

ALBERTA BAND ASSOCIATION

PROPOSED AMENDMENTS TO THE BYLAWS

Proposed revisions are marked in ***bold, italics and underlined***. ***Sections to be removed are struck through***.

4.02 Membership Categories

In setting the annual membership fees, the resolution of the ~~**Board Members**~~ may provide for different fee amounts for different categories of Members or memberships. Without limiting the generality of the foregoing, Member or membership categories may include the following:

(a) Regular Members

Any person wishing to be a regular member must be a person willing to support the objectives of the Association. Every such person shall be entitled to become a regular member upon paying the membership fee prescribed as provided in these bylaws. A regular member shall have the right to vote at the Annual General Meeting of the members of the Association or any other general meeting of the members of the Association. ~~**Regular members are band conductors or educators, community band directors, or any conductor actively directing an ensemble or individuals who wish to have full voting privileges in the association and support the objectives of the Association.**~~

(d) Honorary Life Members

Honorary life members shall be those persons appointed by the Board of Directors ~~**upon the recommendation of the Personnel Committee**~~. Honorary life members shall be entitled to vote at the Annual General Meeting of the members of the Association and all General Meetings of the members of the Association.

(e) Student Members

Any person wishing to be a Student Member must be a person willing to support the objectives of the Association. Every such person shall be entitled to become a regular member upon paying the membership fee prescribed as provided in these bylaws. ~~**Associate Student**~~ members shall ~~**not**~~ be entitled to vote at any Annual General Meetings of the Association or any general meetings of the members of the Association.

(i) ~~**Student Members - are students enrolled full time in an educational institution.**~~

(ii) ~~**Ensemble Members - Individuals who participate in a community, school, or other type of band ensemble**~~

4.03 Membership Fees

Annual membership fees and the effective dates thereof shall ~~**be determined by the Board of Directors**~~. The fees so determined shall continue to be in effect until amended in the same manner. No fee shall be payable by Honorary Lifetime Members.

~~***(e) Membership fees and the effective dates thereof shall be determined upon the recommendation of the Board of Directors of the Association.***~~

4.05 Rights and Privileges of Membership

(a) In addition to any other rights provided by law or elsewhere in these bylaws, ~~**but subject to Clause (b) below**~~, Members in good standing shall have the right to:

- (i) Attend and vote at all meetings of the Association membership;
 - (ii) Receive the annual financial statements of the Association and all other information relative to the activities of the Association which may be circulated or made available from time to time by the Association;
 - (iii) Receive the information relative to the activities of the Canadian Band Association ~~and receive membership in the Canadian Band Association and all of the rights and privileges thereon;~~
 - (iv) Attend at conventions, clinics, and other activities sponsored by the Association upon payment of any applicable registration fee; and
 - (v) Have general access to such resource information, material, and personnel of the Association as is available.
- (b) ~~Associate Members shall not be entitled to vote at the meetings of the Members and shall not receive the publications of nor receive membership in the Canadian Band Association.~~

5.02 Special General Meetings

- (a) Special General Meetings of the members of the Association must be called by the President or ***in their absence, the Vice*** President upon receipt in writing of a request by at least 20 Members of the Association with voting rights, of which at least 15 must be present at the actual meeting held or have provided a proxy to a Member attending the meeting. Such Special General Meetings must be held within 28 days from the date of the request and notice of the date, time and place of such meeting and all business to be presented at such meeting shall be given to the Members at least 14 days before the date of such meeting.
- (b) A Special General meeting may be called by the President, ***or in their absence, the*** Vice President of the Association upon the request of the Board of Directors and notice of the date, time and place of such meeting and all business to be presented at such meeting shall be given to the Members of the Association at least 14 days before the date of such meeting.

