

Ontario Band Association
Constitution
Articles of Continuance (for transition)

To be used only for a continuance from the *Canada Corporations Act*, Part II.

**ARTICLE I
CORPORATION NAME**

Ontario Band Association (OBA)

**ARTICLE II
CORPORATION NUMBER**

85699 6228

**ARTICLE III
THE PROVINCE OR TERRITORY IN CANADA WHERE THE REGISTERED OFFICE
IS SITUATED**

Ontario

**ARTICLE IV
MINIMUM AND MAXIMUM NUMBER OF DIRECTORS**

Minimum number 5

Maximum number 16

**ARTICLE V
STATEMENT OF THE PURPOSE OF THE CORPORATION**

The purpose of the corporation is:

The Ontario Band Association is to serve music directors and students efficiently and visibly to promote and foster excellence in music education in Ontario through band. This is to be accomplished by:

- i) Establishing a community of band educators in Ontario;
- ii) Identify, create and distribute resource materials amongst band educators and directors;
- iii) Organize and plan professional development activities;
- iv) Arrange opportunities for collaboration between band educators and directors;
- v) Provide growth opportunities for students, and;
- v) Raise awareness of the importance of music education/advocacy.

**ARTICLE VI
RESTRICTIONS ON THE ACTIVITIES THAT THE CORPORATION MAY CARRY
ON, IF ANY**

None

**ARTICLE VII
THE CLASSES, OR REGIONAL OR OTHER GROUPS, OF MEMBERS THAT THE
CORPORATION IS AUTHORIZED TO ESTABLISH**

The Corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

**ARTICLE VIII
STATEMENT REGARDING THE DISTRIBUTION OF PROPERTY REMAINING ON
LIQUIDATION**

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the *Income Tax Act*.

**ARTICLE IX
ADDITIONAL PROVISIONS, IF ANY**

The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual general meeting of members.

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretion to the corporation shall be used in furtherance of its purposes.

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

**ARTICLE X
DECLARATION**

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act

Tony Gomes

President

Ontario Band Association

By-laws

Articles of Continuance (for transition)

**ARTICLE I
INTERPRETATION**

1. Definitions

In these By-laws:

- i) "Board of Directors" shall mean the combined Executive, Director, and Position of Responsibility members of the OBA;
- ii) "CMIEC" shall mean the Canadian Music Industry Education Council;
- iii) "Calendar Year" shall mean the period commencing January 1 up to and including December 31, and;
- iv) "Committee" shall mean a group formed to make decisions on behalf of the Board of Directors, wherein any interested Member of the OBA may hold membership on a volunteer or appointed basis.
- v) "Ex officio" shall mean a non-voting member who holds a position of responsibility;
- vi) "Executive" shall mean the Executive members of the OBA who hold a specific portfolio as defined in Article VIII of the By-laws;
- vii) "Director" shall mean a Director members of the OBA who holds a specific portfolio as defined in Article IX of the By-laws;
- viii) "Fiscal Year" shall mean the period commencing January 1 up to and including December 31 of a calendar year;
- ix) "Members" shall mean those persons who satisfy the requirements of Article IV of the By-laws;
- x) "OBA" shall mean the Ontario Band Association;
- xi) "Policies and Procedures" shall mean the rules and regulations for ways to run the OBA outside of the By-laws.
- xii) "School Year" shall mean the period commencing September 1 until the last day of school scheduled by a school board in the province of Ontario in June;

**ARTICLE II
MEMBERSHIP AND FEES**

1. Membership

Membership in the OBA shall be available to those that support the goals and objectives of the OBA, upon receipt of the annual membership fee (if applicable). There shall be five types of membership. They are, in no particular order:

i) Regular Member

- a) A Regular Member is a person who does not meet any of the other types of Membership set out in this Article;
- b) A Regular Member pays an Annual Membership Fee as determined in Article II.

ii) Student Member

- a) A Student Member is a person who is registered as a full or part-time student at a recognized secondary or post-secondary education institution in the province of Ontario;
- b) A Student Member pays a reduced amount of the Annual Membership Fee of a Regular Member as determined in Article II.

iii) Retired Member

- a) A Retired Member is a person who has ceased to receive a salary as a band educator or director in the province of Ontario;
- b) A Retired Member pays a reduced amount of the Annual Membership Fee of a Regular Member as determined in Article II.

iv) Lifetime Member

- a) A Lifetime Member is a person who has made a significant contribution to the OBA, and has been recognized through a majority vote of the Executive to have the Lifetime Membership bestowed upon him or her.
- b) A Lifetime Member pays no Annual Membership Fee.

v) Corporate Member

- a) A Corporate Member is a business entity, and membership is recognized in the name of the business or corporation;
- b) A Corporate Member pays an Annual Membership Fee as determined in Article II, for which the OBA will permit the Corporate Member to advertise and/or be recognized in OBA publications and events;
- c) For the purposes of voting, the Corporate Member may send a representative to cast a vote on behalf of the business entity.

2. Annual Membership Fees

- i) The annual membership fee shall be determined by the Board of Directors and voted on by the membership at the Annual General Meeting;
- ii) The OBA Membership Director shall collect the Annual Membership Fee through collection at various times of the year;
- iii) Membership Fees entitle the Member to all privileges associated with said position for 365 days.
 - a) If the date of membership expiry is in the middle of a calendar month, membership shall be extended to the end of said month, at which time the member ceases to be a member of the OBA.

**ARTICLE III
MEMBERS OF THE BOARD OF DIRECTORS**

1. Positions of Succession

- i) The President-Elect, at the conclusion of his or her term, will succeed to the position of the President for the next term.
- ii) The President, at the conclusion of his or her term, will succeed to the position of Past-President for the next term.
- iii) If the position of the President-Elect is unfilled, due to resignation or removal from office, then the position of President shall be considered an Elected Position, and will be nominated and elected in accordance with Article VI, Section 2 of the Bylaws.

