**Constitution and BYLAWS**

of the

**Combined emergency services Organization (ceso)**

**pipes and drums**

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**ARTICLE I**

**Name and Purposes**

**Section 1: Name**

The name of the Organization shall be Combined Emergency Services Organization Pipes and Drums and/or CESO Pipes and Drums

**Section 2:Purpose**

The mission of the CESO Pipes and Drums is to directly pay tribute to our fallen brothers and sisters in the Fire Service, EMS, Law Enforcement and our Armed Forces. Keeping Duty, Honor and Pride paramount, we shall provide the traditional pipes and drums music at funeral services, memorial services, parades and other ceremonies where requested. We will serve with pride to pay tribute to those that have or will go before us and preserve the tradition in honoring those amongst us.

**Section 3: Conflict of Interest**

The purpose of the conflict of interest policy is to protect this tax-exempt Organization’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

**ARTICLE II**

**Membership**

**Section 1. Membership** Active

-Any person of good moral character is eligible for membership in this organization. Membership may be granted to any individual that supports the mission and purposes of the Organization. No one shall be refused membership or, upon acceptance, be discriminated against because of race, color, sex, creed, national origin, or by reason of disability.

**Section 2: Classes**

There shall be five classes of members: Executive, Pipe major, Drum Sergeant, Kilted Member, and Non-Kilted Member. New members, kilted, and non-kilted, will be granted membership by a general vote among kilted members present at called meeting, followed by a majority vote of the Executive Members.

1. **Pipe Major-** Member who is determined by a majority vote of the membership present at called meeting to lead the bagpipe section of the organization. The Pipe major will determine when a member becomes a kilted member upon reaching proficiency on the bagpipes. Tenure is undetermined.
2. **Drum Sergeant-** Member who is determined by a majority vote of the membership present at called meeting to lead the drum section of the organization. The Drum sergeant will determine when a member becomes a kilted member upon reaching proficiency on the snare, tenor or bass drum. Tenure is undetermined.

1. **Kilted Members-** A kilted member will be someone who has shown proficiency in their instrument and has been signed off by the Pipe Major and Drum Sergeant. (This does not apply to members who received their kilts prior to this amendment.) These members will have voting privileges and be able to attend events in a support or instrument role.
2. **Non-Kilted Members-** Non-Kilted Members are those members who have not reached proficiency in their instrument, or those members who are part of the support team. These members will not participate in band events, playing an instrument, until signed off by the Pipe Major and Drum Sergeant. These members will have voting privileges and be able to attend events in a support role.

**Section 3: Maintenance of Good Standing**

All members must participate in a minimum of 2 of the regularly held quarterly meetings (January, April, July, October) per year, either in person or virtually to remain in good standing. If a member is unable to attend a quarterly meeting, an officer must be notified by text/phone call no later than 6 hours prior to the meeting.

All members must participate in at least 1 organization sanctioned event per year to remain in good standing.

Kilted members must participate in a minimum of 3 of the monthly practices in a year to remain in good standing.

**Section 4: Termination of Membership**

The Executive Board Members, by affirmative vote of two-thirds of all of the members (including the Board Members), may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member who does not uphold the mission and/or purpose of the Organization, and/or does not abide by the Rules and Regulations of the membership pursuant to Article VIII of these bylaws.

**Section 5: Resignation**

Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges therefore accrued and unpaid. Any unfinished business the member is responsible for shall be completed by the member or a designee of the Executive Board Members.

**Article III**

**MEETINGS**

**Section 1: Meetings**

The annual membership meeting shall be held quarterly. A minimum of 10% of the members present in person or by proxy shall constitute a quorum for the transaction of business at a membership meeting. Meetings may be called by the Executive Board or at the request of at least 10% of the members by notice mailed, telephone, or e-mailed to each member not less than two (2) days before such meeting.

**Section 2:** **Regular Meetings**

The Board of Executive Members shall hold at least four (4) regular meetings per calendar year. These meetings can be private or public, including the Individual Members. Meetings shall be at such dates, times and places as the Board shall determine.

**Section 3:Special Meetings**

Meetings shall be at such dates, times and places as the Executive Board shall determine. All members in good standing shall be notified of such special meeting at least 2 days prior to the same. The notice shall state the business to be considered at such meeting, and no other business than that stated in the notice shall be in order at such meeting.

1. Notice of Special Meetings. Special Meetings may be called by the President or at the request of any two (2) Executive Members by notice e-mailed, mailed, or telephoned to each member of the Board not less than forty-eight (48) hours before such meeting.

