CONSTITUTION
OF THE
TORONTO CONCERT BAND

Article 1: Name

The name of the organization is Toronto Concert Band.

Article 2: Mission

The Toronto Concert Band's mission is to enrich the lives of local musicians through excellence in professional leadership, performance opportunities and carefully selected repertoire, fostering development of musicianship in a positive and supportive environment; and to enrich the lives of community members with music performance of high artistic quality, broad appeal, and educational value in an inspiring environment.

Article 3: Structure

1. The affairs of the organization shall be governed by a volunteer Board of Directors. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

2. There shall be a minimum of 6 and a maximum of 12 members of the Board of Directors. The Musical Director(s) are entitled to attend meetings of the Board of Directors as non-voting participants.

3. No fewer than 50% of the members of the Board of Directors shall consist of members of the organization.

4. The Officers of the Organization shall consist of a President, one or two Vice Presidents, a Secretary, and a Treasurer.

5. In the case of a tie vote at a meeting of the Board of Directors, the vote of the Chair shall prevail.

6. Rules that pertain to the operation of the organization shall be known as the Bylaws of the organization.

7. The Bylaws may be amended upon approval of three quarters (75%) of the Members of the organization present at a meeting of the organization, or by approval of three quarters (75%) of the members of the Board of Directors.

Article 4: Membership

1. A Member is a local musician who regularly participates in rehearsals and performances of the organization, and who pays an annual membership fee as stipulated in the Bylaws.

2. Membership may be limited by the capacity and musical needs of the organization from time to time, as determined by the Music Director(s) in consultation with the Board of Directors.

3. All Members have an obligation to share in the work assignments necessary for the organization's musical and administrative well-being.

Article 5: Elections

1. All Board members are elected. Such elections shall take place at the Annual General Meeting. Nominations for election to the Board shall be submitted to the Nominating Committee prior to the election, and shall be accompanied by the agreement of the nominee. The members of the Nominating Committee shall be determined by the Board, and shall be comprised of not less than three (3) persons. At least one member of the Committee shall be a Member of the organization who is not a director.

~~2. All Board members shall hold office for one year with an option for re-election at the next Annual General Meeting.¶~~

2. Term and Staggered Election of Directors

(a) Term. Subject to paragraph (e), each director holds office for a term of two years, or until a successor is elected.

(b) Two groups. The directors are divided into two groups, Group A and Group B, as equal in number as possible.

(c) Election years. Group A is elected at the annual general meeting in each odd-numbered year, and Group B in each even-numbered year.

(d) Changes in the number of directors. The number of directors is fixed by the Bylaws within the range specified in Article 3.2. When it changes, directorships are apportioned between the groups according to paragraph (b). A newly created directorship is allocated to the group and election year that best preserves the stagger and may, until the next annual general meeting at which that group is elected, be filled under Article 5.4. A reduction takes effect as terms expire, so that no sitting director's term is shortened.

(e) Transition (the annual general meeting at which this Article is adopted only; spent thereafter). Notwithstanding paragraph (c), the full Board is elected at that meeting and assigned to groups under paragraph (b). Group A serves an initial one-year term and Group B an initial two-year term. The Nominating Committee, with the Board, assigns directors to the groups in the organization's best interests, and discloses the assignment with the notice of meeting.

3. Officers shall not serve in the same position for more than three consecutive terms. This term limit can be waived by a majority vote of Members present at a General Meeting of the organization.

4. Where vacancies occur on the Board, the Board may appoint a replacement for each until the end~~for the balance~~ of the ~~predecessor's~~ term ~~of office~~.

5. Conduct of elections.

(a) Election of Slate. Where the number of candidates proposed by the nominating committee does not exceed the number of positions to be filled, the candidates may be elected as a single slate by ordinary resolution.

(b) Contested Elections. Where the number of candidates standing for election exceeds the number of positions to be filled, the election shall be conducted by secret ballot. Each voting Member may cast one (1) vote for each open position, provided that no Member may cast more than one (1) vote for any individual candidate.

(c) Majority Required to Elect. To be elected, a candidate must receive a majority (greater than 50%) of the valid votes cast at the meeting. Candidates who receive a majority of the votes cast shall be declared elected in order of the total number of votes received until all available positions are filled.

