

# *Manitoba Band Association*

## **Constitution**

### **ARTICLE 1: NAME AND HEADQUARTERS**

1. The Association shall be known as the Manitoba Band Association (MBA).
2. The principal office of the MBA shall be in Winnipeg or at such place in Manitoba as the Board of Directors (hereafter known as the Board) may determine.
3. The MBA shall have a seal of such design as the Board may adopt.

### **ARTICLE 2: OBJECTS**

1. The objects of the MBA shall be to foster, promote and encourage the establishment, growth and development of band activity in Manitoba through regional and provincial programs:
  - a) by presenting festivals and workshops;
  - b) by publishing a newsletter;
  - c) by providing resource personnel and advisory services to bands;
  - d) by promoting instrumental opportunities for performers of all ages;
  - e) by encouraging publication of band music by Manitoba composers;
  - f) by providing opportunities for presentation of Canadian music;
  - g) by encouraging interprovincial and international co-operation in band music.

### **ARTICLE 3: MEMBERSHIP**

1. Any person, group, or other organization which supports the objects of the MBA is eligible for membership in the MBA by application to the Board and by payment of the appropriate membership fees.
2. Membership in the MBA is available in the following categories:
  - a) General Membership shall be open to individuals and organizations who are admitted by the Board and who pay the appropriate fees. General members shall be eligible to vote at the Annual General Meeting (hereafter known as the AGM) and Special Meetings and to be elected to the Board. Organizations shall designate in writing to the Secretary at least 7 days prior to each AGM or Special Meeting the name of one official delegate, who shall be eligible to vote at that meeting.
  - b) Corporate Membership shall be open to business firms who are admitted by the Board and who pay the appropriate membership fees. Corporate members shall designate in writing to the Secretary at least 7 days prior to each AGM or Special Meeting the name of one delegate who shall be eligible to vote at that meeting.
  - c) Honorary Membership may be conferred by the Board upon persons who have rendered notable service to the MBA or to the advancement of band music. Honorary members shall not be liable for membership fees but shall be eligible to vote and to be elected to the Board at the discretion of the Board.

d) Student/Senior Membership shall be open to full-time students or those age 60 and older who are admitted by the Board and who pay the appropriate membership fees. Student/Senior members shall be accorded the privileges and obligations of general membership.

3. The annual membership fee and the membership year it covers shall be established by the Board and confirmed by a vote of the members at the AGM or a Special Meeting called for that purpose. In exceptional circumstances the Board may exempt a member from payment of an annual membership fee.

4. A member may withdraw from the MBA by submitting a written resignation to the Secretary.

5. Any member may be expelled on the recommendation of the Board and on approval of that recommendation by two-thirds of the members present and voting at a Special Meeting called for that purpose.

#### **ARTICLE 4: BOARD OF DIRECTORS**

1. The Board of Directors shall consist of a President, Immediate Past President, Vice-President, Secretary/Treasurer, Executive Director, and Regional Representatives representing Interlake/Eastman, Norman/Parkland, Westman, Central, Winnipeg 1, Winnipeg 2, Winnipeg 3 and Winnipeg 4. All except the Executive Director shall be eligible to vote.

2. Directors shall be general or honorary MBA members at the time of their election or within 10 days thereafter and throughout their term of office.

3. Directors shall be elected on the third last weekday in June and shall hold office for one year beginning the following July 1, and until their successors are elected. The offices of President, Vice-President and Secretary/Treasurer shall not be eligible for election to more than four consecutive terms in the same office.

4. In the event of a vacancy among the Directors, other than from the expiration of a term of office, the remaining Directors may appoint an Interim Director who shall serve until the next AGM and until their successor is elected.

5. The Board shall meet at least three times annually. At its first meeting following each AGM, the Board shall appoint, or confirm the appointment of, the Executive Director. General meetings of the Board shall be held at the discretion of the President or at the written request of at least one-third of the remaining Directors. Notice of each meeting shall be sent by the Secretary to the Directors at least 10 days prior to the meeting.

6. The Board shall administer the affairs of the MBA in all things and make or cause to be made for the MBA, in its name, any contract which the MBA may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts as the MBA is by its charter or otherwise authorized to do.