2. Elected Executive Members

- i) One (1) President-elect;
- ii) One (1) Treasurer;
- iii) One (1) Secretary of the Board;

3. Elected Director Members

- i) One (1) Membership;
- ii) One (1) Donations;
- iii) One (1) Industry Representative;
- iv) One (1) University Liaison;
- v) One (1) Concert Band Festival;
- vi) One (1) UTSC/OBA Small Ensemble Festival;

- vii) One (1) Beginning Band Symposium;
 - viii) One (1) York University/OBA Wind Conductors' Symposium;
 - ix) One (1) Ontario Provincial Honour Band;
 - x) One (1) Eastern Ontario Elementary Honour Band;
 - xi) One (1) Laurier/OBA Elementary Honour Band
4. Ex-officio (Appointed)
- i) One (1) Communications Coordinator
 - ii) One (1) Western/OBA Intermediate Honour Band Coordinator
5. Voting Privileges
- i) Each Elected member shall be entitled to one (1) vote, unless multiple positions are held by one member;
 - ii) Each Ex-officio appointed position shall not be entitled to a vote, but shall enjoy all other rights and privileges extended to elected members.

ARTICLE IV ELECTIONS AND NOMINATIONS

1. Eligibility
- i) With the exception of the President-Elect, any member who satisfies Article II, Section 1 of the Bylaws is eligible for nomination to any elected position.
 - ii) Eligible candidates for the position of the President-Elect must be a member in accordance with Article II, Section 1 of the Bylaws, and have served on the Board of the Directors in any capacity for at least eighteen months, either consecutively or non-consecutively.
 - iii) If no eligible candidate is nominated for the role of President-Elect, then the position will remain vacant until the next AGM. All duties of the position will be assumed by the Past-President, or delegated to other Executive members by the President.

iv) If the President-Elect is unable to succeed to the position of President, then the President will be considered an elected position subject to the rules outlined in Article IV, and as follows:

- a) Eligible candidates for President must have served on the Board of Directors in any capacity for at least eighteen months, either consecutively or non-consecutively;
- b) If the restriction in item (a) above causes all interested parties to be ineligible, then the Board of Directors may waive this condition and allow candidates to run as Interim President for a term lasting no longer than one year.

2. Chief Returning Officer (CRO)

- i) The Chief Returning Officer (CRO) is in charge of the entire election process;
- ii) The CRO shall be the Past-President of the OBA, under the condition that the Past-President is not also standing for any elected position.
- iii) If the Past-President is unable to serve as the CRO, then a designate shall be selected and confirmed by majority vote of the Board,
 - a) first, from among any member of the Board who is not standing for an elected position
 - b) second, from any Regular or Lifetime Member of the OBA willing to serve in this capacity.
- iv) The CRO shall only cast a vote in the event of a tie.

3. Nomination of Executive and Director Candidates

- i) The CRO, with help from the Web Maestro, Membership Director, and Communications Coordinator, shall present the election process to the membership at least twenty-eight (28) days before the Annual General Meeting;
- ii) The CRO shall ask the membership for written nominations for all elected Executive positions (President-Elect, Secretary, Treasurer), and all Directorships as listed in Article III.3. All nominations are to be submitted to the CRO via e-mail no later than fourteen (14) days before the Annual General Meeting.
 - a) Nominations must be made by at least one member as defined in Article II, Section 1 of the Bylaws;
 - b) A member may nominate themselves;
 - c) Members must accept or decline no later than fourteen (14) days before the Annual General Meeting.
- iii) A member may be nominated for, and simultaneously hold, both an Executive and either a Director or Ex-officio office in any one year;

- iv) Members may be re-nominated for their current positions. There shall be a two-year, renewable term limit on each position with the exception of President-elect, President, and Past-President, who shall be term limited to no more than two consecutive years two years in each position;
- v) Should an Executive or Director position remain vacant, nominations shall be called for from the floor of the Annual General Meeting. Members may be nominated by another member, and asked to verbally accept.

4. Election of the Executive and Directors

- i) At the Annual General Meeting, the CRO shall conduct the business of the election at a pre-determined time, as outlined on the duly published agenda;
- ii) All candidates for each contested position shall be given up two (2) minutes to speak to their candidacy for each Executive or Director position;
- iii) At the conclusion of candidate speeches, one ballot containing names of each nominee shall be issued to each member present;
- iv) Members shall mark their ballot for each office by means of an “X” beside one (1) candidate only for each contested position and return the ballot to the CRO for tabulation. Ballots with more than one (1) “X” or other means other than an “X” shall be deemed ineligible and spoiled;
- v) The CRO shall immediately tabulate the votes, and the results of the vote shall be announced immediately after tabulation;
- vi) In case of a tie vote, the CRO shall immediately cast the deciding vote;
- vii) Voting by proxy shall be allowed as defined in Article V, 4.

5. Closing of Elections

- i) Following the election, the ballots shall be turned over to the Secretary of the Board, who shall retain them for one (1) month and then destroy them.
- ii) The new Executive and Directors shall assume office at the conclusion of the Annual General Meeting.

6. Board of Director Vacancy

- i) Should a vacancy of a member of the Board of Directors take place by resignation or removal from office in between Annual General Meetings, an advertisement detailing the requirements of the position and circulated by the Membership Director as soon as possible;
- ii) A deadline to submit an expression of interest shall be forwarded to the President or designate within a reasonable time;
- iii) An ad-hoc hiring committee shall be formed at the conclusion of the advertisement to vet candidates and conduct interviews where necessary;

- iv) The successful candidate shall be presented at the next duly called Board of Directors meeting. A simple majority shall confirm the candidate.
- v) Said director shall assume their role on an interim basis until voted on at the next Annual General Meeting.

ARTICLE V MEETING OF MEMBERS

1. Definitions of Meetings

There shall be four types of meetings of members:

- i) Executive;
- ii) Board of Directors;
- iii) Committee;
- iv) Annual General.

2. Procedure

Robert's Rules of Order (latest version) shall govern the rules and procedures of all Meetings as defined in Article VII, 1. of the By-laws.

3. Quorum

- i) Quorum for all Meetings of the Board of Directors and Committees shall be fifty (50) percent (%) + 1 of eligible voting members;
- ii) Quorum for the Annual General Meeting shall be three (3) percent (%) of the **voting** members of the OBA as defined in Article II, **Section 1** of the By-laws.