**Section 4:Quorums and Roberts Rules of Order**

A quorum shall consist of a majority of the Board attending in person or through proxy. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than majority of the Executive Members are present at said meeting, a majority of the Executive Members present may adjourn the meeting on occasion without further notice. Roberts Rules of Order shall be used during meetings in order to facilitate flow and order in said meeting.

**Section 5:** **Action Without a Meeting**

Any action required or permitted to be taken at a meeting of the Executive Board (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing or by phone to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 6:** **Participation in Meeting by Conference Telephone**

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**Article IV**

**MEMBERSHIP DUES**

**Section 1: Membership Dues**

Membership dues shall be paid in the amount of $10.00 (Ten Dollars) per month for each Kilted Member. The dues shall be paid by the last day of each month. The dues can be paid by electronic transfer, check, or cash given to the Treasurer monthly or for the full calendar year. If the Kilted Member decides to leave the group, no refunds of paid dues will be given up to the date paid. If a Kilted Member fails to pay dues, a reminder will be issued by the Treasurer and signed by the President and Vice President after 60 (Sixty) days of no payment. If the Kilted Member fails to rectify the past due amount, they will be placed on probation with no participation in any organization events until the balance is paid in full. After a period of 90 (Ninety) days past due, the Kilted Member will be removed from the group and any organization equipment shall be returned.

**Section 2: Probation.** Probation for members will be for a period of 90 (Ninety) days. While on probation, the member is required to act within the realms of the current by-laws and abide by all written rules. During probation, the member shall settle all debts, and report to scheduled meetings, but will not be cleared to participate in events. While on probation, the member shall not have voting rights. At the end of the probation period, the Executive Board shall meet and determine if the member will be released from probation or if membership will be terminated at this time.

**ArticleV**

**AUTHORITY AND DUTIES OF EXECUTIVE BOARD MEMBERS**

**Section 1: Authority of Executive Board Members**

The Board of Executive Members is the policy-making body and may exercise all the powers and authority granted to the CESO Pipes and Drums by law.

**Section 2: Duties of Officers**

The Board shall consist of not less than five (5) Executive Members. Each Executive Board Member shall hold office for a term of (2) years.

**Section 3: Vacancies**

Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of his/her term shall be filled by a majority vote of the membership (including executive members). The Executive Board shall call a special meeting of the membership to elect a successor to fulfill the remainder of the vacant term in accordance with election procedures. Vacancy elections should take place no later than thirty days from the date of the office vacated. Should the President’s position become vacant, the Vice President shall hold the office of the Presidency unit the position is filled. In the event of a tie vote, the President shall choose the succeeding Executive Board Member. Successors of a vacant Executive Board Member Position by expiration of term, shall be selected by a majority vote of membership, including Executive Members. An Executive Member elected to fill a vacancy through resignation, death, incapacity or removal shall be elected for the unexpired term of that Executive Member’s predecessor in office.

**Section 4: Officers**

**- President.** The President shall be an Executive Board Member and will preside at all meetings. The President shall perform all duties attendant to that office. He/She shall appoint such committees as may be provided for in this Constitution and By-Laws and such special Committees as may be authorized by the Local. He/She shall enforce strict observance of the Constitution and By-Laws of the Local. He/She shall have general supervision of the activities of the other officers and the chair of committees.

**-Vice-President.** The Vice-President shall be an Executive Board Member and will preside at meetings in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the membership. If the office of the President becomes vacant, the Vice President shall be acting President until the position is filled by election. In the absence of the President, the Vice President may sign checks with the Treasurer to ensure that business is conducted in a timely manner.”

-**Secretary.** The Secretary shall be an Executive Board Member and shall have custody of all documents, records, books, and papers belonging to the organization, except as may be otherwise provided by this Constitution and By-Laws. He/She shall keep an accurate record of the meetings of the Membership and of the Executive Board, of which he/she shall be the Secretary. He/She shall attest all official documents with his/her signatures He/She shall maintain the official list of members in good standing, which shall be kept accurately and on a current basis.

**-Treasurer.**  The Treasurer shall be an Executive Board Member and shall report to the membership at each regular meeting on the status of the Organization’s finances. The Treasurer shall work closely with any paid executive staff of the Organization to ascertain that appropriate procedures are being followed in the financial affairs of the Organization. The Treasurer shall receive all money due the organization, from whatever source. He/She shall perform such other duties as occasionally may be assigned by the President. He/She shall maintain and keep current a record of members with their due’s payments, assessments and all financial transactions promptly and accurately entered. He/She shall be prepared to exhibit receipts and vouchers upon the audit of his/her books.

**- Member At Large.** The Member At Large shall be an Executive Board Member and reports directly to the other Executive Board Members on issues regarding organizational morale and liaise between other agencies or representatives.

