
 - (ii) have left school, or
 - (b) be admitted by the board on the recommendation of the conductor.

Member in good standing

- 3 (1) A member must
 - (a) abide by the constitution and bylaws of the Society,
 - (b) conduct himself or herself at Society functions in a manner which will not be prejudicial to the interests of the Society,
 - (c) put forth his or her best musical effort, and
 - (d) be punctual at all practices and concerts and attend them regularly.
- (2) A member ceases to be in good standing
 - (a) on failing to pay his or her membership dues within the time limit set out in section 7 (2), or
 - (b) on expulsion under section 6.

Application for membership

- 4 (1) Applications for membership in the Society must be presented in writing, on a form provided by the Society, to the board.
- (2) The board, by a majority vote, may refuse membership to any individual whose membership the board feels would be prejudicial to the interests of the Society, and should the board so refuse the application the secretary must advise the applicant in writing of the refusal.
- (3) A refusal of membership under subsection (2) may be overruled if 2/3 of the members present at a general meeting vote to accept the applicant.

Non-members

- 5 A person who is not a member of the Society may participate in Society functions as a guest at the invitation of the board or the conductor.

Termination of membership

- 6 (1) If a member's conduct is deemed prejudicial to the interests of the Society, the board, by majority vote, and after consultation with the member, may expel the member, it being understood that reinstatement, on appeal of the member, is possible by a 2/3 majority vote of members present at a general meeting.
- (2) A member may be expelled for such misdemeanors as
- (a) theft,
 - (b) abuse of Society property,
 - (c) non-payment of dues,
 - (d) chronic absence from practices or concerts without reasonable cause, or
 - (e) other behaviour that is prejudicial to the interests of the Society.
- (3) In subsection (2), "chronic absence" means three unexcused absences from practices in a five -month period or one unexcused absence from a concert.
- (4) A person ceases to be a member of the Society
- (a) by delivering his or her resignation verbally or in writing to the executive or by mailing or delivering it to the address of the Society, or
 - (b) on being expelled.

Dues

- 7 (1) The amount of annual Society dues will be proposed by the board, bearing in mind the best interests of the Society and the achievement of its objects, and any increase in dues must be voted on by the members in a general meeting.
- (2) The Society's season commences on September 1 in each year and dues are payable within four weeks after the Band's first practice of the season.
- (3) The executive may reduce or waive membership dues if a member demonstrates significant financial need.

Meetings

- 8 (1) The annual general meeting must be held in June of each year.
- (2) The board must decide the time and place of the annual general meeting and give 14 days' notice to each member
- (a) in person,
 - (b) by e-mail, or
 - (c) mailed to the member's most recent address on file with the secretary.
- (3) Special general meetings may be called by a member of the executive, or on request of at least 25% of the members, and notice of such meetings must be given to all members as set out in subsection (2).
- (4) Meetings of the board must be held at least four times per year and additionally as necessary to conduct the business of the Society.

- (5) The conductor may attend board meetings and the annual general meeting at the request the board, but has no voting privileges.

Quorum

- 9 (1) At any general meeting, a quorum is 25% of the members.
- (2) At any board meeting, a quorum is three directors.

Voting

- 10 (1) Voting may be by show of hands or, at the request of any member, by secret ballot, and the secretary must record the numbers of votes for or against a question and the number of members abstaining.
- (2) Except as specified in sections 4 (3), 6 (1), 18 (1) and 21 (1), all questions may be settled by a simple majority vote.
- (3) Proxy voting is not permitted.
- (4) Absentee voting is permitted under the following conditions:
 - (a) the member must be in good standing;
 - (b) the absentee ballot may be used only on questions for which the member had previous notice, and the specific questions must be specified on the ballot;
 - (c) the absentee ballot must be in writing and be given to the executive at least 24 hours before the general meeting at which the resolution is to be taken;
 - (d) the absentee ballot must be opened at the general meeting and included in the final tally and, except in the case of a secret ballot, its contents made known to the members present.

Board – election of

- 11 (1) The Society is administered by a board composed of the executive and at least two other directors.
- (2) All directors are elected for one year terms, or until the next annual general meeting.
- (3) Nominations for directorship will be accepted for two weeks prior to and including the date of the annual general meeting at which elections will take place.
- (4) If a nominee is not present at the annual general meeting, his or her acceptance, in writing, must have been obtained beforehand by the executive.
- (5) *Repealed.* [AGM 2022-06-07]
- (6) *Repealed.* [AGM 2022-06-07]
- (7) Any vacancy occurring on the board may be filled for the remainder of the term by appointment by the remaining directors.