4. Proxies

- i) No proxies shall be allowed for Meetings as defined in Article V, 1, i)-iii) of the By-laws.
- ii) Proxies shall be allowed for Meetings as defined in Article V, 1, iv) as Annual General under the following conditions:
 - a) Members who will be absent from the Annual General Meeting may vote in advance by notifying the Chief Returning Office (CRO) no later than 48 hours in advance of the start of the meeting via written or electronic means to request a ballot. Said ballot shall be returned to the CRO prior to the commencement of the meeting;
 - b) Members not present shall not be able to vote for vacant Executive and nominated Director positions from the floor;

- c) Each voting member present at the Annual General Meeting shall be entitled to hold one (1) additional vote by proxy of a member not present at the commencement of the meeting. Said absent members shall not have previously voted on previous motions as defined in Article V, 4, ii), a).

5. Notice

- i) Notice of the date, time, and place of Board of Director and Committee Meetings shall be given to Members by the Membership Director by any means possible, including, but not limited to, publication in e-newsletter “In Harmony”; electronic conferences and email, and; website, no less than one week before the date of the meeting;
- ii) Notice of the date, time, and place of the Annual General Meeting shall be given to Members by the Secretary of the Board by any means possible, including, but not limited to, publication in e-newsletter “In Harmony”; electronic conferences and email, and; website, no less than one calendar month before the date of the meeting.

6. Meeting of the Executive

- i) The Executive shall meet from time to time during the calendar year, at the discretion of the President;
- ii) Meetings of the Executive shall be chaired by the President;
- iii) Quorum for Executive meetings shall be considered a simple majority of the eligible voting members of the Executive;
- iv) Executive meetings shall be open to all members of the OBA;
- v) At all meetings of the Executive, speaking privileges are reserved for members of the Executive, although non-Executive members may be invited to speak;
- vi) Special Executive meetings may be called by the President of the OBA, or upon the written petition of the majority of all eligible voting members of the Executive. At least three days’ notice of a Special Executive meeting must be given to Members by all means possible;
- vii) Members of the Executive must submit any motions for the agenda to the Secretary of the Board in writing, no later than twenty-four (24) hours before a scheduled Executive meeting;
- viii) At every Executive meeting, each member of the Executive shall make a written report and submit it to the Secretary of the Board no later than twenty-four (24) hours before a scheduled Executive meeting, even if there is “no business”;
- ix) Within one week of approval, minutes shall be posted on-line on the OBA website. A copy of the minutes shall be provided to any member upon request.

7. Meeting of the Board of Directors

- i) The Board of Directors shall meet at least six times during the calendar year, at the discretion of the President;
- ii) Meetings of the Board of Directors shall be chaired by President;
- iii) Quorum for Board of Directors meetings shall be considered a simple majority of the eligible voting members of the Board of Directors;
- iv) Board of Director meetings shall be open to all members of the OBA;
- v) At all meetings of the Board of Directors, speaking privileges are reserved for members of the Board of Directors, although non-Board of Directors members may be invited to speak;
- vi) Special Board of Directors meetings may be called by the President of the OBA, or upon the written petition of a minimum of one (1) percent (%) of eligible members as defined in Article IV, 1. of the By-laws. At least one week's notice of a Special Board of Directors meeting must be given to Members by all means possible;
- vii) Members of the Board of Directors must submit any motions for the agenda to the Secretary of the Board in writing, no later than seventy-two (72) hours before a scheduled Board of Directors meeting;
- viii) At every Board of Directors meeting;
 - a) Each member of the Board of Directors shall make a written report and submit it to the Secretary of the Board no later than seventy-two (72) hours before a scheduled Board of Directors meeting, even if there is "no business";
 - b) Each Position of Responsibility and Standing Committee Chair shall report to the Board of Directors, and copies of the report shall become a matter of record for the Membership. These reports shall be assimilated into the minutes of the meetings.
- ix) Within one week of approval, minutes shall be posted on-line on the OBA website. A copy of the minutes shall be provided to any member upon request.

8. Committee Meetings

Please see Article X of the By-laws.

9. Annual General Meeting

- i) An Annual General Meeting of all Members shall take place at least once during a calendar year, usually during the month of November, usually coinciding with the Ontario Music Educators Association (OMEA) annual conference, at a time and place to be determined by the President in consultation with the OMEA, during which the following business shall be conducted:
 - a) Presentation of the financial statements and the auditor's report thereon;
 - b) Amendments to the By-laws;
 - c) Reports by and questions to the Board of Directors;
 - d) Members' business.
- ii) A Special Annual General meeting will be called by the President upon presentation of a petition, stating the reasons and requested time, signed by no less than ten (10) percent of Members;
- iii) At the Annual General Meeting each Member is entitled to one vote;
- iv) Annual General Meetings shall be open to all Members of the OBA, and to the OBA's auditors. Any other person may be admitted only on the invitation of the President or with the consent of Members present;
- v) Members must submit any motions for the agenda to the Secretary of the Board in writing, no less than fourteen (14) days before the start of a General Meeting;
- vi) Within one week of approval, minutes shall be posted on-line on the OBA website. A copy of the minutes shall be provided to any member upon request.

**ARTICLE VI
EXECUTIVE**

1. Composition of the Executive

The Executive shall consist of:

- i) One (1) President;
- ii) One (1) President-elect;
- iii) One (1) Secretary of the Board;
- iv) One (1) Treasurer;
- v) One (1) Past-President.

2. Election of the Executive

- i) The rules and procedures for elections and appointment of the Executive shall be laid out in Article IV of the By-laws;
- ii) Any member of the OBA is entitled to nominate or be nominated for elected Executive office;
- iii) Each member of the OBA is entitled to one vote with respect to each elected Executive position;
- iv) Election for Executive positions shall be conducted at the Annual General Meeting in accordance with Article IV of the By-laws.

3. Voting Rights

There shall be only one vote per position. A person holding more than one position is entitled to cast one vote for each position.

4. Powers of the Executive

The Executive shall have the power of the Board of Directors while the Board of Directors is not in session.

