



Chief and Petty Officers' Association Band Constitution

Name

The name of the organization is the Chief and Petty Officers' Association Band (CPO Band).

Mission Statement

The CPO Band provides retired professional military musicians and selected community players the opportunity to rehearse and perform quality music. Through music, the CPO Band supports their community.

General Operation

The CPO Band is an organization operating under the Chief and Petty Officers' Association (1253C Esquimalt Rd, Victoria, BC V9A 3P4), and administered by an elected executive from members of the CPO Band.

The CPO Band rehearses Sunday evenings at the Naden Band hall at the Naval Base.

The CPO Band's finances operate from: annual dues; income revenue from concerts; and, monies received from donations, grants and government sources.

Chief and Petty Officers' Band Association Bylaws

Contents

Part 1 – Interpretation

- Definitions

Part 2 – Membership

- Membership
- Application for membership
- Register of membership
- Dues
- Band Balance
- Availability of Bylaws

Part 3 – Meetings

- Meetings
- Quorum
- Voting

Part 4 – Directors and Officers

- Election of officers
- Executive
- Duties of the officers
- Transitional matters

Part 5 – Music Director & Assistant Conductor

- Music Director
- Appointment of music director
- Selection process

Part 6 – Miscellaneous

- Books and records
- Borrowing power
- Audit of accounts
- Alteration of purposes and bylaws
- Robert's Rule of Order
- Dissolution

Part 1 – Interpretation

1.0 Definitions

In these bylaws, unless the context otherwise requires:

“annual general meeting” means the last general meeting of the band in each fiscal year, to be held at year end in June.

“executive” means the officers of the band.

“fiscal year” means June 1st – May 31st of each year.

“general meeting” means a meeting held during normal rehearsal times, duly constituted with a quorum, and includes a special general meeting called under section 3.2.

“CPO band” means the Chief and Petty Officers’ Association Band.

“CPO” means Chief and Petty Officers.

Part 2 – Membership

Membership

- 2.1 Any person who supports the purposes of the band and who proves capable of playing a band instrument to the satisfaction of the executive is eligible for membership, except as a person refused membership under section 2.10.
- 2.2 Under special circumstances the executive may grant full membership, with voting privileges, to a non-player who pays dues and provides support services to the band.
- 2.3 To remain in good standing a member must abide by the constitution and bylaws of the band and conduct themselves at all times at rehearsals and social functions (including social media) in a manner which will not be prejudicial to the health, well-being and interests of the band. Members are expected to notify the section leader and/or conductor for intended absences.

- 2.4 Members are expected to put forth their best musical effort, to regularly attend and be punctual at rehearsals and concerts, and to undertake the appropriate amount of private practice.
- 2.5 At the start of each rehearsal incumbent members will normally have the right to retain their seats from the previous season and have one month to assert this right to return, after which it lapses.
- 2.6 A member ceases to be in good standing upon failing to pay their membership dues within the time limit set in the section 2.16 or an expulsion under section 2.12.
- 2.7 Membership does not automatically confer the right to perform at concerts, and the conductor is responsible for assigning principal chairs and for instrument balance at concerts.
- 2.8 A member may not be paid to perform with the band.

Application for membership

- 2.9 Potential new members must complete an application form for membership.
- 2.10 The executive, by majority vote, may decline to grant membership to any individual whose membership in the opinion of the executive would be prejudicial to the health, well-being or interests of the band. If the executive declines an application, the secretary shall so advise the applicant in writing.

Register of members

- 2.11 An up-to-date register of all members must be kept, by the secretary, containing the following information:
 - Full name
 - Full resident address
 - Telephone number(s)
 - Email address
 - Instrument(s) played
 - Membership in musicians' union (if applicable)
 - Date of admission as a member
 - Date of cessation of membership

Expulsion of members

- 2.12 A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.13 The notice of special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

Dues

- 2.14 Annual dues will be set each year by majority vote of the incoming executive, bearing in mind the best interests of the band and the achievement of its objectives.
- 2.15 From time to time the executive may propose necessary additional fees which are to be presented for consideration to the members at annual or special general meetings and require a simple majority of members present for approval.
- 2.16 Dues are payable by the end of October, or within four weeks after joining the band.

