

# CIVIC ORCHESTRA SOCIETY OF VICTORIA

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## CONSTITUTION

The purposes of the Society are:

1. to perform music in and for the Greater Victoria area, and
2. to provide musical educational opportunities in the community.

## BYLAWS

### Definitions

1 In these bylaws:

- “**annual general meeting**” means the general meeting of the society members in which elections are held;
- “**board**” means the board of directors of the society as described in section 13 (1);
- “**fiscal year**” means the period August 1 to July 31 each year;
- “**general meeting**” means a meeting called under section 10 (3), that may be held during a regularly scheduled rehearsal of the orchestra;
- “**orchestra**” means the Civic Orchestra of Victoria;
- “**orchestra function**” means a practice, concert or meeting of the society;
- “**non-performing member**” means a person who assists the society at practices or concerts but who does not perform in the orchestra;
- “**performing member**” means a member who performs in the orchestra;
- “**roles document**” means a document describing in detail the duties and responsibilities of directors and other members;
- “**society**” means the Civic Orchestra Society of Victoria.

### Membership

- 2 (1) Applicants for membership in the society must
  - (a) agree to support the purposes of the society, and
  - (b) in the case of performing members, have a minimum of 3 years performing experience.
- (2) There may be different categories of membership for performing and non-performing members.

### Application for membership

- 3 A person who has been approved for membership in the society must complete a registration form provided by the society and return it, with any dues payable, to the board.

### Member in good standing

- 4 (1) A member must abide by the constitution and bylaws of the society.
- (2) The board may award a life membership to a member who has given outstanding service to the society.

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- (3) A member ceases to be in good standing
  - (a) on failing to pay his or her membership dues within the time limit set in section 8 (3), or
  - (b) on expulsion under section 6.

## **Non-members**

- 5 (1) A person who is not a member may participate in society functions by invitation of the board.
- (2) If a non-member's skills are required by the orchestra on a temporary basis, that person may be invited to perform with the orchestra
  - (a) by invitation of the board, or
  - (b) by invitation of the music director with approval of the board.
- (3) A non-member may apply to perform with the orchestra on a trial basis for up to four weeks, after which time the board, after consultation with the music director, must decide whether to admit the applicant as a performing member.
- (4) If the person is admitted, dues are payable.

## **Termination of membership**

- 6 (1) If a member's conduct is deemed prejudicial to the interests of the society, the board, after consultation with the member and by a unanimous vote, may expel the member, it being understood that reinstatement, on appeal of the member, is possible by a 75% majority vote of members present at a general meeting.
- (2) A person ceases to be a member of the society
  - (a) by delivering his or her resignation either verbally or in writing to the secretary or by mailing or delivering it to the address of the society, or
  - (b) on being expelled, in accordance with subsection (1).

## **Register of members**

- 7 The board must keep a register of all members.

## **Dues**

- 8 (1) The amount of annual dues will be proposed by the board, and any increase in dues must be voted on and approved by the members at the annual general meeting.
- (2) Dues may be different for performing and non-performing members.
- (3) Dues are payable
  - (a) within 4 weeks of the first practice of the year for a performing member, or
  - (b) within 4 weeks of any member joining the society mid-season.
- (4) If a member has not paid dues within the time set out in subsection (3) membership automatically lapses, unless the board approves a recommendation to the contrary from the director responsible for personnel.
- (5) The board may reduce or waive membership dues.

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## Inspection by members

- 9 (1) The board must keep a copy of the constitution and bylaws available for the perusal of any member on request.
- (2) The board must make the books and records of the society available for inspection
  - (a) by any member within one week of a request, and
  - (b) at the annual general meeting.

## Meetings

- 10 (1) The annual general meeting must be held within 6 months of the end of the fiscal year, at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
- (2) The board must decide the time and place of the annual general meeting and give 14 days' notice to each member, either in person or by e-mail or at the member's most recent address on the register, but failure to receive a notice by any member does not invalidate proceedings at the meeting, provided that the board has made a reasonable effort to contact each member.
- (3) General meetings may be called by the president with the consent of the board, or on request of at least 10% of the members, and notice of such meetings must be given to all members as set out in subsection (2).
- (4) The board must meet at least 6 times per year to transact the society's business.

## Quorum

- 11 (1) A quorum at any general meeting is 25% of the members.
- (2) A quorum at any directors' meeting is 50% of the directors.
- (3) 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, must be terminated; but in any other case, must stand adjourned to a time and place agreed to by those members present.
- (4) If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members then present constitute a quorum.

## Voting

- 12 (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 elsewhere in these bylaws, 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 a member in good standing in the society;
  - (b) the absentee ballot must be in writing and be given to the board at least 24 hours before the appropriate general meeting;

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- (c) the absentee ballot must be opened at the general meeting and its contents made known to the members present, except in the case of a secret ballot in which case it must be included in the final tally.

## **Board of directors – election of**

- 13** (1) The society is administered by a board of directors composed of president, vice-president, secretary, treasurer, and at least one but no more than 5 additional directors.
- (2) Nominations must be accepted for 2 weeks prior to and including the date of the annual general meeting at which elections will take place.
- (3) All advance nominees must accept the nomination verbally or in writing to the chair of the nominating committee.
- (4) At the first annual general meeting after these bylaws take effect, half of the directors elected must be elected for one year terms.
- (5) Subject to subsection (4), all directors are elected for 2 year terms.
- (6) A member of the board must not hold office in the same position for more than 3 consecutive terms, unless a replacement director cannot be found for that position.
- (7) Any vacancy occurring on the board may be filled for the remainder of the term by a member appointed by the directors.
- (8) The members may by special resolution remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- (9) Both performing members and non-performing members are eligible for election to the board.