5. Collective Responsibilities of the Executive

- i) Unless otherwise specified, each member of the Executive shall serve a term of two (2) years;
- ii) On advice of the Treasurer, the Executive shall receive, budget, and administer all monies that may be placed in the custody of the OBA;
- iii) On advice of the Treasurer, the Executive shall prepare an annual budget for the OBA for the following year at the Annual General Meeting;
- iv) The Executive shall present to the Board of Directors no later than the fourth meeting of the fiscal year proposed revisions to the OBA's annual budget for the current fiscal year;
- v) The Executive shall be responsible for the contracting and direction of all third-party providers for the OBA;
- vi) The Executive shall be responsible for all functions that may be necessary to conduct the affairs of the OBA;
- vii) The Executive shall submit a report to the Secretary of the Board at least seventy-two (72) hours prior to each scheduled Executive and Assembly meeting, reporting on issues within her portfolio and upcoming initiatives;
- viii) The Executive shall uphold the Constitution, Bylaws, and Policies of the OBA, and ensure that all third-party providers are aware of, and adhere to, the Policies of the OBA.

6. Responsibilities of Individual Executive Members

- i) The President shall:
 - a) Manage and supervise the affairs and operations of the OBA;
 - b) Report to the Executive, Board of Directors, and to the Members of the OBA;
 - c) Be the official spokesperson of the OBA;
 - d) Coordinate the activities of the Executive and Board of Directors;
 - e) Chair meetings of Executive and Board of Directors members;
 - f) Submit reports on activities of the OBA to affiliate organizations;
 - g) Shall serve a maximum of one (1) term, or two years, at which time they will automatically cede to the position of Past-President;
 - h) Write a report detailing initiatives and issues about their portfolio to be presented at every Board of Directors meeting;
 - i) Be an ex-officio, non-voting member of all committees of the OBA.
- ii) The President-elect shall:
 - a) Report to the President;
 - b) Assist the President in any aspects of her portfolio where reasonable and when requested, and fulfill the duties of the President if she is unable;
 - c) Act as Speaker for the Annual General Meeting;
 - d) Act as Deputy Speaker for all meetings of the Executive and Board of Directors Meetings;
 - e) Work with the Secretary of the Board to ensure due diligence for all Board of Directors members pertaining to attendance at meetings and events;
 - f) Be the official delegate to OBA affiliate organizations, including the Canadian Band Association and the Ontario Music Educators' Association;
 - g) Write a report detailing initiatives and issues about their portfolio to be presented at every Board of Directors meeting;
 - h) Serve a maximum of one (1) term, or two years, at which time they will automatically cede to the position of President;

- iii) The Secretary of the Board shall:
 - a) Report to the President;
 - b) Work with the Membership Director to ensure communication with the Board of Directors and Membership at large is undertaken, including notices for meetings, and circulation of meeting agendas and materials as required;
 - c) Chair the Constitution and Bylaws Reform Standing Committee;
 - d) Record, type, and distribute the minutes of all Executive, Board of Directors, and Annual General Meetings within one week after each meeting;
 - e) Record attendance at all Meetings;
 - f) Advise the President as to members of the Board of directors who fail to attend two or more consecutive meetings;
 - g) Collect reports from members of the Board of Directors at least seventy-two (72) hours prior to each scheduled Executive and Board of Directors meetings and distribute as necessary;
 - h) Write a report detailing initiatives and issues about their portfolio to be presented at every Board of Directors meeting.
 - i) Keep records of all OBA events and happenings, to be submitted to the Archives of Ontario during certain intervals;
- iv) The Treasurer shall:
 - a) Report to the President;
 - b) Work with the Bookkeeper, and delegate duties to the Bookkeeper as required;
 - c) Be responsible for the management of all OBA bank accounts;
 - d) Regularly check the ledgers, receipts, deposit books, and other financial records and ensure that they conform to generally accepted accounting principles;
 - e) Keep full and accurate accounts of all receipts and disbursements of the OBA in proper books of account, and deposit all monies or other valuable effects in the name and to the credit of the OBA in such bank(s) as may be designated by the Executive;
 - f) Disburse the funds of the OBA under the direction of the Board of Directors;
 - g) Ensure that the financial statements are maintained and available for review by the Membership of the OBA;

- h) Prepare budget recommendations for all portfolios for the following year, to be presented at the Annual General Meeting;
 - i) Write a report detailing initiatives and issues about their portfolio to be presented at every Board of Directors meeting.
 - j) Ensure that an audit or financial review is conducted annually, as necessary.
- v) The Past-President shall:
- a) Report to the President;
 - b) Act as an advisor and mentor to the Executive and to the Board of Directors;
 - c) Act as the Chief Returning Officer for all OBA elections, in accordance with Article IV, Section 2 of the Bylaws;
 - d) Pursue sponsorship on behalf of the OBA;
 - e) Write a report detailing initiatives and issues about their portfolio to be presented at every Board of Directors meeting.
 - f) Serve a maximum of one (1) term, or two years, at which time they will automatically cease to be involved as Past-President.

ARTICLE VII BOARD OF DIRECTORS

1. Composition of the Board of Directors

- i) The Board of Directors shall consist of all Executive Members, Elected Directors, and Appointed Positions of Responsibility as outlined in Article III of the Bylaws.
- ii) Interpretation of the term “Director”
 - a) The term “Director” in Article IX of the Constitution, is interpreted to mean voting members on the Board of Directors, and does not pertain to ex-officio members who hold non-voting Positions of Responsibility.
 - b) The Board of Directors may, through a majority vote, create or eliminate a Position of Responsibility as circumstances require. Newly created positions will be filled through the process outlined in Article IV, Section 6, subsections (i) to (iv) of the Bylaws. The Board will create a list of responsibilities for the position, which will be adopted by the Board and filed with the Secretary.

2. Election of the Board of Directors

- i) The rules and procedures for elections and appointment of the Board of Directors shall be laid out in Article VI of the By-laws;
- ii) Any member of the OBA is entitled to nominate or be nominated for elected Board of Directors office;
- iii) Each member of the OBA is entitled to one vote with respect to each elected Board of Directors position;
- iv) Election for Executive positions shall be conducted at the Annual General Meeting in accordance with Article IV of the By-laws.