- 2.17 The executive may, on a financial hardship appeal, delay or waive payment of dues by a member in any particular year or allow a member to pay in installments.

Instrument balance

- 2.18 Any number of players on a particular instrument may join and play at general rehearsals, but this may be limited on a piece by piece basis.
- 2.19 If a section has more than the optimal number of musicians to suit the integrity and balance of a particular piece of music, the section, in consultation with the conductor must decide which members will abstain from performing that piece at the next scheduled concert.
- 2.2 Ideally, the abstention will rotate among section members for different pieces of music, with consensual agreement among all the section members being the goal, with fairness and balance of opportunity as principals. If there is contention, an arbitration meeting must be held, mediated by the president and with the active involvements of the music director (or assistant conductor if music director is not available), and the president may make a binding decision if agreement amongst the parties cannot be reached. The abstention must be made at least three rehearsals in advance of the concert, so that members become familiar with the altered balance of sound before that concert.
- 2.21 Each section will elect a section leader by majority vote. The section leader, in consultation with the music director (or assistant conductor if music director is not available) and other section members, determines the number of additional players needed in their sections and the parts that need covering. Any gaps in instrumentation will be filled with substitute musicians as decided by the music director and section leader.

Availability of bylaws

- 2.24 A copy of the bylaws will be kept available, by the secretary, for perusal of any member in good standing upon request.

Part 3 – Meetings

Meetings

- 3.1 The executive must decide the time, place and date in June for the annual general meeting (AGM) and give 14 days' notice of it to the members. In extenuating circumstances (including but not limited to natural disaster and health emergencies) where a June AGM is not physically possible, the AGM may be conducted as a virtual meeting. Alternatively, the meeting may be postponed until an in-person meeting is feasible. In this case, the meeting will be held no sooner than three and no greater than four weeks after the band resumes rehearsals.
- 3.2 Special general meetings may be called by the president with the majority consent of the executive, and one week's notice must be given to all members, unless notice is given by means of telephone or email.
- 3.3 Meetings of the executive may be held as and when necessary but must be no fewer than four per year.
- 3.4 Any member of the executive may call a meeting of the executive.

Quorum and voting

- 3.5 A quorum at a general meeting consists of 40% of the members in good standing.
- 3.6 A quorum of the executive consists of 40% of the elected members.

- 3.7 The following matters require a 75% majority of members present at a properly convened general meeting:
- Expulsion of a member.
 - Acceptance of an application for membership refused by the executive.
 - Amendment to the purpose of the band, and adoption, amendment or repeal of the bylaws.
 - Expulsion of the conductor or decisions to not invite the renewal of agreement by the conductor.
 - Overruling a decision of the executive.
 - Removal of an executive member under section 4.4.1.3 or removal of the entire executive under section 4.4.1.4
 - Dissolution of the band.
- 3.8 Proxy voting is not permitted.
- 3.9 Absentee voting is permitted under the following conditions:
- Members must be in good standing to vote.
 - The absentee ballot may be used only on resolutions of which the member has previous notice and the specific resolution must be specified on the ballot.
 - The absentee ballot must be in writing and given to the executive before the appropriate general meeting.
 - 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 when it must be included in the final tally.
 - An absentee ballot does not count towards a quorum.
 - In the case of an equality of votes, the president or duly elected chairperson has a deciding vote.

Part 4 – Officers and Directors

Election of officers

- 4.1 All elections to office are for a term of two years.
- 4.2 Nominations will be accepted for two weeks prior to and including the date of the annual general meeting, after which time elections must take place.
- 4.3 If a nominee is not present at the AGM, their acceptance, in writing, must have been obtained beforehand by the nominations officer appointed by the executive.
- 4.4.1 Election may be by acclamation; otherwise, it must be held by ballot.
- 4.4.1.1 If a successor is not elected, the person previously holding the position, by agreement; will continue to hold office until an election is held.
- 4.4.1.2 Any vacancy occurring on the executive may, if required, be filled for the remainder of the term by the executive from within the executive or by appointment from the general membership
- 4.4.1.3 Members may, by special resolution, remove a member of the executive before expiration of their term, and may elect a successor to complete that term.
- 4.4.1.4 Members may, by a non-confidence vote, remove the entire executive from office, in which case elections must be immediately be held to replace the executive.