Board – operations

- 12 (1) The executive may appoint committees for specific purposes, and the chair of any such committee, if not a member of the board, may attend board meetings at the request of the president.
- (2) The directors' responsibilities include, but are not limited to, the following:

- (a) the president must preside at general meetings and board meetings and has a deliberative vote;
 - (b) the vice-president must assist the president, and in the absence of the president must assume the president's duties;
 - (c) the secretary must
 - (i) ensure that regular meetings are held and keep minutes of all meetings,
 - (ii) attend to any correspondence and bring it to the attention of the board as soon as possible, and
 - (iii) have charge of the minutes and records of the Society;
 - (d) the treasurer must
 - (i) receive and bank moneys collected from the members of the Society or from other sources,
 - (ii) keep accurate accounts of assets, revenues and expenditures,
 - (iii) present complete financial statements at the annual general meeting, and
 - (iv) ensure any required filings are done;
 - (e) the other directors are responsible for whatever duties the president may delegate to them.
- (3) The directors may agree among themselves responsibility for duties not described in subsection (2), and a director may delegate any of his or her duties to another director from time to time.
- (4) If a question arises for a vote in which a director might be seen to have a conflict of interest, the director must abstain from voting on the question.
- (5) The conductor may attend board meetings at the request the board, but has no voting privileges.

Recompense

- 13** Members and directors will not be paid any remuneration for services rendered to, or on behalf of, the Society, but the board or members may authorize the payment of a member's out-of-pocket expenses if such payment appears to be in the Society's best interest.

Conductor – duties of

- 13** (1) The conductor
- (a) is responsible for conducting the Band at rehearsals and other events such as concerts and must arrange for a substitute to conduct in his or her absence, and
 - (b) must endeavour to better the musical ability of the Band.
- (2) In consultation with the board, the conductor is responsible to the Society for
- (a) the philosophical and musical direction and growth of the Society,
 - (b) arranging concerts,
 - (c) programming of concerts, and
 - (d) purchasing music within the limits of the approved budget.
- (3) In matters of policy the conductor is subject to the decisions of the board.
- (4) The honorarium of the conductor is to be decided by the board.

Conductor – term of

- 14** (1) The conductor is appointed for a term of three years (each year running from September 1 to August 31).
- (2) The conductor must give 60 days' notice if he or she wishes to resign the position.
- (3) The board may, with the approval of at least 51% of the members, dismiss the conductor for just cause or unusual circumstances relating to the conductor's competence, and must give the conductor 30 days' notice of the dismissal.
- (4) If the conductor resigns before the end of the term the board may appoint an interim conductor until the selection process described in section 15 can be carried out.

Conductor – selection process

- 15** (1) In June of the third year of the conductor's term of appointment, the board must conduct a vote of the members to determine whether to initiate the selection process for a new conductor.
- (2) To initiate the process, the required majority is 51% of the members at the meeting.
- (3) If the required majority of members under subsection (2) vote to initiate the selection process, the board must seek out qualified conductors, including the incumbent conductor, who wish to be considered for the position, and members may then vote for a conductor from the resulting list of candidates.
- (4) If there are more than two candidates for a position, and if no one candidate receives more than 50% of the vote, the candidate with the fewest votes must drop out and a new vote must be taken until one candidate receives more than 50% of the total votes.

Conductor – probationary period

- 16** A new conductor selected under section 15 is subject to a one year probationary period, at the end of which the members must vote on whether to commence the term of appointment set out in section 14 (1).

Borrowing power

- 17** The Society has no borrowing power with respect to funds but must operate on a cash basis.

Constitution and bylaws – alteration of

- 18** (1) Any alteration of the bylaws of the Society must be effected by resolution passed by the Society at a general meeting and requires a majority vote of 2/3 of the members present.
- (2) Notice of motion to alter the constitution or bylaws must be given to the members at least 14 days before the general meeting at which it is proposed to alter them, and any proposals for alteration must be presented to the secretary at least four weeks prior to the general meeting.

Rules of Order

- 19** If any situation arises which is not covered by the constitution and bylaws, the determining authority will be Roberts' Rules of Order.

Dissolution

- 20** (1) A vote to dissolve the Society must be passed by 2/3 of the members present at a meeting of which due notice has been given under section 8.

- (2) In the event of the winding up and dissolution of the Society, the directors in office at the time of dissolution are responsible to the members for preparing a complete and accurate accounting of the Society's assets and liabilities.
- (3) The board must, as soon as practicable, pay any outstanding debts from Society funds.
- (4) Assets are to be held no less than three months and no longer than three years, pending possible revival of the Society.
- (5) If the Society is not revived during the period described in subsection (4), the board must transfer the remaining assets to an existing musical organization with purposes similar to those of the Society.