3. Voting Rights

There shall be only one vote per position, with the exception of ex-officio members who do not have a vote.

4. Duties of Voting Members of the Board of Directors

- i) Unless otherwise specified, each member of the Board of Directors shall serve a two (2) year term;
- ii) Members of the Board of Directors shall act in accordance with their duties as described within the By-laws;
- iii) The Board of Directors has the power to ratify or reject any and all actions of the OBA Executive and Committees, through its ratification of Executive and Committee reports;
- iv) Members of the Board of Directors shall represent and defend the interests of their portfolio before the Members and the Executive of the OBA;
- v) Members of the Board of Directors shall submit a report to the Secretary of the Board at least seventy-two (72) hours prior to each scheduled Executive and Assembly meeting, reporting on issues within her portfolio and upcoming initiatives.

5. Responsibilities of Individual Board Members

- i) Membership Director shall:
 - a) Report to the President;
 - b) Oversee the delivery of OBA materials, either through Canada post or electronically;
 - c) Complete an annual review of OBA membership form;
 - d) Keep accurate records of members;
 - e) Forward membership dues to Treasurer upon receipt;

- f) Solicit renewal notices on a monthly basis according to membership;
 - g) Recruit new members through planned OBA events, festivals, and symposiums;
 - h) Communicate with members regarding upcoming OBA events, festivals, and symposiums;
 - i) Work with the Treasurer and provide a breakdown of expenses and revenues of the portfolio;
 - j) Write a report detailing initiatives and issues concerning industry, to be presented at every Board of Directors meeting;
 - k) Work with the Communications Coordinator to ensure promotion and information is distributed to all members as required.
- ii) Donations Director shall:
- a) Report to the President;
 - b) Seek out new revenue sources through donations and grants;
 - c) Work with Directors and Positions of Responsibility to ensure that all funding stipulations are followed, and that appropriate credit and recognitions are given to donors and funding agencies;
 - e) Work with the Treasurer and provide a breakdown of expenses and revenues with relation to their portfolio, and;
 - f) Write a report detailing initiatives and issues related to the position, to be presented at every Board of Directors meeting.
- iii) Industry Director shall:
- a) Report to the President;
 - b) Advise and consult with the OBA Board of Directors concerning matters with and within the music industry;
 - c) Be an employee of a recognized CMIEC workplace, and a member in good standing with CMIEC;
 - d) Work with the Treasurer and provide a breakdown of expenses and revenues of the portfolio;
 - e) Write a report detailing initiatives and issues concerning industry, to be presented at every Board of Directors meeting.
- iv) University Liaison shall:
- a) Report to the President;
 - b) Advise and consult with the OBA Board of Directors concerning matters

- with and within the universities and college music program music industry;
 - c) Link OBA initiatives and vision to post-secondary institutions in Ontario;
 - d) Liaise with student music educator association post-secondary institutions to provide connections to the OBA;
 - e) Be an employee of a recognized publically funded post-secondary institution;
 - f) Work with the Treasurer and provide a breakdown of expenses and revenues of the portfolio;
 - g) Write a report detailing initiatives and issues concerning industry, to be presented at every Board of Directors meeting.
- v) Concert Band Festival Director shall:
- a) Report to the President;
 - b) Organize a Concert Band Festival for members and their ensembles at least once each calendar year;
 - c) Retain clinician(s) to conduct comprehensive reviews of ensembles, provide workshops and enhance director feedback throughout the length of the festival. In consultation with the Treasurer, ensure said clinician(s) sign(s) contracts, and work out transportation, nourishment, and accommodation issues;
 - d) Book a venue in which to hold the festival. Ask for adequate volunteers by which to staff said event;
 - e) Design, in consultation with the Designer, promotional material related to the event. Ensure both the Communications Coordinator and Web Maestro adequately distributes said material;
 - f) Contact and invite industry sponsors to the event, in consultation with the Industry Director;
 - g) Offer a Band Directors' reception for all participants and members;
 - h) Create a delegate package, including feedback forms for the event.
 - i) Work with the Treasurer and provide a breakdown of expenses and revenues of the festival;
 - j) Write a report detailing initiatives and issues about the festival, to be presented at every Board of Directors meeting.

- vi) University of Toronto – Scarborough/OBA Small Ensemble Festival Coordinator shall:
 - a) Report to the President;
 - b) Organize a Small Ensemble Festival for members and their ensembles at least once each calendar year;
 - c) Retain clinician(s) to conduct comprehensive reviews of ensembles, provide workshops and enhance director feedback throughout the length of the festival;
 - d) In consultation with the Treasurer, ensure said clinician(s) sign(s) contracts, and work out transportation, nourishment, and accommodation issues;
 - e) Book a venue in which to hold the festival. Ask for adequate volunteers by which to staff said event;
 - f) Design, in consultation with the Designer, promotional material related to the event. Ensure both the Communications Coordinator and Web Maestro adequately distributes said material;
 - g) Contact and invite industry sponsors to the event, in consultation with the Industry Director;
 - h) Offer a Band Directors’ reception for all participants and members;
 - i) Create a delegate package, including feedback forms for the event;
 - j) Work with the Treasurer and provide a breakdown of expenses and revenues of the festival;
 - k) Write a report detailing initiatives and issues about the festival, to be presented at every Board of Directors meeting;

- vii) Beginning Band Symposium Director shall:
 - a) Report to the President;
 - b) Organize a Beginning Band Symposium for members at least once each calendar year;
 - c) Retain clinician(s) to present a comprehensive workshop on beginning band techniques and pedagogy. In consultation with the Treasurer, ensure said clinician(s) sign(s) a contract, and work out transportation, nourishment, and accommodation issues;
 - d) Retain a beginning band to perform as the workshop ensemble;
 - e) Book a venue in which to hold the symposium. Ask for adequate volunteers by which to staff said event;

