

Oxford Winds Community Concert Band By-Laws

Preamble

There are references in the proposed amendments below to the Oxford Winds' Articles of Incorporation. In 2019, the Oxford Winds incorporated under Corporations Canada for registered charities, allowing the organization to hold property (such as a licensed trailer) and reduce liabilities for the board of directors, while maintaining status as a registered charity.

A. MEMBERSHIP

1. The membership year runs from September 1 to August 31.
2. **Class A Membership:**
 - (a) Performing Member:
 - Performing membership is open to any person who has the desire and ability to learn to play brass, woodwind and/or percussion instruments.
 - Residents of Oxford County shall be given first priority.
 - An audition may be required, at the discretion of the Music Director.
 - Acceptance into membership shall be at the discretion of the Music Director.
 - (b) Non-Performing Member:
 - Non-performing membership is open to any person who has the desire to support the Oxford Winds.
 - Acceptance into membership shall be at the discretion of the Board.
- 2.1 All Members must complete an application form and pay the fee determined by the Board.
- 2.2 All Members must adhere to the Oxford Winds Policies and Procedures
3. **Class B Membership:**
 - (a) All persons not included in Class A Membership.

Reason for Amendment

A requirement of our Articles of Incorporation was to separate "Class A" and "Class B" membership. This change clarifies that all members, both performing and non-performing, are entitled to notice of our meetings and have the right to vote at our AGM.

B. DIRECTORS

1. **Nominations:**
 - (a) Any Class A member of the Oxford Winds may nominate a potential director by completing the nomination form posted on the Oxford Winds website/distributed at rehearsal.

- (b) A Nominating Committee will be established annually with its membership being determined by the Board. Nominations must be approved by the nominee and received by the Nominating Committee in advance of the AGM.

2. Eligibility:

- (a) Directors shall be a member in good standing and shall be 18 years of age or older.
- (b) Eligibility shall be determined by the Nominating Committee.
- (c) At least 50% of the Directors must be at arm's length as defined by the Canadian Income Tax Act.

3. Election: Elections shall be conducted by ballot at the AGM.

Reason for Amendment
Defined the establishment of the Nominating Committee on an annual basis for clarity. Later on in our bylaws, we specify that proxy voting (submitting ballots to vote when you are not present) are not permitted. This amendment cleans up the language and makes it consistent with our current voting structure.

4. Period of office: Period of office shall be two years. There is no limit on the number of concurrent periods of office.

5. Responsibilities:

- (a) Attend Board meetings;
- (b) Participate on committees;
- (c) Assist at formal concerts; and
- (d) Work on special projects.

Reason for Amendment
Administrative clean up - these responsibilities were previously a one-line note under the "Executive" section.

6. Resignation:

- (a) Any resignation of a Director shall be made in writing (by letter or email) giving as much advance notice as possible.
- (b) All documents, letters of authority, etc. must be returned to the President prior to the Board of Directors accepting the resignation.

7. Absences: Board members must give advance notice if they will be absent from any Board meeting or from formal concerts.

8. Removal: A Director may be removed from the Board of Directors at an AGM or Special Membership Meeting. The Executive will provide written notice to the Director outlining the reasons. Missing three consecutive Board meetings may be basis for removal.

C. EXECUTIVE OFFICERS

1. **Nominations:** Any Class A member of the Oxford Winds may nominate a potential Executive Officer by completing the nomination form posted on the Oxford Winds website/distributed at rehearsal.
2. **Eligibility:**
 - (a) At the time of election, an Executive Officer shall be a Director and member in good standing and shall be 18 years of age or older.
 - (b) All Executive Officers must be eligible to be signing authorities at the Oxford Winds' financial institution.
3. **Election:** Elections shall be conducted by ballot at the AGM.
 - (a) The President and Vice President shall be elected in alternating years.
 - (b) The Secretary and Treasurer shall be elected in alternating years.
4. **Period of Office:** The Executive Officers will hold terms of two years. There is no limit on the number of concurrent periods of office.

Reason for Amendment
A number of administrative edits, to make the language under Executive Officers mirror that of the Directors section.
It is our current practice to have the Executive terms be staggered. This change codifies that the two-year terms are staggered

5. Responsibilities:

- (a) President:
 - (i) oversees all functions within the Oxford Winds;
 - (ii) calls and presides over all meetings; and
 - (iii) shall not vote unless a motion is tied.
- (b) Vice-President:
 - (i) deputizes for the President in their absence; and
 - (ii) accepts other Executive duties as required.
- (c) Secretary:
 - (i) records the minutes of all meetings [Board, Executive, Special and Annual General], and retains printed copies for permanent reference;
 - (ii) is responsible for all official correspondence, as directed, and retains copies; and
 - (iii) maintains the archives.
- (d) Treasurer:
 - (i) records all monies associated with the Oxford Winds and deposits same to the Oxford Winds' bank account;
 - (ii) keeps permanent records of financial transactions and retains as required by the Canada Revenue Agency and other regulatory bodies;
 - (iii) submits a report at all Board Meetings;
 - (iv) prepares a financial statement at the end of the fiscal year;
 - (v) prepares a budget for the next fiscal year, including fees;
 - (vi) completes the required government financial filings;

- (vii) issues official donation receipts; and
- (viii) maintains the list of members.

