



## **Bylaws**

**October/1996**

**Updated: August 2014**

## Table of Contents

1.0	Name of the Society.....	Page 1
2.0	Defining and Interpreting the Bylaws .....	Page 1
3.0	Powers of the Society.....	Page 2
3.1	Banking	
3.2	Borrowing	
3.3	Giving Security for Loans	
3.4	Owning Property	
3.5	Granting Guarantees and Indemnities	
3.6	Hiring Employees and Retaining Independent Contractors and Experts	
3.7	Engaging in Fundraising Activities	
3.8	Other	
4.0	Members of the Society .....	Page 2
4.1	Obligations of a Member	
4.2	Rights and Privileges	
4.3	Duration of Membership	
4.4	Voluntary Withdrawal from the Society	
4.5	Grievance Procedure	
4.6	Expulsion from the Society	
4.7	Readmission to the Society	
4.8	Confidentiality of Membership Records	
4.9	Liabilities	
5.0	Board of Directors .....	Page 4
5.1	Composition of the Board	
5.2	Election of Executive Officers and Directors	
5.3	Duties and Responsibilities	
5.4	Meetings of the Board of Directors	
5.5	Removal of an Executive Officer or Director from Office	
5.6	Resignation of an Executive Officer or Director	
5.7	Remuneration	
6.0	Officers of the Society .....	Page 6
6.1	President	
6.2	Secretary	
6.3	Treasurer	
6.4	Vice President	
7.0	Conductors.....	Page 7
7.1	Status	
7.2	Duties	
8.0	Ad Hoc Committees .....	Page 7
9.0	Meetings .....	Page 7
9.1	General Meeting	
9.2	Special Meetings	
9.3	Voting	
9.4	Quorum	
9.5	Meetings by Electronic Communication	
10.0	Indemnification .....	Page 9
11.0	Auditing.....	Page 9
12.0	Fiscal Year.....	Page 9
13.0	Execution of Instruments .....	Page 9
14.0	Amendments to the Bylaws.....	Page 9
15.0	Dissolution .....	Page 9

## 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.
- 2.1.4 **Band** means concert, big band or any related music ensemble.
- 2.1.5 **Board** means the Board of Directors comprised of all Executive Officers and all Directors.
- 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. This does not include the President, Vice President, Treasurer or Secretary.
- 2.1.8 **Executive Officer(s)** means the President, Vice President, Treasurer and Secretary.
- 2.1.10 **Member** means a member of the Society.
- 2.1.13 **Register of Members** means the register retained by the Secretary on behalf of the Board of Directors containing the names and addresses of the members of the Society. This register is available on request to all members, and it may only be used by members for Society business.
- 2.1.14 **Society** means the St. Albert Community Band
- 2.1.16 **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)

### 2.2 Interpretation

For the purposes of these bylaws:

- 2.2.1 Any reference to a statute or regulation is to the most current version as amended or replaced from time to time;
- 2.2.2 The singular includes the plural, and the plural includes the singular;
- 2.2.3 A pronoun in one gender includes the other;
- 2.2.4 Headings are for convenience only, and shall not affect the interpretation of these bylaws.

### **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 real property and personal property.
- 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 within 60 days of the first rehearsal attended in the amount decided by the Board. Exemptions may be provided by the Board.
- 4.1.2 Members are to promptly notify the Board of any change of address, email address, telephone number or other contact information.

#### *4.2 Rights and Privileges*

- 4.2.1 Any member in good standing has the right to attend and 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 pending approved notification from the Board.
- 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, big band or any of the small groups subject to compliance with policies 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 4.6.

#### *4.3 Duration of Membership*

Membership is effective from September 1<sup>st</sup> or the date the membership fee is paid to the following August 31<sup>st</sup>.

#### *4.4 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 through the Secretary. A partial refund of the membership fees may be made at the discretion of the Board.

#### 4.5 *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 board 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.