- f) Design, in consultation with the Designer, promotional material related to the event. Ensure both the Communications Coordinator and Web Maestro adequately distributes said material;
 - g) Contact and invite industry sponsors to the event, in consultation with the Industry Director;
 - h) Create a delegate package, including feedback forms for the event;
 - i) Work with the Treasurer and provide a breakdown of expenses and revenues of the symposium;
 - j) Write a report detailing initiatives and issues about the symposium, to be presented at every Board of Directors meeting.
- viii) York University/OBA Wind Conductors' Symposium Director shall:
- a) Report to the President;
 - b) Organize a Wind Conductors' Symposium for members at least once each calendar year;
 - c) Retain clinician(s) to present a comprehensive workshop on wind conducting techniques and pedagogy;
 - d) In consultation with the Treasurer, ensure clinician(s) sign(s) a contract, and work out transportation, nourishment, and accommodation issues;
 - e) Retain an ensemble to perform as the workshop ensemble, if necessary;
 - f) Book a venue in which to hold the symposium. Ask for adequate volunteers by which to staff said event;
 - g) Design, in consultation with the Designer, promotional material related to the event. Ensure both the Communications Coordinator and Web Maestro adequately distributes said material;
 - h) Contact and invite industry sponsors to the event, in consultation with the Industry Director;
 - i) Create a delegate package, including feedback forms for the event;
 - j) Work with the Treasurer and provide a breakdown of expenses and revenues of the symposium;
 - k) Write a report detailing initiatives and issues about the symposium, to be presented at every Board of Directors meeting;

- ix) Ontario Provincial Honour Band Director shall:
- a) Report to the President;
 - b) Provide the opportunity for secondary band players in grades 10, 11, or 12 from Ontario to perform with their peers
 - c) Retain a conductor of international repute to lead the band and choose appropriate level music for Ontario high school students;
 - d) In consultation with the Treasurer, ensure the conductor signs a contract, and work out transportation, nourishment, and accommodation issues;
 - e) Book a venue in which to host the Ontario Provincial Honour Band participants so they may rehearse;
 - f) Book venues for a provincial tour, after sufficient rehearsal time, so secondary students across the province may hear their peers perform;
 - g) Negotiate with the Ontario Music Educators' Association (OMEA) to be a featured ensemble during their annual conference during November of each calendar year.
 - h) Design, in consultation with the Designer, promotional material related to the event. This should include contact information and a recommendation form for teachers. Ensure both the Communications Coordinator and Web Maestro adequately distribute said material;
 - i) Coordinate the selection of audition materials for performers;
 - j) Create a delegate package, including feedback forms for the event, to be distributed to each member and their recommending teacher;
 - k) Chair the Ontario Provincial Honour Band Standing Committee;
 - l) Arrange the Standing Committee to listen to auditions and rank students based on set criteria;
 - m) Work with the Treasurer and provide a breakdown of expenses and revenues associated with the Ontario Provincial Honour Band;
 - n) Write a report detailing initiatives and issues concerning the Honour Band, to be presented at every Board of Directors meeting.

- xi) OBA/Laurier Elementary Honour Band Coordinator
 - a) Report to the President;
 - b) Provide the opportunity for elementary band players in grades 7 and 8 from the Tri-Cities area to perform with their peers;
 - c) Retain a conductor of provincial repute to lead the band and choose appropriate level music for elementary school students in the Tri-Cities area;
 - d) In consultations with the Treasurer, ensure the conductor signs a contract, work out transportation, nourishment, and accommodation issues, if any;
 - e) Book a venue in which to host the OBA/Laurier Elementary Honour Band participants so they may rehearse and perform for friends and family;
 - f) Design, in consultation with a designer, promotional material related to the event which should include contact information and a recommendation form for teachers;
 - g) Ensure both the Communications Coordinator and Webmaestro adequately distribute promotional material;
 - h) Coordinate promotion and encourage teacher recommendations;
 - i) Create an information package, including feedback forms for the event, to be distributed to each member's parents and their recommending teacher;
 - j) Chair the OBA/Laurier Elementary Honour Band Committee;
 - k) Arrange part assignments and seating based on teacher recommendations;
 - l) Work with the Treasurer and provide a breakdown of expenses and revenues associated with the OBA/Laurier Elementary Honour Band;
 - m) Write a report detailing initiatives and issues concerning the Honour Band, to be presented at every meeting of the Board of Directors.

- x) Eastern Ontario Elementary Honour Band Coordinator
 - a) Report to the President;
 - b) Provide the opportunity for elementary band players in grades 7 and 8 from Eastern Ontario to perform with their peers;
 - c) Retain a conductor of provincial repute to lead the band and choose appropriate level music for Eastern Ontario elementary school students;
 - d) In consultations with the Treasurer, ensure the conductor signs a contract, work out transportation, nourishment, and accommodation issues, if any;

- e) Book a venue in which to host the Eastern Ontario Elementary Honour Band participants so they may rehearse and perform for friends and family;
- f) Design, in consultation with a designer, promotional material related to the event which should include contact information and a recommendation form for teachers;
- g) Ensure both the Communications Coordinator and Webmaestro adequately distribute promotional material;
- h) Coordinate promotion and encourage teacher recommendations;
- i) Create an information package, including feedback forms for the event, to be distributed to each member's parents and their recommending teacher;
- j) Chair the Eastern Ontario Elementary Honour Band Committee;
- k) Arrange part assignments and seating based on teacher recommendations;
- l) Work with the Treasurer and provide a breakdown of expenses and revenues associated with the Eastern Ontario Elementary Honour Band;
- m) Write a report detailing initiatives and issues concerning the Honour Band, to be presented at every meeting of the Board of Directors.