Should there be a change in Treasurer during the fiscal year, both outgoing and incoming Treasurers shall sign the financial statements.

6. Resignation:

- (a) Any resignation of an Executive Officer from an executive position shall be made in writing (by letter or email) giving as much advance notice as possible.
- (b) All documents, letters of authority, etc. must be returned to another Executive Officer prior to the Board of Directors accepting the resignation.
- (c) In the case of the President resigning prior to completion of their term, the Vice President shall step in to fulfill all presidential responsibilities until elections at the next AGM. The Vice President would resume their usual responsibilities at the time a new President is elected, if there is time remaining in their two-year term.
- (d) At the discretion of the Board, a special membership meeting may be held to fill the Vice President, Secretary or Treasurer positions due to a resignation from any of these positions.

Reason for Amendment
We wanted to have very clear guidelines for what would happen if an Executive Officer resigned during their term.

D. MUSIC DIRECTOR/CONDUCTORS

1. Selection:

Selection of the Music Director/Conductor(s) shall be the responsibility of the Board of Directors.

2. Duties:

- (a) Music Director:
 - (i) assist Conductors with the selection of appropriate music;
 - (ii) assist with the determination of concert dates, locations, and themes;
 - (iii) attend all concerts;
 - (iv) coordinate the preparation of the program for formal concerts;
 - (v) attend board meetings and provide a report;
 - (vi) liaise with the Conductors on a regular basis; and
 - (vii) determine the recipients of instrument loans, with the assistance of the Conductors.
- (b) Conductor(s):
 - (i) select music appropriate for band members, with the assistance of the Music Director;
 - (ii) preside over all rehearsals;
 - (iii) in the case of the conductor's absence, arrange an appropriate substitute to preside over the rehearsal with the approval of the Music Director;
 - (iv) attend all concerts; and
 - (v) keep the Music Director informed regarding band progress, issues, etc.

E. COMMITTEES

Committees may be formed for various purposes, and will be established and dissolved by resolution at a Board meeting.

F. REHEARSALS/PERFORMANCES

1. Performing members must give advance notice to their Conductor if they will be absent from rehearsal.
2. Participation in performances is at the discretion of the Conductor and shall take into account attendance at rehearsals and playing ability.

G. MEETINGS

1. Board Meetings:

- (a) Notice: The date of the next meeting shall be set at the end of each meeting. Meeting dates may be changed at the discretion of the President with 7 days' notice.
- (b) Quorum: A simple majority of the Directors shall constitute quorum.
- (c) Decisions shall be made by consensus or simple majority, and shall be recorded by the Secretary as part of the minutes.
- (d) Voting: No proxy votes shall be accepted. The President shall vote only in the case of a tied vote.
- (e) Conflict of Interest: A Director shall declare a conflict of interest as soon as they become aware of any matter before the Board which may be influenced by their personal or professional interests. It is the Director's responsibility to abstain from discussion and voting.

2. Annual General Meeting (AGM):

The Annual General Meeting shall be held no more than 60 days after the organization's fiscal year end.

- (a) Notice: Public notice shall be given 30 days prior to the AGM.
- (b) Quorum: Those members present shall constitute a quorum.
- (c) Agenda:
 - (i) The agenda will be posted on the Oxford Winds website at least 7 days prior to the meeting, or mailed/hand-delivered to members upon their request.
 - (ii) The minutes of the previous AGM and any Special Membership Meetings shall be considered, amended as necessary, and approved.
 - (iii) The election of Directors for the following term shall be conducted by ballot.
 - (iv) The financial statement for the previous year and the annual budget for the following year will be considered, amended as necessary, and approved at the Annual General Meeting.
 - (v) Annual reports shall be received from the committees and considered, amended as necessary, and approved.
- (d) Voting:
 - (i) Each member in good standing, age 12 or older, has the right to one (1) vote.
 - (ii) Voting, other than the election of Directors (both at-large and Executive roles), shall be conducted by a show of hands by members. Ballots may be used, at the discretion of the Secretary.