**-Paid Staff.** The Executive Board may hire such paid staff as they deem proper and necessary for the operations of the Organization. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

**Section 5:** **Removal**

An Executive Board Member may be removed by the Membership of the Organization at a meeting, or by action in writing pursuant to Section 3.08, whenever in the Board’s judgment the best interests of the Organization will be served thereby. Removal will be voted upon by a two-thirds vote of membership of the Organization. Removal will be enacted and effective immediately.

**Section 4: Committees**

The Board of Executive Members may, by resolution adopt by a majority of the Executive Members in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees; establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Organization.

**Article VI**

**ELECTIONS**

**Section 1: Elections**

Any member in good standing shall be eligible to be a candidate for office in this organization. Elections for the President and Secretary shall be on the same year. Elections for the Vice President, Treasurer and Member At Large shall be the next calendar year. This ensures ease of transition into office by allowing consistency of business~~.~~ All members in good standing shall be given at least 15 days advance notice in writing of the date, time, and place at which nominations shall be made, and the date, time, and place at which elections shall be held. Any member in good standing may nominate eligible members for office. Elections shall be by secret ballot. If there is only one candidate for a given office, such candidate shall be declared elected. There shall be no voting by proxy in the election of organization officers. The candidate receiving a majority of the ballots cast shall be declared elected. If no candidate receives a majority of ballots cast, there shall be a run-off election between the 2 candidates who received the most votes. The run-off election will be held at a special meeting no later than two weeks after the original election. Elections shall be held twenty three months from time of appointment of previous officers. Elections shall take place on a date determined by the Executive Board, notification of the election meeting shall be given to all members at least five (5) days before the date of said meeting. Election ballots shall be anonymous and in clear written form. Ballots shall be counted by the Executive Board and one random Individual Member.

**Section 2: Nominating Committee**

There shall be a Nominating Committee, composed of the President and at least two (2) other members of the Organization. Each member of the committee shall have one (1) vote for each position. An open ballot may be allowed with approval from the Board of Executive Members. Election shall be made by the majority of membership.

**Section 3.12. Reimbursement.** Members shall serve without compensation with the exception that expenses incurred in the furtherance of the Organization’s business are allowed to be reimbursed with documentation and prior approval by two (2) Executive Board Members. In addition, people serving the Organization in any other capacity, such as paid staff, are allowed to receive compensation therefore.

**ARTICLE VII**

**INDEMNIFICATION**

Every member of the Board of Executive Members, officer or employee of the Organization may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or member in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or member of the Organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or member is entitled. Indemnification shall be voted on by a majority vote of all members.

**ARTICLE VIII**

**FINANCIAL ADMINISTRATION**

**Section 1: Fiscal Year**

The fiscal year of the Organization shall be January 1 - December 31 but may be changed by resolution of the Executive Members.

**Section 2: Checks, Drafts, Etc.**

All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such Executive Members, or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Executive Members or of any committee to which such authority has been delegated by the Board.

**Section 3: Deposits and Accounts**

All funds of the Organization, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Executive Board or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Organization, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Organization, checks, drafts, and other orders of the Organization may be endorsed, assigned, and delivered on behalf of the Organization by any officer or agent of the Executive Board Members.

**Section 4:Credit Card Usage**

Credit cards will be issued to the Treasurer, the President, and the Vice President. Credit Cards may be used for travel to and from CESO events, and ~~also for~~ pre-approved purchases as voted on in a meeting. All purchases shall be accompanied by a tax-exempt form which is available by the Treasurer. Credit Cards are the responsibility of the individual and any errors or lost cards should be reported to the Treasurer immediately. Statements shall be turned into the Treasurer within 5 days of receipt in the mail. Credit Cards must be surrendered upon the position being vacated by the individual.

**ARTICLE IX**

**BOOKS AND RECORDS**

**Section 1:** Correct books of account of the transactions of the Organization shall be kept at the office of the Treasurer.

**Section 2:** Organizational documents shall be kept at the office of the Secretary. These shall include a minute book (which may be electronic), which shall contain a copy of the Certificate of Organization, a copy of these Bylaws, and all minutes of meetings.

**ARTICLE X**

**AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the membership, at a regular meeting, provided that each member in good standing is notified in writing of the proposed amending at least 15 days in advance of the meeting at which the vote will be taken or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting.

**ARTIVLE XI**

**RULES AND REGULATIONS**

The membership will adhere to the rules and regulations set forth by the membership. Rules and Regulations will be available to each member and shall be kept by the Secretary of the Organization. Rules and regulations may be revised or amended by the membership and accepted by a majority vote, or by a committee appointed by the Executive Membership Board or the board itself.