6. Duties of Positions of Responsibility (ex-officio members)

- i) Communications Coordinator shall:
 - a) Report to the President;
 - b) Oversee the OBA's social media accounts in a secure and professional manner;
 - c) Regularly update news on the OBA's social media accounts to effectively promote OBA events;
 - d) Work with the Webmaestro to integrate social media applications on the OBA website;
 - e) Maintain an up-to-date e-mail membership list with the assistance of the Membership Director;
 - f) Maintain regular communication with OBA event directors to ensure that current information is communicated through social media;
 - g) Solicit information on a monthly basis for a membership e-mail broadcast (the "Monthly Musical Interlude");
 - h) Investigate and propose additional methods of communication to the Board;

- i) Arrange for the collection of audio, video, and/or photographs from OBA events, and ensure that any broadcast of said artifacts is in keeping with privacy laws and OBA guidelines;
 - j) Maintain lists of contacts in the media, community groups, and arts/music co-ordinators at Boards of Education throughout the Province;
 - k) Write a report detailing initiatives and issues concerning the Communications Portfolio to be presented at every meeting of the Board of Directors.
- ii) Western/OBA Intermediate Honour Band Coordinator shall:
- a) Report to the President;
 - b) Provide the opportunity for music students in grades 8 through 10 from South Western Ontario to perform with their peers;
 - c) Work collaboratively with Western University's band director to organize the event, taking into consideration the university's calendar, and the availability of facilities;
 - d) In consultation with the Treasurer, create and maintain the budget, which includes providing a breakdown of expenses and revenues associated with the Western/OBA Intermediate Honour Band;
 - e) Design, in consultation with the OBA designer, promotional material related to the event which should include contact information and a recommendation form for teachers;
 - f) Ensure both the Communications Coordinator and Webmaestro adequately distribute promotional material;
 - g) Coordinate promotion and encourage teacher recommendations;
 - h) Communicate with Intermediate Honour Band participants and teachers (e.g., send out information e-mails, distribute music, collect consent forms, etc.);
 - i) Chair the Western/OBA Intermediate Honour Band Committee;
 - j) Arrange part assignments and seating based on teacher recommendations;
 - k) Write a report detailing initiatives and issues concerning the Honour Band, to be presented at every meeting of the Board of Directors.

7. Voting Rights

All members of the Board of Directors, with the exception of ex-officio members, may vote at Meetings.

**ARTICLE VIII
COMMITTEES**

1. Overview of Committees

- i) Each committee shall be led by a Chair who will carry out its duties and responsibilities as directed and/or approved by the Board of Directors.
 - a) A volunteer committee is one wherein Members are not interviewed, or otherwise specially selected to gain membership;
 - b) An appointed committee is one wherein members are appointed, usually by the Chair of the committee, according to the guidelines of each committee.
- ii) There shall be three types of committees:
 - a) Standing Committees: one that continually exists each calendar year. These committees are chaired by the corresponding Executive Officer as detailed in Article VI, 6 of the By-laws;
 - b) Sub-committees of Standing Committees: Selected to deal with specific business within a certain committee;
 - c) Ad-hoc Committees: Formed occasionally to deal with business not dealt with in Standing Committees or Sub-committees.
- iii) All Members must meet attendance requirements as set out by the committee Chair.

2. Procedure for Membership Selection to Committees

- i) Standing Committees:
 - a) As defined in Article VIII, membership shall encompass:
 - i) one (1) Executive member;
 - ii) at least one (1) voting Board of Director members, and;
 - iii) at least one (1) Member of the OBA who does not hold a position on the Board of Directors.
 - b) Standing Committee membership shall be Volunteer, except where indicated.

- ii) Sub-committees of Standing Committees:
 - a) Membership shall be taken from the membership of a Standing Committee where the Chair is from;
 - b) Sub-committee membership shall be Appointed;
 - c) The Chair of the Standing Committee shall appoint the Chair of a Sub-committee.
- iii) Ad-hoc Committees:
 - a) Membership shall be from Members of the OBA, and may be Volunteer or Appointed;
 - b) The President shall have the power to create an ad-hoc committee as required by the Board of Directors;

2. Standing Committees

- i) Ontario Provincial Honour Band Committee
 - a) Chaired by the Ontario Provincial Honour Band Director;
 - b) Composition of the committee shall include, but is not limited to: Ontario Provincial Honour Band director (chair), no more than five (5) members of the OBA;
 - c) Responsible for the selection and implementation of the Ontario Provincial Honour Band;
 - d) Membership of the Committee shall be Appointed by the President of the OBA, in consultation with the Ontario Provincial Honour Band director.
- ii) Constitutional Reform and By-law Review Committee
 - a) Chaired by the Secretary of the Board;
 - b) Composition of the committee shall include, but is not limited to: Secretary of the Board (chair), no more than five (5) members of the OBA;
 - c) Responsible for the annual upkeep and reform of the By-laws and bylaws;
 - d) Will propose changes to the Constitution and By-laws, to be presented to the members of Executive and the Board of Directors at the Annual General Meeting;
 - e) Membership of the Committee shall be Appointed by the President of the OBA.

3. Sub-Committees of Standing Committees

Throughout the course of the academic year, the Chair of a Standing Committee may wish to establish an additional committee with such powers and duties and for such purposes and terms as the Chair and Members of the Standing Committee deem necessary. The Chair of the Standing Committee shall be responsible for the appointment of the Chair, the members, and for the mandate of said sub-committee.

4. Ad-hoc Committees

Throughout the course of the academic year, the Executive and/or Board of Directors may, from time to time, establish an ad-hoc committee with such powers and duties and for such purposes and terms as the Executive and/or Board of Directors deem necessary. The Executive shall be responsible for the appointment of such student representation as may be required, subject to ratification by the Board of Directors.

5. Duties of a Chair or Co-Chair of a Committee

Each chair or co-chair shall ensure that the responsibilities and duties of their committee are fulfilled. In addition, each chair or co-chair shall ensure that:

- i) Meetings are convened on a regular basis;
- ii) She acts as the coordinator of committee activities;
- iii) Funds allocated to the committee are dispensed and accounted for, in consultation with the Treasurer, and;
- iv) Issues or information arising in committee shall be reported to the Assembly for information and/or action.

**ARTICLE IX
FINANCES**

1. Financial Policy

The Board of Directors will create and regularly review a Financial Policy that will:

- a) establish the signing authorities for disbursement of funds;
- b) establish the expectations for budgets and reporting of financial statements;
- c) establish the expectations for audits and other reviews of financial statements;
- d) establish the policy for the lending and borrowing of assets;
- e) establish the policy for selling of equipment and other assets;
- f) be presented to the Membership at an Annual General Meeting to be ratified by the Membership by a simple majority;

- g) be reviewed and amended, if necessary, and re-ratified at a date no later than five years after the previous ratification.