- (iii) Any member may move that a vote on a particular issue be recorded by member name.
- (iv) No proxy votes shall be accepted.
- (e) Voting in Elections:
 - (i) In elections for the Oxford Winds Board of Directors, including Executive Officers, in which the ballot offers only one (1) option, a vote of confidence shall be employed:
 - Electors shall mark “confidence” or “non-confidence”
 - If the candidate receives a majority of “confidence” ballots, the candidate shall be duly elected.
 - If the candidate received a majority of “non-confidence” ballots, the candidate shall not be elected.
 - Abstentions, declined, and spoiled ballots shall not count in the calculation of majority.
 - (ii) In all other elections, a plurality voting system shall be employed for the counting of ballots.
 - Electors shall mark a number of choices not exceeding the number of open positions.
 - Votes shall be counted for each candidate, and the candidate(s) with the most votes shall be declared duly elected.

Reason for Amendment

With the exception of stating that elections for Directors would be completed by ballot, there were no parameters on elections. This provides clarity on how voting shall be conducted for Directors and Executive positions, giving members added confidence that their voice (e.g. confidence or non-confidence) is being heard.

3. Special Membership Meeting:

- (a) Notice: A Special Membership Meeting shall be called by the President upon written request by five members in good standing or by three Directors, or at the discretion of the President, with 14 days’ notice. The meeting shall be held within 30 days of receipt of the request.
- (b) Purpose: The purpose of the meeting shall be posted on the Oxford Winds website at least 7 days prior to the meeting, or mailed/hand-delivered to members upon their request. No other business may be brought forward at the meeting without the approval of the Executive Committee.
- (c) Quorum: Those members present shall constitute a quorum.
- (d) Voting: Proxy votes shall not be accepted. Voting shall be conducted by a show of hands or by ballot, at the discretion of the Secretary.

H. FINANCIAL MATTERS

- 1. Fiscal Year: The fiscal year shall run from June 1 to May 31.
- 2. Monies: All money received by the Oxford Winds shall be promptly deposited to a bank account at the Canadian financial institution designated by the Board of Directors. All

payments over \$50.00 shall be made by cheque; other payments may be made from petty cash at the discretion of the Treasurer.

3. Signing Authorities: Cheques shall be signed by two Executive Officers. Whenever possible, the Treasurer will be one of the signatories.
4. Financial Statements:
 - (a) shall be prepared annually;
 - (b) examined by an individual at arm's length from the Treasurer, and
 - (c) distributed to Class A members no less than 21 days prior to the AGM.

I. BORROWING POWERS

Notwithstanding any financial institution agreement entered into on behalf of the Oxford Winds, the Directors of the organization may not:

- a) borrow money on the credit of the organization;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the organization;
- c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the organization, owned or subsequently acquired, to secure any debt obligation of the organization; or
- d) rent safety deposit boxes.

Reason for Amendment
This is a brand new section that has been added.
This language is outlined in the Not For Profit Act. As we are now incorporated, we wanted to ensure to the members that the Board of Directors will not borrow money etc. in the Band's name.
The Board of Directors passes a similar motion annually, when the signing authorities change - this provides an extra layer of protection in the event someone ever forgot to make a motion to limit borrowing powers.

J. DAY-TO-DAY OPERATIONS

Additional information regarding the day-to-day operations of the Oxford Winds shall be documented in the Policies and Procedures.

K. BY-LAW AMENDMENTS

1. The Board of Directors may not make, amend or repeal any By-Laws that regulate the activities or affairs of the organization without having the By-Law, amendment or repeal confirmed by the members by ordinary resolution. The By-Law, amendment or repeal is only effective on the confirmation of the members.
2. Notice of proposed amendments shall be posted on the Oxford Winds website at least 30 days prior to the AGM, or mailed/hand-delivered to members upon their request.
3. By-Laws shall be amended by a simple majority of the members in attendance at an AGM.

Reason for Amendment

This language is recommended as best-practices for Not For Profits. What this specifies is that if there are small amendments required to the bylaws (e.g. number, updating titles), the Board of Directors can make those changes and have them effective immediately, bringing them to the next AGM for ratification.

This further specifies that anything that would impact the activities of the Band (making music) or the affairs of the organization (e.g. membership composition or number of board members) remains in the hands of the full membership to amend.

L. DISSOLUTION

The Oxford Winds may be dissolved only by unanimous consent of the Directors and a two-thirds majority of the members present at the meeting at which this issue is dealt with. Any property remaining on liquidation of the organization, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act, including the Canadian Band Association, or failing that, a non-profit registered charity with similar objective.

Reason for Amendment

Now that we are incorporated, we are required to specify how our assets will be dispersed in the event the Oxford Winds is ever dissolved.

President

Dated: _____

Secretary

Dated: _____