## **Board of directors – duties of**

- 14** (1) The president, vice-president, secretary and treasurer are responsible for the following duties:
  - (a) the president must preside at general meetings and board meetings and may have 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) issue notices of meetings and keep minutes of all meetings,
    - (ii) attend to any correspondence, and
    - (iii) have charge of the minutes and records of the orchestra, except those required to be kept by the treasurer;
  - (d) the treasurer must
    - (i) receive and bank moneys collected from the members of the society or from other sources,
    - (ii) keep accurate records of assets, revenues and expenditures,
    - (iii) present complete financial statements at board meetings and the annual general meeting, and

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- (iv) perform any filings required by law.
- (2) Each director not referred to in subsection (1) will be assigned a specific area of responsibility such as registration, personnel matters, equipment and stage management, marketing and publicity, orchestra management and music library.
- (3) The areas of responsibility assigned to each director will be determined prior to the annual general meeting.
- (4) A director may delegate portions of his or her duties to other members of the society, but the director is responsible for ensuring that delegated duties are performed in a satisfactory manner.
- (5) Members and directors will not be paid any remuneration for services rendered to, or on behalf of, the orchestra, but the board may authorize the payment of a member's out-of-pocket expenses if such payment appears to be in the society's best interest.
- (5.1) The affairs of the society will be carried on without purpose or gain for its members, and any profit or other accretion to the society must be used for pursuing its purposes. *[this provision was previously unalterable]*
- (6) A resolution proposed at a board meeting or committee of directors need not be seconded and the chairman of a meeting may move or propose a resolution.
- (7) The board may appoint committees for specific purposes, and the chair of any such committee, if not a director, may attend board meetings at the request the president but has no voting privileges.
- (8) If a question arises for a vote in which a director might be seen to have a conflict of interest, that director must abstain from voting on the question.
- (9) It is the responsibility of the retiring board to account for all music and other property at the end of each fiscal year.

## **Patrons**

- 15** (1) The board in its discretion may appoint honorary patrons.
- (2) The board may determine tiers of patronage for various cash donations.
- (3) With the permission of patrons as described in subsections (1) and (2), the names of those patrons may be recognized by the society in promotional or other public communications.

## **Music director – responsibilities and term of appointment**

- 16** (1) The music director is responsible for conducting the orchestra at rehearsals and concerts and must arrange for a substitute to conduct in his or her absence.
- (2) In consultation with the board, the music director is responsible to the society for
  - (a) the musical direction and growth of the orchestra,
  - (b) scheduling of rehearsals and concerts,
  - (c) programming of concerts in conjunction with the music committee,
  - (d) chairing audition panels for the selection of leader and principals,
  - (e) choosing soloists, and
  - (f) all other responsibilities listed in the contract or roles document.

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- (3) In matters of policy the music director is subject to the decisions of the board.
- (4) The music director must attend board meetings at the request the president, but has no voting privileges.
- (5) The music director is required to sign a contract with the society, the terms and conditions of which are to be negotiated between the board and the music director.
- (6) The honorarium of the music director is to be decided by the board.

## **Music director – selection process**

- 17 (1) Before February of the final year of the music director's term of appointment, the board must call a general meeting so that members may vote on whether or not to initiate the selection process for a new music director.
- (2) The required majority to initiate the process is 51% of the members present at the general meeting.
- (3) If the required majority of members under subsection (2) votes to initiate the selection process, the board must seek out qualified music directors, including the incumbent music director, who wish to be considered for the position, and members may then vote for a music director from the resulting list of candidates after each candidate has conducted one concert and the rehearsals for that concert.
- (4) If there are more than 2 candidates for a position, and if no one candidate receives more than 50% of the vote, a new vote must be taken to choose between the two highest scoring candidates on the first ballot.

## **Music director – probationary period**

- 18 A new music director selected under section 17 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 the contract under section 16 (5).

## **Audition panels**

- 19 (1) In order to choose the leader and principals the board will call upon the current audition panel in each case.
- (2) The audition panel must include the music director (chair) and one representative chosen by the music director from each major group (string, wind and brass/ percussion).
- (3) The audition panel's decision is final.

## **Leader**

- 20 (1) The board will appoint the leader following the decision of the audition panel described in section 19.
- (2) The terms and conditions of the leader's contract are to be negotiated between the board and the leader.
- (3) The leader will receive an honorarium determined by the board and stated in the contract.
- (4) The duties of the leader are those described in the contract or roles document.

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- (5) The leader is a non-voting member of the society.

## **Principals**

- 21** (1) Each section of the orchestra will have a principal.
- (2) Vacancies for any principal positions must be advertised in the local newspaper by the personnel director.
- (3) On selection by the audition panel, the principal will remain in that position until
- (a) the position is successfully challenged, or
  - (b) the principal steps down or leaves the orchestra.
- (4) Any member may apply to the board at any time for permission to audition for principal.
- (5) The duties of principals are those described in the roles document.

## **Borrowing power**

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

## **Constitution and bylaws – alteration of**

- 23** (1) Any alteration of the constitution and bylaws of the society must be effected only by resolution passed by the society at a general meeting and requires a majority vote of 75% 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 4 weeks prior to the general meeting.

## **Rules of Order**

- 24** If any situation arises which is not covered by the constitution and bylaws the determining authority will be Robert's Rules of Order, and the secretary must keep a copy available for consultation at all meetings.

## **Dissolution**

- 25** (1) A vote to dissolve the society must be passed by 75% of the members.
- (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 membership 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 fewer than 3 months and no longer than 3 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 music organization with purposes similar to those of the society according to clause 4 of the constitution.

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- (6) In the event that the Association should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the Province or elsewhere in Canada as directed by the members. *[this provision was previously unalterable]*