5.07 Business of the Annual General Meeting

The business of the Annual General Meeting shall be:

- (i) to receive ~~and consider~~ the report of the Board of Directors and of any officers or Committee chairs who choose to report;
- (ii) to receive ~~and consider~~ the report of the auditors of the Association for the most recent fiscal year;

6.02 Number of Directors

- (a) The Board of Directors of the Association shall consist of not fewer than 2 and not more than 11 Member directors. ~~Of those the immediate past president of the Association shall be acclaimed as a non-voting director and the remainder. The Directors~~ shall be elected by the Association at its Annual General Meeting. Other than as provided in Clauses 6.02 (b), 6.02 (c), 6.02 (d), 6.02 (e), and 6.02 (f) hereof, each director shall be elected for a term of 2 years each provided however that no director shall hold office for more than 3 consecutive terms.
- (d) ~~In the event the Board of Directors determines that there is an emergent need due to the business of the Association, it may call an extraordinary general meeting to elect up to a maximum of 4 additional directors whose term of office shall be until the Annual General Meeting next following the date of such election unless such additional directors are re-~~

~~*elected at the Annual General Meeting.*~~

- (d)*** Any vacancy occurring in the Board of Directors caused by resignation, expulsion or death between Annual General Meetings may be, but shall not be required to be filled by appointment by the Board of Directors, but the person so appointed shall hold office only until the Annual General Meeting next following such appointment. ~~*The appointment of such directors shall be the responsibility of the Personnel Committee, subject to ratification by the Board of Directors.*~~
- (e)*** In the event the Board of Directors determines the need to increase the size of the board to meet the minimum number of directors required by clause (a) above, the Board may appoint directors for a term ending at the next Annual General Meeting.

6.03 Qualification of Directors and Officers and Removal

- (d) If a director or officer demonstrates a lack of interest in the Association by inactivity or is incompetent or unable to handle elected or appointed tasks, or by conduct that is improper, unbecoming or likely to endanger the interest or reputation of the Association, the Board of Directors may, at its own discretion, suspend the director from their position or appointment. If the suspended director does not resolve the problem to the satisfaction of the Board of Directors or give written notice of appeal to the Board of Directors within 28 days of the suspension, the suspension will be deemed to be a removal from office. In the event a notice of an appeal is given, a committee composed of 4 Members of the Association, 2 chosen by the director so suspended and 2 chosen by the Board of Directors shall hear the appeal within 28 days of receipt ~~*of*~~ such notice of appeal by the Board of Directors. The procedure governing the hearing of such appeal shall be determined by the committee constituted. During any such period of suspension, the Board of Directors shall appoint another director voting Member to maintain the position.

6.04 Meetings of Directors

- (e) Notwithstanding Clause (c) above:
- (i) a meeting of the Board of Directors may be held at any time without formal notice if the entire Board of Directors are present or those present have waived notice or have signified their consent in writing to the meeting being held in their absence ~~*of*~~ without notice.

7.01 Election of Executive Officers

- (b) Immediately following the Annual General Meeting in each year, the Board shall meet and shall elect from amongst the directors for a term of one year a President, Vice-President, Secretary, ~~*and*~~ Treasurer, ~~*and Programs Chair*~~. In the case of any vacancy, the Board shall appoint another director to fill such position until the next Annual General Meeting.

7.02 Duties of Executive Officers

- (d) The Treasurer shall:
- (i) attend all meetings of the Board and Executive Committee
 - (ii) ~~*be chairman of the personnel division;*~~
 - (iii) ~~*oversee the preparation of the Annual Budget, subject to approval by the board of directors.*~~
 - (iv) ~~*oversee the preparation of*~~ the Annual Financial Statement with the assistance of the auditors of the Association
- ~~*(e) — The Programs Chair shall:*~~
- ~~*(i) — be chairman of the programs and services division of the association*~~

~~(ii) — perform such other duties as may be specified by the Board of Directors or these bylaws.~~

~~(f) — The Past President shall:~~

~~(i) — Attend all meetings of the board of directors and Executive Committee;~~

~~(ii) — Act in an advisory capacity to the Executive Committee and the Board of Directors;~~

~~(iii) — Act as the Nominating Committee in the absence of a board-appointed Nominating Committee;~~

~~(iv) — Perform such other duties as may be specified by the Board of Directors or these bylaws.~~

7.04 Executive Committee

(a) The Executive Committee shall consist of the officers of the Association ~~and the immediate past president of the Board, who is a non-voting member.~~

7.06 Nominating Committee

(a) The Nominating Committee shall be composed of the directors or Members as appointed by the Board. ~~In the absence of any such appointment the immediate Past President shall act as the Nominating Committee.~~ The notice requirements for meetings, procedures for voting, quorum and such other rules regarding the meetings of the Nominating Committee shall be as determined by the Nominating Committee.