

# **St. Albert Community Band**

## **Bylaws**

**October/1996**

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## 1.0 Name of the Society

The name of the Society is **St. Albert Community Band**, which may also be known or referred to as the Society.

## 2.0 Defining and Interpreting the Bylaws

### 2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 **Act** means the Societies Act Chapter/Regulation: S-14 RSA 2000 as amended or any statute substituted for it.
- 2.1.2 **Ad Hoc Committees** mean any committee that works on a particular task or issue outside the Standing Committees.
- 2.1.3 **Annual General Meeting** means the general meeting described in Section 10.1.
- 2.1.4 **Band** means concert, jazz or any related music ensemble.
- 2.1.5 **Board** means the Board of Directors as listed in Section 5.1.
- 2.1.6. **Bylaws** mean the Bylaws of this Society as amended.
- 2.1.7 **Director(s)** means any person elected or appointed to the Board as listed in Section 5.1. This does not include the President, Vice President, Treasurer or Secretary.
- 2.1.8 **Executive Officer(s)** means any Officer as listed in Section 6.0. This includes only the President, Vice President, Treasurer or Secretary.
- 2.1.9 **General Meeting** means the annual general meeting.
- 2.1.10 **Member** means a member of the Society.
- 2.1.11 **Registered Office** means the registered office for the Society.
- 2.1.12 **Register of Members** means the register maintained by the Board of Directors containing the names of the members of the Society.
- 2.1.13 **Society** means the St. Albert Community Band.
- 2.1.14 **Special Meeting** means the special meeting described in Section 10.2.
- 2.1.15 **Special Resolution** means:
  - (a) a resolution passed
    - (i) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
    - (ii) by the vote of not less than 75% of those members who, if entitled to do so vote in person
  - (b) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree,
  - (c) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person.  
RSA 1980 cS-18 s1;1981 cB-15 s284(28)
- 2.1.16 **Voting Member** means a member entitled to vote at the meetings of the Society.

### 2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- 2.2.1 **Singular and Plural:** words indicating the singular number also include the plural and vice-versa.
- 2.2.2 **Corporation:** words indicating persons also include corporations.

- 2.2.3 **Headings** are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.4 **Liberal Interpretation:** these Bylaws must be interpreted broadly and generously.

### **3.0 Powers of the Society**

The Society shall have the right to engage in the following:

- 3.1 Banking.
- 3.2 Borrowing.
- 3.3 Giving security for loans (subject to the Bylaws of the Society).
- 3.4 Owning Property – such as music, musical instruments, uniforms, land, office equipment or anything required to achieve the objectives of the Society.
- 3.5 Granting guarantees and indemnities (subject to the Bylaws of the Society).
- 3.6 Hiring employees and retaining independent contractors and experts.
- 3.7 Engaging in fundraising activities.
- 3.8 Anything the Board decides is necessary or convenient to achieve the Society's objectives.

### **4.0 Members of the Society**

#### *4.1 Obligations of a Member*

- 4.1.1 To complete a registration form and pay the annual membership fees in the amount decided by the Board. Exemptions may be provided by the Board.
- 4.1.2 To obey the Bylaws of the Society as decided by the Board and approved by the full membership of the Society.
- 4.1.3 To perform reasonable duties established by the Board. Duties must be clearly defined and agreed upon by the membership at the beginning of each fiscal year.
- 4.1.4 To attend as many scheduled rehearsals, concerts and Society meetings as possible. A member is expected to attend at least two of the final three rehearsals prior to any major concert.
- 4.1.5 To ensure that all music provided to members is available at the outset of each rehearsal.
- 4.1.6 To promote the Society, its activities and its philosophy in the community.
- 4.1.7 To participate, as much as possible, in the operation of the Society's activities that go beyond actual performances.

#### *4.2 Rights and Privileges*

- 4.2.1 Any member in good standing has the right to vote at all general and special meetings of the Society. This does not include Board meetings or standing committee meetings.
- 4.2.2 Notwithstanding 4.2.1, any member in good standing has the right to attend Board meetings in an observation role.
- 4.2.3 Any member in good standing has the right to hold office subject to any age restrictions in the Societies Act as amended or replaced.
- 4.2.4 Any member in good standing has the right to play in the concert band or any of the small groups subject to compliance with rules and required proficiency levels and instrumentation as established by the Conductors.