4.5.1 If the grievance is accepted, the Board will correct the problem as necessary.

4.5.2 If the grievance is rejected, an explanation will be provided in writing for the complainant.

4.5.3 At no time will a member be allowed to present/discuss a grievance publicly without authorization from the Board.

4.5.4 If member and Officer agree on a resolution that resolution should be noted in writing and signed by the member to end the matter

#### 4.6 *Expulsion from the Society*

By majority vote, the Board may expel any member who does not comply with these bylaws or who does not comply with policies established by the Board from time to time under these bylaws, provided that

- (a) the expelled member may appeal the expulsion by giving a written notice to any board member;
- (b) if the expelled member appeals the expulsion, the Board must call a special meeting with the membership for that purpose within 45 days of receiving the notice;
- (c) at the special meeting the expelled member may speak first, the Board's representative may speak second, and the expelled member may rebut any new information;
- (d) the members present shall decide the appeal by majority vote;
- (e) the decision of the members is final;
- (f) no other business may be transacted at the same special meeting.

Fees may be refunded at the discretion of the Board.

#### 4.7 *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.

4.8 *Confidentiality of Membership Records*  
Membership records are confidential and shall be used only as necessary for Society purposes.

4.9 *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) members. Four of these positions shall be Executive Officers (President, Vice President, Treasurer, and Secretary) and only these positions shall be clearly designated during the election procedure.

### **5.2 Election of Executive Officers and Directors**

#### **5.2.1 Qualifications**

- a) 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 Nominations**

- a) Nominations for the Executive Officers and Directors shall be made in writing to the current elected Secretary no later than 14 days before the date scheduled for the general meeting.
- b) Nominees must consent to their nomination before going forward to the Secretary.
- c) Except as provided in 5.2.2 (d), no nominations shall be accepted from the floor at the general meeting.
- d) If there are an insufficient number of nominees for the number of positions available, in accordance with 5.2.2 (c), there may be nominations from the floor at the general meeting.

#### **5.2.3 Term of Office**

- a) Each Executive Officer and Director shall serve a term of three (3) years commencing at the end of the general meeting in the year of the Executive Officer's and/or Director's election.
- b) Except as provided by sections 5.2.3(d) and 5.2.3 (e), no person shall serve more than two (2) consecutive terms as an Executive Officer and/or Director.
- c) The Board shall select the specific roles of the Directors at the first Board meeting following the general meeting.
- d) If there are insufficient nominations for the Executive Officers or for the minimum number of Directors at the end of two (2) consecutive terms of office, a current Executive Officer and/or Director may stand for re-election for one additional term of three (3) years.

- 5.2.4 Election Time
  - a) To be held during the Annual General Meeting each year.

### 5.3 *Duties and Responsibilities*

- 5.3.1 Direct and manage affairs of the Society, except where otherwise stipulated by the Bylaws of the Society. Plan and establish policies as required.
- 5.3.2 Appoint musical conductors for the concert band, big band and other musical groups as required. Provide a letter of 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 Executive Officer or 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 policies 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.
- 5.3.9 Every director must disclose any direct or indirect financial interest or other interest in any matter coming before the Board and may not vote on any resolution relating to that matter.

### 5.4 *Meetings of the Board of Directors*

- 5.4.1 The Board shall hold a minimum of four 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 66% 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 Members 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 Director from Office*
- 5.5.1 Any director may be removed from office by special resolution of the members.
- 5.5.2 Any director may be removed from office by resolution of the Board
- (a) if the director is absent from any 3 consecutive meetings without prior notice (“regrets”);
  - (b) if the director is unable to perform his or her duties as a result of injury, ill health, or similar disability;
  - (c) if the director fails to comply with these bylaws or discharge his or her responsibilities under these bylaws.
- 5.5.3 A director who is removed from office by resolution of the Board may appeal to the members at a special meeting, in accordance with the provisions in these bylaws for an appeal of expulsion of a member.
- 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 *Vice President*
- 6.2.1 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.
  - 6.2.2 Spokesperson for the Society in the absence of the President.
  - 6.2.3 Perform any other duties as decided by the Board and recorded in a job description.
  - 6.2.4 Attend all meetings of the Society and of the Board.
- 6.3 *Treasurer*
- 6.3.1 Receive all monies paid to the Society and be responsible for the deposits in whatever financial institution the Board may order.
  - 6.3.2 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.