Without in any way limiting the foregoing, the Directors are expressly empowered from time to time purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest owned by the MBA, for consideration and on terms and conditions as they deem advisable.

7. With the exception of the Executive Director, members of the Board shall receive no remuneration for acting as Directors but may receive reasonable expenses for attendance at meetings of the Board and other official activities of the MBA.

8. Any Director may be removed before the end of their term of office by a two-thirds affirmative vote at the AGM or a Special Meeting called for that purpose.

## **ARTICLE 5: OFFICERS AND EXECUTIVE DIRECTOR**

1. The Officers of the MBA shall be the President, the Vice President, and the Secretary/Treasurer.

2. In the event of a mid-term vacancy in the office of President, Vice President, or Secretary/Treasurer, the remaining Directors shall elect an Interim Officer at the next regular meeting of the Board or at a Special Meeting of the Board called for the purpose. The Interim Officer shall hold office for the remainder of the term.

3. The President shall be the chief officer, shall supervise the conduct of all affairs of the MBA, shall preside at the AGM, at Special Meetings and at Board meetings, shall appoint and serve as an ex officio member of Standing Committees and Special Committees except as otherwise provided, and shall perform all other duties as are incidental to the office of President or as may be prescribed by the Board.

4. The Vice President shall perform the duties of the President in the event of the President's absence or inability to act.

5. The Secretary shall attend all meetings of the MBA and the Board, keep a record of their proceedings, and shall perform other duties as prescribed by the Board. The Treasurer shall oversee all matters pertaining to finance, shall give a cumulative written report at the AGM, and shall perform other duties as may be prescribed by the Board.

6. The daily administration and management of the MBA shall be conducted under policies determined by the Board and by the Executive Director who shall be appointed or whose appointment and remuneration shall be determined annually by the Board.

The Executive Director shall attend and, when required, report on administration and management at meetings of the Board and at Special Meetings, and shall give a cumulative report of administration at the AGM.

## **ARTICLE 6: COMMITTEES**

1. The President, Vice President, Immediate Past President, Secretary/Treasurer, together with the Executive Director who shall not be eligible to vote, shall constitute an Executive Committee. The Executive may exercise the powers of the Board when the Board is not in session, and shall report to the Board at its next meeting. The Executive shall meet at the discretion of the President.

2. The President shall appoint a Nominating Committee to nominate candidates for the Board. The Committee shall consist of the Past President and two others, at least one of whom is not a Director. The Nominating Committee shall be chaired by and meet at the discretion of the Past President.

At least 20 days prior to the election date, the Nominating Committee shall notify the Secretary in writing of the names of the candidates. The Secretary shall notify members at least 14 days prior to the election date. Further nominations may be offered until seven days prior to the election date.

3. The President shall appoint other standing or special committees deemed necessary by the Board, and shall be an ex-officio member of such committees unless otherwise provided. These committees shall meet at the discretion of the Chairperson.

## **ARTICLE 7: MEETINGS**

1. The AGM of the MBA shall be held at least once every calendar year and not more than 15 months after the preceding AGM. The AGM agenda shall include the annual reports of the Board, the Executive Director, and committees, the presentation of an audited annual financial statement, and other business. Notice of the AGM shall be sent by the Secretary to members at least 30 days prior to the meeting.
2. Special Meetings may be called by the President or shall be called by the President upon the written request of no less than one-third of the members of the MBA. Notice of a Special Meeting and the business to be transacted shall be sent by the Secretary to the members at least 10 days prior to the meeting.
3. A majority of the eligible voting members present at any MBA meeting shall constitute a quorum.

## **ARTICLE 8: FISCAL YEAR**

The Fiscal Year of the MBA shall be from July 1 to June 30.

## **ARTICLE 9: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the MBA provided they are not inconsistent with this Constitution and any special rules of order which the MBA may adopt.

## **ARTICLE 10: AMENDMENT OF CONSTITUTION**

The Constitution may be amended at an Annual General or Special Meeting of the MBA by a two-thirds vote of those members present, provided that a written notice of the amendment has been sent to members at least 30 days prior to the meeting.

## **ARTICLE 11: DISSOLUTION**

Upon dissolution and after payment of its just debts and obligations, the MBA's assets and property shall be donated to a registered charitable organization as the members may decide at the final meeting of the MBA.