Executive

- 4.5 The band is administered by an elected executive composed of president, vice-president, secretary, treasurer plus at least two members-at-large totalling a minimum of six members.
- 4.6 For the purposes of continuity, the immediate past president remains a non-voting member of the executive for the following one year in the capacity of past president.
- 4.7 The conductor may be invited to attend meetings of the executive on a non-voting basis.
- 4.8 Administrative duties such as stage-manager, librarian, properties manager, membership and publicity will be distributed among the elected officers or may be assigned to a non-executive band member.
- 4.9 A member or executive officer must not be paid or receive remunerations for services rendered to, or on behalf of the band. The executive may authorize the reimbursement of a member's expenses necessarily and reasonably incurred in the affairs of band.
- 4.10 The executive may appoint committees for specific purposes and the chairperson of any such committee, if not a member of the executive, may be invited to attend executive meetings as a non-voting member.

Duties of officers

- 4.11 The officers are responsible for the following duties:

President: presides over all executive meetings and sets the agenda. Co-ordinates the duties of the executive with each other, acts as the spokesperson for the band in all public appearances, and engages in correspondence, publicity, and in all communications generally. All matters of the executive are to be first directed to the president for review. The president ensures that all official documentation of the band is adhered to and distributed to each band member. The president oversees the organization of CPO Band concerts and the assignment of the executive in their respective roles preparing for these concerts. The president will also solicit volunteers from general band membership to help with organizing band activities. The president communicates with the music director on all matters relating to the operations of the band (including complaints, policy and performances).

Vice-president: supports the activities and duties of the president and replaces the president in any and all band activities as required.

Secretary: ensures that regular meetings of the executive are held and keeps minutes of such meetings; attends to all correspondence and brings to the attention of the executive as soon as possible any communication from whatever source; has charge of the minutes, records and archives of the band except those kept by the treasurer. Maintains current membership list.

Treasurer: receives banks, and properly accounts for all monies collected from the members of the band and other sources; pays all expenses incurred by the band; keeps accurate and up to date accounts of all assets, revenues, and expenditures; presents complete financial statements at the annual general meeting, and advises the executive concerning any matters which touch the financial stability of the band.

Members-at-Large: assist(s) with organizing concerts and maintaining band property inventory.

- 4.12 The president and the treasurer must have signing authority on behalf of the band; both signatures are required on all cheques.

Transitional matters

- 4.13 By June 1st following the annual general meeting, the retiring executive must hand over to the incoming executive all records, books and other property of the band, and must fully account for all music, instruments and other property and assets.
- 4.14 As soon as possible after the commencement of each fiscal year, the retiring treasurer must assist the incoming treasurer to cancel all previous signing authorities at the band's financial institution and set up current signing authorities.

Part 5 – Music Director & Assistant Conductor

- 5.1 Both music director and assistant conductor should have:
- Passion, insight, and musical talent.
 - Strong verbal and non-verbal communications skills.
 - The ability to inspire members of the band.
 - Flexibility required to be responsive to the members' needs, abilities and ideas.
 - Ability to work within time constraints and demanding musical settings.
 - Excellent performance skills on their instruments.

Music director

- 5.2 The music director shall:
- 5.2.1 Follow the direction from the CPO Band executive.
 - 5.2.2 Primarily focus on the musical direction of the band and its musicians.
 - 5.2.3 Select music and new band members in consultation with the executive.
 - 5.2.4 Have formal academic musical training.
 - 5.2.5 Develop the musical capacity of the band, striving to keep a professional/ semi-professional level at all times.
 - 5.2.6 Solicit interest from musicians to perform solos/duets/ trios etc.
 - 5.2.7 Study musical scores and develop a particular interpretation of the music.
 - 5.2.8 Use appropriate conducting gestures to shape and develop phrasing, colour, tone, dynamics, pitch, timing and cues.
 - 5.2.9 Prepare for, and direct rehearsals using good rehearsal technique including time management, reviewing difficult passages, and learning new repertoire.
 - 5.2.10 Work closely with the assistant conductor, concertmaster, librarian, section leaders and the executive as applicable.
 - 5.2.11 Concerts will be prioritized: (1) by Naval/military engagements; (2) by municipal venues; and, (3) by private engagements. Concerts may include soloists, selections conducted by the assistant conductor, and/or small ensemble groups.