4.2.5 A member is in good standing upon payment of membership or other required fees. An expelled member is no longer in good standing as outlined in Section 4.4.

4.3 *Voluntary Withdrawal from the Society*

Any member may voluntarily withdraw from the Society at any time. Notice of withdrawal must be made in writing to the Board. A partial refund of the membership fees may be made at the discretion of the Board.

Returning members must pay the annual fee within 60 days of the first rehearsal of the band season. New members must pay the fee within 60 days of the first rehearsal attended. Failure of any member to register and pay the annual fees at the beginning of the band season unless a previous arrangement has been made with the Treasurer constitutes an automatic voluntary withdrawal from the Society.

4.4 *Expulsion from the Society*

A member may be expelled from the Society for any of the following conditions:

4.4.1 Failure to fulfill the obligations of members.

4.4.2 Conduct unbecoming a member.

4.4.3 Conduct calculated to bring the Society into disrepute.

Fees may be refunded at the discretion of the Board.

4.5 *Readmission to the Society*

Any individual may be readmitted to the Society after voluntary withdrawal or expulsion by completing a registration form and paying the required fees. Readmission will be at the discretion of the Board.

4.6 *Exclusion from Performances*

The Board has the right to exclude any member from a specified performance for failure to carry out the obligations outlined in Section 4.1.

4.7 *Grievance Procedure*

In the event a member wishes to file a grievance, the following steps must be followed:

1. Review the Bylaws of the Society to ensure the grievance is legitimate.
2. Become aware of any recent executive decisions that may have an impact on the grievance.
3. Try to resolve the issue through discussion with the member(s) concerned.
4. Discuss the issue with an Executive Officer in the event he/she can provide another possible avenue for resolution.
5. If all of the above steps have been pursued without a satisfactory resolution, the member filing the grievance may request a meeting with the Board at which time the member will:
  - a. Present his/her grievance with documentation.
  - b. Respond to questions for clarification.
  - c. Be advised of the time needed for the Board to reach a decision.

- 4.7.1 If the grievance is accepted, the Board will correct the problem as necessary.
- 4.7.2 If the grievance is rejected, an explanation will be provided in writing for the complainant.
- 4.7.3 At no time will a member be allowed to present/discuss a grievance publicly without authorization from the Board.

4.8 *Liabilities*

No member is individually liable for any debt or liability of the Society. At time of voluntary withdrawal or expulsion a members is liable for any outstanding debts owing to the Society.

**5.0 Board of Directors**

The Board of Directors refers to the Board of Directors for the Society.

5.1 *Composition of the Board of Directors*

The Board shall be composed of no less than seven (7) and no more than twelve (12) Directors. Four of these positions shall be Executive Officers (President, Vice President, Treasurer, and Secretary) and shall be clearly designated during the election procedure.

5.2 *Election of Executive Officers and Directors*

- 5.2.1 *Qualifications* - Candidates must be members in good standing with the Society and will be subject to any age restrictions imposed by the Societies Act as amended or replaced from time to time.
- 5.2.2 *Term of Office* - One year with the opportunity to stand for re-election. Executive Officers and Directors shall serve until their successors are elected.
- 5.2.3 *Election Time* - To be held during the general meeting each year (see Section 10.1).

5.3 *Duties and Responsibilities*

- 5.3.1 Direct and manage affairs of the Society, except where otherwise prescribed by the Bylaws of the Society. Plan and establish policies as required.
- 5.3.2 Appoint musical conductors for the concert band and other musical groups as required. Provide an agreement defined by a job description and input into the musical needs of the band.
- 5.3.3 May exercise all banking powers, but not the power to borrow money on the credit of the Society, nor the power to mortgage property of the Society, without a special resolution approved by 75% of the members.
- 5.3.4 May not grant a guarantee or indemnity on behalf of the Society for any obligations of any Director.
- 5.3.5 May delegate any function other than banking, mortgaging, borrowing, granting guarantees and granting indemnities to a sub-committee of directors, subcommittee of members, a Society member, or agents/employees.
- 5.3.6 May make rules and regulations governing the conduct of Society members at rehearsals, concerts, or fundraising activities.