(d) Subsequent Rounds of Ballots. If any board positions remain vacant after a round of voting because an insufficient number of candidates achieved a majority, subsequent rounds of ballots shall be held for the remaining vacant positions. If no candidate wishes to withdraw from the election, the candidate (or candidates in the event of a tie) receiving the lowest number of votes in the preceding round shall be removed from the ballot for the next round.

(e) Unfilled Vacancies. If a ballot involves only one remaining candidate for an open position and that candidate fails to receive a majority of the votes cast, that position shall remain vacant. Such vacancy may subsequently be filled by the Board of Directors in accordance with the vacancy provisions of this Constitution.

5.6 Proxies. Proxies and proxy voting are not allowed at meetings of the organization.

Article 6: Meetings

1. Meetings of the Board of Directors shall be held at regularly scheduled intervals as deemed necessary by the President. Quorum is over 50% of the members of the Board, no fewer than 50% of whom are Members of the organization.

2. The Annual General Meeting of the organization shall be held within one hundred twenty (120) days of the fiscal year end of the organization. Members shall be notified of the Annual General Meeting not less than thirty (30) days before the date of the Annual General Meeting. A quorum for a General Meeting of the organization shall be a minimum of fifteen (15) Members.

3. A General Meeting can be called at the discretion of the Board of Directors, or at the request of fifteen (15) Members of the organization. Notice of such meetings must be provided ten(10) days before the meeting shall take place to ensure that all Members receive notification of meeting date and purpose.

4. Except as otherwise provided in this Constitution or the Bylaws, ~~M~~meetings of the organization shall be conducted in accordance with Robert's Rules of Order.

Article 7: Duties of Officers

1. The **President** must be a Member of the organization and a member of the Board of Directors. The President shall serve as Chair of the Board of Directors, and shall assume the responsibilities of chief executive of the organization, presiding at all of the Board and General Meetings of the organization, ensuring that all orders and resolutions are carried into effect. In the event that the President cannot attend a meeting of the Board of Directors, they may appoint any other Director who is also a Member of the organization to act as Chair in their stead.

2. The **Vice President(s)** shall carry out duties as assigned by the President and the Board of Directors and shall assume the responsibilities of the President in his/her absence unless otherwise delegated by the President.

3. The **Treasurer** shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the organization and shall deposit all monies in the name and to the credit of the organization in such chartered bank or trust company as designated by the Board of Directors. The Treasurer shall disburse the funds of the organization as approved by the Board of Directors, and shall render to the board meetings, or whenever requested, an accounting of all transactions and a statement of the organization's financial position. The Treasurer shall file all legally required statements with tax and other authorities.

4. The **Secretary** shall ensure that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the business of the Board of Directors was conducted. The secretary shall keep minutes of all meetings and minutes are to be submitted to the Board of Directors for approval and adoption.

Article 8
(rescinded)

Article 9: Director(s) of Music

1. Appointment - The Board of Directors will appoint the organization's Director(s) of Music. The Director(s) of Music will report to the Board.

2. Term of Office - The Term of Office for the Director(s) of Music is up to one year from the date of appointment. At the option of the Board of Directors, the Director(s) of Music may be reappointed for further one-year terms.

3. Absences - The Director(s) of Music shall arrange for a substitute conductor for periods of his/her absence, subject to the approval of the Board of Directors.

4. Remuneration - The stipend of the Director(s) of Music shall be established by the Board of Directors.

Article 10: Dissolution

Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a not-for-profit or registered charity under the Income Tax Act with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada, in consultation with the Membership.In the event of funds received in trust, disposal shall be in accordance with the trust deed.

Article 11: Review and Amendments

This constitution may be amended upon approval of three quarters (75%) of the Members of the organization at a General Meeting of the organization.

This constitution shall be reviewed by the Members of the organization not less than once every two (2) years.

Article 12: Declaration of Intent

The Toronto Concert Band shall be carried on without purpose of gain for its members, and any profits or other accretions to the Toronto Concert Band shall be used solely to promote its mission and objectives.

Effective this 29th day of September, 2015.

Signed by the Board of Directors of the Toronto Concert Band.

[Signatures of the founding Board of Directors members: Anthony Field, Matt Glandfield, Karen Sexton, Carolyn McGee, Alyson Hazlett, Mike Samotowka]

This amended version was adopted by the organization on October 17, 2023.