Appointment of music director

- 5.3 The term of appointment of a returning music director is two years (each year running from June 1st to May 31st).
- 5.4 A new music director is subject to a one-year probationary period, at the end of which the members must vote to commence the term of appointment set out in section 5.3.

- 5.5 The appointment or renewal of appointment of the music director will be in the form of a detailed offer and acceptance in writing.
- 5.6 The music director is expected to give 60 days' notice if they wish to resign the position and should attempt to arrange for a substitute.
- 5.7 The executive may, after 60 days' notice to the conductor, and with the approval of 75% of the members present at a properly convened general meeting, dismiss the music director for just or reasonable circumstances relating to the music director's competence.
- 5.8 If the music director resigns before the end of the term, the assistant conductor will assume the role of medical director. If the assistant conductor is not available, executive will appoint an interim music director until the election process set out in sections 5.9 – 5.12 can be carried out.

Selection process

- 5.9 In January of the second year of the music director's term of appointment, the executive will conduct a vote of the members to determine whether to initiate the selection process for a new director.
- 5.10 To initiate the process, 75% of the members in good standing must vote in favour of selecting a new music director.
- 5.11 If the required majority of the members under section 5.10 vote to initiate the selection process the executive must seek out qualified music directors, including the incumbent director, who wish to be considered for the position, and members may then vote for a new music director from the resulting list of candidates.
- 5.12 If there are more than two candidates for a position, and if no one candidate receives more than 50% of the vote, the candidate with the fewest votes will be eliminated and a new vote must be taken until one candidate receives more than 50% of the total votes.

Duties of the Assistant Conductor (if applicable)

- 5.13 Direct the rehearsal and concerts in the absence of the conductor.
- 5.14 Rehearse the band for a minimum number of rehearsals per year as determined by the executive.
- 5.15 Conduct one or more selections in each concert.

Part 6 – Miscellaneous

Books and records

- 6.1 The accounts and minutes of the executive meetings and annual general meeting for the current year of the band must be available for inspection by any member in good standing within two weeks of such request during the active season and at the annual general meeting.

Borrowing power

- 6.2 The band has no borrowing power with respect to funds but must operate on a cash basis.

Audit of accounts

- 6.3 The executive may appoint a capable non-executive member of the band to audit the financial accounts prior to the annual general meeting.
- 6.4 The president has the right to a financial audit at any time during the fiscal year.

Alteration of constitution and bylaws

- 6.5 Any alteration of the bylaws of the band may be effected only by resolution passed by the band in a general meeting and requires a majority vote of 75% of the members present.
- 6.6 Notice of motion to amend or 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 amend or alter the constitution or bylaws, and such proposals must be presented to the secretary at least four weeks prior to the general meeting.

Roberts' rules of order

- 6.7 If any situation arises which is not covered by the bylaws, the determining authority will be Roberts' Rules of Order.

CPO Band Dissolution

- 6.8 In the event of the winding up and dissolution of the CPO band, the executive members in office at the time of the dissolution are responsible to the remaining membership for preparing a complete and accurate accounting of the band's assets and liabilities.
- 6.9 The executive must, as soon as practicable, pay any outstanding debts from band funds.
- 6.10 After the vote of dissolution, assets must be transferred to the CPO Association to be held in trust for not less than three months and not longer than three years after the date of the dissolution meeting, pending possible revival of the band.
- 6.11 If the band is not revived during the period described in 6.10, the remaining assets, including equipment, music library and any funds remaining after settlement of outstanding accounts, revert to the CPO Association to do with as they consider fit. Any music which has been donated to the band, shall either revert to the donor for redistribution, or be donated to another organization.