**ARTICLE X
OBA RECORDS**

1. Inspection by Members

- i) The books and records of the OBA, including all committees and subcommittees, may be inspected by members of the OBA, upon request to the Secretary of the Board. The maintenance and availability of these records shall be the responsibility of the Secretary of the Board;
- ii) All receipts, financial statements, and related financial records of the OBA may be inspected by members of the OBA, upon request to the Treasurer. The maintenance and availability of these records shall be the responsibility of the Treasurer.

2. Custody of Minutes

- i) Custody of all minutes of all Board of Directors, General, and Executive meetings of the OBA shall be kept with the Secretary of the Board and posted forthwith on the OBA website;
- ii) Once every three years, the Secretary of the Board will deposit all items related to the OBA with the Archives of Ontario.

**ARTICLE XI
REMOVAL FROM OFFICE**

1. Removal from Office

A member of the Executive or Board of Directors shall cease to remain in office if the member:

- i) ceases to be a member of the OBA;
- ii) submits a written resignation from such office;
- iii) is removed through the procedure outlined in Article XI, Section 2;
- iv) is removed by impeachment through the procedure outlined in Article XI, Section 4.

2. Procedure for the Removal of Office

- i) A motion shall be brought forward in “Other Business” at the next duly called Board of Directors meeting by the President, or President-elect;
- ii) The defendant and the plaintiff shall have five minutes each to present their cases to the Board of Directors. The defendant shall proceed first;

- iii) Once complete, a question period for Members will be allowed;
- iv) A secret ballot vote shall be held for voting Members only. A two-thirds plus one majority vote of those present is required for removal from office.

3. Impeachment

- i) Impeachment is the removal of all duties, rights and privileges involved with and inherent to a Board of Director or Executive position. The causes for removal of an Executive or Board of Director member are as follows:
 - a) neglect of duties;
 - b) misappropriation, theft or embezzlement of funds;
 - c) flagrant abuse of powers and responsibilities of the position;
 - d) conflicts of interest;
 - e) willful violation of the Constitution, Bylaws, and Policies of the OBA.

4. Procedure for Impeachment of an Executive or Board of Directors Member

- i) Impeachment proceedings of a member of the Executive or Board of Directors may be initiated by a petition stating the reasons why, signed by not less than 33% of the voting members of the Board of Directors, or 5% of the members of the OBA, presented to the President or President-elect;
- ii) A motion shall be brought forward at a Special Meeting of the Board of Directors, called by the President or President-elect, to be held within one week of presentation of the petition. This shall be the only item of discussion at the meeting;
- iii) The defendant and the plaintiff shall have five minutes each to present their cases to the Board of Directors. The defendant shall proceed first;
- iv) Once complete, a question period for Members will be allowed;
- v) A secret ballot vote shall be held for voting Board of Directors Members only. A two-thirds plus one majority vote of those present is required for removal from office.

5. Censure

- i) A motion of censure against an Executive member or Director may be brought forward in "New Business" at the next duly-called Board of Directors meeting by the President or President-Elect. Reasons for censure may include, but are not limited to:
 - a) behaviour reflected poorly on the OBA and its Board;
 - b) performance of duties reflecting poorly on the OBA and its Board;
 - c) attendance issues which impede the effectiveness of the Board.

- ii) The defendant and plaintiff shall have five minutes each to present their case to the Board of Directors. The defendant shall proceed first.
- iii) Once complete, a question period for Members will be allowed.
- iv) A secret ballot vote shall be held for voting Members only. A two-thirds plus one majority vote of those present is required for censure.
- v) A member under censure is permitted to remain in office, but may be required to submit to additional oversight from the President, President-Elect, or other designate. Additional responsibilities must be listed in the motion of censure.
- vi) A member under censure is disqualified from seeking election or appointment to any position on the Board of Directors, notwithstanding membership rights allowed under Article IV of the Bylaws.
- vii) A motion to lift censure may be brought forward in “New Business” at the next duly-called Board of Directors meeting by the President or President-Elect. No formal presentations are required. A two-thirds plus one majority vote of those present is required to lift censure. A successful vote returns the censured member to all rights and privileges.

6. Vacancies

- i) In the event of a vacancy in the position of an Executive or Board of Director member, applications will be solicited forthwith from the Members of the OBA to fill said position on an interim basis.;
- ii) The position shall be available for election at the next Annual General Meeting.

**ARTICLE XII
CONFLICT OF INTEREST**

1. Definition of Conflict

A conflict of interest may occur when a person in a position to affect an official decision has a personal or financial interest in the outcome of the decision, or when a person is involved in two or more organizations and the interests of one are at odds with the interests of the other.

2. Procedure

In cases where a conflict of interest arises, individuals must declare their conflict and must not participate in the discussion or decision taken related to the conflict.

**ARTICLE XIII
CONSTITUTIONAL AND BY-LAW CONSIDERATIONS**

1. Constitutional and/or By-law Amendments
 - i) Amendments to the Constitution and/or By-laws may only be adopted at the Annual General Meeting of Members;
 - ii) Amendments may be proposed by any member of the OBA;
 - iii) Proposed amendments must be presented in writing to the Secretary of the Board no later than fourteen (14) days before the start of an Annual General Meeting of members. iv) The Secretary of the Board shall post the proposed amendments within 24 hours of receipt;
 - v) Amendments to the Constitution and/or By-laws must be approved by a two-thirds (67%) majority of members present and voting at the Annual General Meeting in order to be adopted.

2. Referenda and Plebiscites
 - i) A referendum may be called by the Board of Directors subsequent to a majority vote of the Board of Directors, on any matters not covered by the procedures of this Constitution or Bylaws, or any matters on which the Board of Directors requires the input and guidance of the members of the OBA;
 - ii) The Executive shall be responsible for the organization and the running of referenda. The results of any referendum shall be communicated and ratified by the Board of Directors at the first Board of Directors meeting following the referendum;
 - iii) Referendum and plebiscites shall be conducted in accordance with the OBA Election Code.

**ARTICLE XIV
AGENCY CLAUSE**

1. Agency Clause

The Ontario Band Association is not an agent or representative of any other organization. The views and actions of the OBA in no way represent any other organization.