- 5.3.7 Executive Officers and Directors shall attend as many meetings, scheduled rehearsals, and concerts as possible.
- 5.3.8 The Directors shall be assigned duties by the Executive Officers, which shall be specified in written job descriptions.

5.4 *Meetings of the Board of Directors*

- 5.4.1 The Board shall hold a minimum of two meetings per year. These meetings shall be called by the President or a designate.
- 5.4.2 A meeting with no less than two-thirds or 67% of the elected Board constitutes a quorum. Meetings of the Board may be held without notice if a quorum of the Board is present. Any business transactions at such meetings shall be ratified at the next regularly called meeting of the Board otherwise they shall be null and void.
- 5.4.3 A simple majority is required to pass resolutions. The President or Chairperson of the meeting will vote only in order to break a tie vote.
- 5.4.4 Resolutions shall be duly recorded in minutes of each meeting. Minutes shall be distributed to all Board and may be requested by any member of the Society.
- 5.4.5 An Executive Officer or Director may not vote on any matter of personal financial interest.
- 5.4.6 An Executive Officer or Director may be excluded from discussion and/or voting on any matter that may be deemed conflict of interest.

5.5 *Removal of an Executive Officer or Directors from Office*

- 5.5.1 By a majority vote of Society members at a special meeting.
- 5.5.2 By reason of dereliction of duties or because of reasons as outlined in Section 4.4, subject to the decision of the Board.

5.6 *Resignation of an Executive Officer or Director*

An Executive Officer or Director may resign by providing written notice to the Board. The Board can therefore call a by-election, reassign duties/offices, or leave the status quo dependent upon the time of the year.

5.7 *Remuneration*

No Executive Officer, Director or member of the Society shall receive any remuneration for services other than the regular salary for conductors. Any reimbursements for purchases must be accompanied by an official receipt.

**6.0 Executive Officers of the Society**

6.1 *President*

- 6.1.1 Oversee the general management and supervision of the affairs and operations of the Society. Preside as Chairperson at the meetings of the Society and the Board.
- 6.1.2 Spokesperson for the Society or shall appoint the Vice President or another Executive Officer or Director to serve in this capacity.
- 6.1.3 Perform any other duties as decided by the Board and recorded in a job description.
- 6.1.4 Attend all meetings of the Society and of the Board.

## 6.2 *Secretary*

- 6.2.1 Attend all meetings of the Society and of the Board.
- 6.2.2 Record and preserve the minutes of the meetings and all minute books, records and reports.
- 6.2.3 Conduct correspondence for and on behalf of the Society.
- 6.2.4 Prepare and submit documents required to retain the status of the Society in good standing.
- 6.2.5 Perform other duties as decided by the Board and recorded in a job description.

## 6.3 *Treasurer*

- 6.3.1 Attend all meetings of the Society and of the Board.
- 6.3.2 Receive all monies paid to the Society and be responsible for the deposits in whatever financial institution the Board may order.
- 6.3.3 Keep all records, books, cheques, accounts, and vouchers of the Society. Enter and record all bills, cheques, drafts, and monies received for or paid out on behalf of the Society. Render a just and true account of all monies received and spent to the Society and the Board when required to do so.
- 6.3.4 Arrange for a financial audit of the books, as required by the Societies Act, prior to the general meeting.
- 6.3.5 Perform other duties as decided by the Board and recorded in a job description.

## 6.4 *Vice President*

- 6.4.1 Assist the President with the general management and supervision of the affairs and operations of the Society. In the absence of the President, shall preside as Chairperson at the meetings of the Society and the Board.
- 6.4.2 Spokesperson for the Society in the absence of the President.
- 6.4.3 Perform any other duties as decided by the Board and recorded in a job description.
- 6.4.4 Attend all meetings of the Society and of the Board.

## **7.0 Conductors**

The Board may authorize the engaging of a person or persons as Conductor(s) for the concert band and for any Society sponsored music group.