6.3.3 Arrange for a financial audit of the books, as required by the Societies Act, prior to the general meeting.

6.3.4 Perform other duties as decided by the Board and recorded in a job description.

6.3.5 Attend all meetings of the Society and of the Board.

6.4 *Secretary*

6.4.1 Record and preserve the minutes of the meetings and all minute books, records and reports.

6.4.2 Conduct correspondence for and on behalf of the Society.

6.4.3 Prepare and submit documents required to retain the status of the Society in good standing.

6.4.4 Maintains and updates the register of all members of the Society and their addresses

6.4.5 Perform other duties as decided by the Board and recorded in a job description.

6.4.6 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, big band and for any Society small music ensembles.

7.1 *Status*

The conductor(s) shall not be entitled to be a Board member during his/her period of appointment as Conductor. The conductor(s) 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 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 in a written Terms of Reference.

**9.0 Meetings**

9.1 *General Meeting*

9.1.1 General Meetings of the Society shall be called at any time upon the instructions of the President of Board

9.1.2 The Society shall hold an Annual General Meeting within two months of the fiscal year end date in St. Albert, Alberta.

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

9.1.3 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. Board Members shall at all times have access to such books and records.

9.1.4 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.

- 9.1.5 The business of the annual general meeting shall include the following:
- (a) the election of the Board of Directors
  - (b) presentation of the financial statements of the previous year;
  - (c) policy, budget, and plans for the current upcoming year;
  - (d) any other matter required by law to be considered at an annual general meeting, such as revisions to these bylaws;
  - (e) any other matter proposed by a member or the Board that is not prohibited by law from being considered at an annual general meeting.

9.2 *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.

9.3 *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.

9.4 *Quorum*

- 9.4.1 Attendance by 66% of the members in good standing shall constitute a quorum at any meeting, including the general meeting.
- 9.4.2 If a quorum is not present within twenty minutes of the scheduled time for the beginning of the meeting, notice of a second meeting must be given to all members.
- 9.4.3 The second meeting must be held not less than one day after and not more than seven days (7) after the first meeting.
- 9.4.4 A quorum at the second meeting is the number of members present.

9.5 *Meetings by Electronic Communication*

- 9.5.1 No annual, general, or a special meeting of the members may be conducted by electronic communication.
- 9.5.2 Electronic communication for the purpose of considering a motion (an "email motion") by the Board is permitted by email, by conference telephone call, or otherwise only if
- (a) each one of a number of Board members sufficient to constitute a quorum of the board is able to communicate by the particular method of electronic communication each with all the others participating in the electronic meeting; and

- (b) the Board, by resolution, has adopted procedures that ensure sufficient information will be provided to the Secretary at the next face-to-face meeting of the Board to enable the Secretary to record the motion and the results of the vote accurately.

#### **10.0 Indemnification**

- 10.1 An officer or director holds office with protection from the Society. The Society indemnifies each officer, director and member against all costs and charges that result from any act done for the Society. The Society does not protect any officer, director or member for acts of fraud, dishonesty or bad faith.
- 10.2 No officer, director or member of the Society is liable for the acts of any other officer, director or member. No officer, director or member of the Society is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, society or corporation dealing with the Society. No officer, director or member is liable for any loss due to an oversight or error in judgement, or by an action, unless the act is fraud, dishonesty, or bad faith.
- 10.3 An officer and director can rely on the accuracy of any statement or report prepared by the Society's Auditor(s). Officers and directors are not liable for any loss or damage as a result of acting on that statement or report.

#### **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 by the Board one month prior to the annual general meeting. At the annual general meeting, such auditor(s) shall submit a completed and proper statement of the standing of all the books, accounts and records for the previous year.

#### **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. Notice of any proposed changes to these bylaws must be included as part of the notice to the members of the meeting at which the amendments will be considered.

## **15.0 Dissolution**

Upon dissolution of the Society, all property remaining after the payment of any debts, *shall be given to*

- (a) any non-profit organization selected by the members prior to dissolution provided that the recipient organization has objectives similar to those of the Society, or
- (b) to a non-profit institution that provides music education and performance opportunities to individuals; or
- (c) shall be disposed of as is otherwise required by law.