

All-City Band Society

BYLAWS

PART 1

Interpretation

- 1.(1) In these bylaws, unless the context otherwise requires,
 - (a) "directors" means the director of the society for the time being;
 - (b) "Societies Act" means the Societies Act of the Yukon from time to time in force and all amendments;
 - (c) "Societies Regulations" means the Societies Regulations of the Yukon from time to time in force and all amendments;
 - (d) "society" means the All-City Band Society
 - (e) "special audit" means an audit for a specific purpose
 - (f) "majority vote" is defined as 50% plus one of the attending board members eligible to vote and only in the event that a quorum has been established.
- (2) The definitions in the Societies Act and in the Societies Regulations apply to these bylaws.

PART 2

Membership

2. Membership in the Society shall be open to all All-City Band participants and the parent(s)/legal guardian(s) of student participants who participate in the regular activities of at least one of the following musical groups: All-City Bands (Junior or Senior Concert) and FH Collins Sec. & Porter Creek Sec. Beginning Bands.
3. Every member shall comply with these bylaws.
4. An individual shall cease to be a member of the society when (s)he ceases to participate in the activities of the All-City Band Society for a period of 1 year plus 120 days.
5. A member may be removed from the society after a majority vote by the board of directors.

PART 3

Meetings of Members

6. General meetings of the society shall be held at the time and place, in accordance with the Societies Act, that the directors decide.
7. The directors may, when they think fit, convene a special general meeting or at the written request of a member.
8.
 - (1) Notice of a general meeting shall be given or sent to each member entitled to vote at the meeting not less than 10 days or more than 60 days before the meeting and the notice shall specify the place, day and hour of the meeting, and, in case of special business, the general nature of the business.
 - (2) Where a special resolution is to be voted on at a general meeting, notice of the general meeting shall be given or sent to each member entitled to vote at the meeting not less than 21 days or more than 60 days before the meeting, and the notice shall include the text of the special resolution to be submitted to the meeting.
 - (3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

PART 4

Proceedings at General Meetings

9. (1) Special business shall not be conducted at a general meeting unless notice has been given of the proposal to conduct that business at that meeting.
(2) Special business is
 - (a) at a special general meeting, all business other than the adoption of rules of order; and
 - (b) at an annual general meeting, all business other than:
 - (i) the consideration of the financial statements;
 - (ii) the report of the directors;
 - (iii) appointment of directors when necessary; and
 - (iv) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
10. (1) Where a quorum is not present at a general meeting, no business other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted.
(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
(3) A quorum is 50% +1 of the current board of directors plus any general membership in attendance.
11. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
12. The president of the society, the vice president, or, in the absence of both, one of the other directors present shall preside as chairperson of a general meeting.
13. (1) The chairperson may move or propose a resolution and may second a motion or resolution proposed by another person.
(2) In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member and the proposed resolution shall not pass.
14. (1) A member in good standing present at a meeting of members is entitled to one vote.
(2) Voting, except for the election of officers or directors, is by a show of hands.
(3) Voting by proxy is not permitted.

PART 5

Directors and Officers

15. Any member in good standing may volunteer to sit on the board of directors.
16. At the first board meeting after the Annual General Meeting,
 - (1) executive positions will be filled by interested directors,
 - (2) when necessary, an election within the board will determine the appointment.
17. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society

in general meeting.

(2) The authority of the directors under subsection (1) is subject to:

(a) all laws affecting the society;

(b) these bylaws; and

(c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

(3) No rule, made by the society in general meeting, invalidates a prior act of the directors

that would have been valid if that rule had not been made.

18. The officers of the society shall be the president, the vice-president, secretary and treasurer.

19. The board of directors may remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

20. The board of directors may vote to award an honourarium to a board member in recognition for outstanding contributions no more than once per year.

PART 6

Proceedings of Directors

21. (1) The directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(3) The president or designate shall be chairperson of all meetings of the directors.

(4) A director may at any time convene a meeting of the directors.

22. The directors may delegate power to committees consisting of one or more directors; a committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.

23. The members of a committee may meet and adjourn as they think proper.

24. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) In case of an equality of votes the chairperson does not have a second or casting vote.

25. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.

26. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

27. Outside of board meetings, a resolution, by distribution to the full board, can be passed or approved by means of personal signature or email response.

PART 7

Duties of Officers

28. (1) The president (or his/her designate) shall be the only board member to make public statements on behalf of the board;

(2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

29. The vice president shall carry out the duties of the president during the president's absence.

30. (1) Where the society has a secretary, the secretary shall keep minutes of board and general meetings and ensure their distribution.

(2) Where the society has a treasurer, the treasurer shall

(a) keep the financial records, including books of accounts; and

(b) render financial statements to the directors, members and others when required.

31. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

PART 8

Professional Accountant

32. (1) As per the Societies Act, the membership may waive the annual audit by a professional accountant by majority vote at the Annual General Meeting.
(2) A review engagement may be performed by a professional accountant every 5 years or 5 years after an annual audit if it is not waived in 32 (1).
(3) A special audit by a professional accountant to satisfy Board concerns of impropriety can be performed at any time for any period if deemed necessary by the Board as evidenced by a majority vote at an AGM or unanimous resolution, excluding the Treasurer, of the Board. The board, at a special meeting subsequent to the unanimous resolution, will create an audit committee to determine the nature of the special audit and any interim measures required.

PART 9

Notices to Members

33. A notice may be given to a member, by personal delivery, by mail or email.
34. (1) Notice of a general meeting shall be given to every current member of the society;
(2) No other person is entitled to receive a notice of general meeting.

PART 10

Dissolution

35. In the event of dissolution of the society, the assets remaining after all debts have been paid or provisions for payment have been made shall, subject to the requirements of the regulations, be distributed as determined by a special resolution.

PART 11

Changing Bylaws

36. (1) The society may amend its bylaws by special resolution but the change is not effective until filed with and approved by the registrar.
(2) An amendment to the bylaws shall be made by deleting, substituting, or adding entire articles.
(3) The notice of the meeting at which a special resolution to change the bylaws is to be voted on shall state the original bylaw wording and the proposed changes.

PART 12

Society Management

37. On being admitted to membership, each member is entitled to and may receive a copy of the bylaws of the society.
38. Any dispute concerning the interpretation or application of the bylaws, and any dispute concerning the rights of a member or the powers of a director or officer, shall be submitted to and decided by arbitration under the Arbitration Act of the Yukon.
39. A society Administrator may be hired at the discretion of the board of directors.
40. Records from the society will be kept at a location agreed upon by the board of directors.
41. Records will be available for viewing by members upon submission of written request to the board of directors.

PART 13

Fundraising

42. The Society may be involved in fundraising for the purpose of funding Society activities.

43. The Society may from time to time adopt fundraising policy as determined by the Board of Directors.