### 7.1 *Status*

The conductor shall not be entitled to be a Board member during his/her period of appointment as Conductor. The conductor shall be an ex-officio member of the Board but shall not be entitled to vote.

### 7.2 *Duties*

The Conductor(s) shall carry out such duties as delegated by the Board and recorded in a job description.

## **8.0 Standing Committees**

### 8.1 *Standing Committees*

There shall be four standing committees: Publicity, Finance, Social and Equipment

## 8.2 *Chairpersons*

8.2.1 The President shall Chair the Publicity Committee.

8.2.2 The Treasurer shall Chair the Finance Committee.

8.2.3 A Director assigned by the Board shall Chair the Social Committee.

8.2.4 A Director assigned by the Board shall Chair the Equipment Committee.

## 8.3 *Standing Committee Members*

Society members shall be selected by the Chair of the applicable standing committee. Standing committee members can be removed at the discretion of the Board.

## 8.4 *Term*

Standing committee members shall serve until the end of the fiscal year and are eligible for re-appointment.

## 8.5 *Duties*

8.5.1 The Publicity Committee shall help the President with publicity as needed. Other duties may be assigned by the Board and will vary with changing needs of the Society.

8.5.2 The Finance Committee shall help the Treasurer as needed.

8.5.3 The Social Committee shall be responsible for the social aspects of the Society as directed by the Board.

8.5.4 The Equipment Committee shall be responsible for the movement of equipment before and after concerts, and for assisting in the set-up of the rehearsal room and concert venues.

## **9.0 Ad Hoc Committees**

Ad Hoc Committees shall be established from time to time by the Board. The responsibility of each committee shall be outlined by the Board

## **10.0 Meetings**

### *10.1 General Meeting*

10.1.1 The Society shall hold a general meeting on or before the last day of October each year in St. Albert, Alberta. The meeting should be held during a rehearsal evening in combination with a shortened rehearsal.

10.1.2 All meetings shall follow the procedures of Robert's Rules of Order.

10.1.3 The books and records of the Society may be inspected by any member at the general meeting or at any time providing reasonable notice and arranging a time satisfactory to the Secretary having charge or the same. Board Members shall at all times have access to such books and records.

10.1.4 Notice to all members shall be given at least one week in advance by email or by letter to the last known address of each member or will be delivered by hand eight days prior to the meeting. If a special resolution is to be addressed each member should be presented with a written notice of the meeting and a statement of the resolution, at least 21 days in advance.

**10.2 Special Meetings**

A special meeting may be called by the President or the Secretary upon receipt of a petition signed by one-third (33%) of the members in good standing, setting forth the reasons for such a meeting. Notice of a special meeting will be sent by email or by letter to the last known address of each member or will be delivered by hand, eight days prior to the meeting.

**10.3 Voting**

Each voting member has one (1) vote. Voting at meetings shall be by show of hands unless a resolution is passed by those present to vote by ballot. Votes by proxy shall not be accepted. A majority of the votes of the voting members present decides each issue and motion, unless the issue needs to be decided by a special resolution. The President declares a motion carried or lost. This statement is final and does not have to include the number of votes for or against the motion.

**10.4 Quorum**

Attendance by 67% of the members in good standing shall constitute a quorum at any meeting, including the general meeting.

**11.0 Auditing**

The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the annual meeting. A complete and proper financial statement of the standing of the books for the previous year shall be submitted by such auditor at the annual meeting of the Society.

**12.0 Fiscal Year**

The fiscal year of the Society in each year shall end August 31.

**13.0 Execution of Instruments**

All contracts, engagements, applications, deeds, bills of exchange, cheques, documents and other instruments of whatsoever kind or nature shall be executed by any two of the following: President, Vice President, Secretary or Treasurer of the Society. If the seal of the Society is required to be affixed to any such instrument, the same shall be affixed by the Secretary. The Secretary shall be responsible for storing and maintaining the seal if one exists.

**14.0 Amendments to the Bylaws**

The Bylaws may be rescinded, altered or added to by a special resolution as defined in the Societies Act.

**15.0 Dissolution**

In event of the dissolution of the Society, property shall be disposed at the discretion of the current Board.