

# **The Optimists Alumni Drum & Bugle Corps Constitution**

**(Last Revised: September 21, 2009)**

**The Optimists Alumni Drum & Bugle Corps**

**CONSTITUTION**

As Amended Sept. 21, 2009

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## **The Optimists Alumni Drum & Bugle Corps**

### **1. INTERPRETATION**

1.01 In this Constitution, unless the context otherwise requires:

- (a) “Board” means the Board of Directors of the organization
- (b) “Constitution” means this constitution as amended from time to time in force and effect
- (c) “Corps” means The Optimists Alumni Drum and Bugle Corps
- (d) “Members” include Regular, Associate and Honorary Members

1.02 In this Constitution where the context requires, words importing the singular include the plural and vice versa and words importing gender include the masculine, feminine and neuter genders.

## The Optimists Alumni Drum & Bugle Corps

### 2. THE ORGANIZATION

2.01 **Name** – The name of the organization is The Optimists Alumni Drum & Bugle Corps.

2.02 **Ownership** – The Corps and its assets are owned by the Members. In the event the Corps for any reason permanently ceases to operate, the Board shall liquidate the said assets. The resulting funds shall be used first to pay the Corps' just debts and to perform any outstanding obligations it has undertaken. Any funds remaining shall be paid or transferred to the Optimists Alumni Association to be used to maintain communication with former Members, to arrange social get-togethers for former Members and/or to fund such other activities that are in keeping with a not-for-profit organization. No individual shall for his or her own sake, make use of Corps funds either while the Corps is active or in the event the corps ceases to operate.

2.03 **Purpose** – The purpose of the organization is to allow former drum and bugle corps participants and anyone else interested in drum and bugle corps to participate in a performing alumni drum and bugle corps based largely on the genre of the 1950s, 1960s and 1970s.

2.04 **Vision and Mission** – The vision and mission of the organization is to create a musical organization renowned for its talent and abilities and to foster the strength, determination and dedication requisite for it to be capable of perpetuating itself through time and to provide the necessary quality equipment and instruction in a setting that allows the Members to develop into a musical organization capable of honoring the memory of the original Toronto Optimists Drum & Bugle Corps.

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### 3. MEMBERS AND MEMBERSHIP

3.01 **Classes of Members** – Membership in the Corps shall consist of three classes of members:

(i) “**Regular Members**” are individuals who are performers, instructors or Board members. “**Regular Members in Good Standing**” are those Regular Members whose dues are paid up. Regular members in Good Standing are entitled to vote and stand for office as a member of the Board.

(ii) “**Associate Members**” are individuals who have had an historical affiliation with a drum and bugle corps who have been sponsored for membership by a minimum of two Corps members and approved for associate membership by a majority vote of the Board. “**Associate Members in Good Standing**” are those Associate Members whose dues are paid up. Associate Members in Good Standing are entitled to vote and to stand for election to the Board.

(iii) “**Honorary Members**” are individuals who have been granted lifetime membership in the Corps by the Board in recognition of their extraordinary contributions to the drum & bugle corps movement. Honorary Members are entitled to participate in Corps functions but shall have no vote in Corps matters nor shall they be required to pay membership dues.

3.02 **Members Responsibilities** – Members of the Corps agree to take on the following responsibilities:

(i) In the case of all Members, to conduct him or herself in a manner that will enhance the name and reputation of the Corps by adhering to values and ideals such as, but not limited to,

- sportsmanship
- respect for and pride in self, the Corps, its Members and members of the public
- a commitment to excellence
- a willingness to assist new Corps Members in their settling-in process;

(ii) In the case of Regular Members, to pay all dues and fees levied by the Board;

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(iii) In the case of Regular Members to

- raise and/or maintain his or her ability to play his or her instrument to a high level of efficiency
- quickly learn and memorize the Corps' repertoire so that he or she can work on the perfection of its execution at sectional and full ensemble rehearsals
- seek assistance in the understanding and interpretation of the music to enable him or her to contribute to the Corps' performance at an optimum proficiency
- attend scheduled rehearsals and performances, arriving on time and prepared to participate with music, charts and instruments ready to follow the direction of the section leader and/or drum major; to notify his or her section leader prior to any rehearsal or performance that he or she is unable to attend; and, in the case of a planned leave of absence, to notify his or her section leader well in advance of such absence.

(iv) In the case of Regular Members to

- take care and custody of the Corps uniform, musical instrument or other equipment entrusted to him or her by treating the Corps uniform, instrument or equipment as if it were his or her own and maintaining them in a clean, presentable and playable condition
- bring the Corps uniform, instrument or equipment to the Equipment Manager for repair or adjustment as may be required from time to time
- take responsibility for repairs of the Corps uniform, instrument or equipment resulting from his or her neglect or misuse of same
- take responsibility for the transportation of the Corps uniform, instrument or equipment to and from Corps performances or designated storage facilities
- return the Corps uniform, instrument or equipment to the Equipment Manager upon retirement from the Corps.

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### 4. DIRECTORS

4.01 **Powers** – The business and affairs of the Corps shall be managed or supervised by a board of directors (hereinafter, the “Board”). The Board shall consist of seven elected directors.

4.02 **Executive Directors** – The executive directors of the Board shall consist of

- The President and Corps Director
- The Executive Vice President
- The Secretary
- The Treasurer

and shall be elected by the Members to the Board and concurrently, to those executive positions. The remaining three directors shall be elected as directors at large. Schedule “A” attached to and forming part of this Constitution outlines the duties and responsibilities of each executive director position.

4.03 **Qualifications** – No individual shall be qualified for election as a director if he or she is less than 18 years of age; if he or she is of unsound mind and has been so found by a court of competent jurisdiction in Canada or elsewhere; if he or she has the status of a bankrupt; if he or she has not completed four months of membership in the Corps and is a Member in Good Standing or an Associate Member in Good Standing. Qualified Members may run for any one elected office of the Corps.

4.04 **Election and Term** – The election of directors shall take place at the first annual meeting of Members and at each annual meeting thereafter. Starting with the 2006 elections, the Executive Vice President and the Treasurer will be elected for a two-year term. Then starting in the 2007 elections, the President and Corps Director as well as the Secretary will be elected for a two-year term. The three Directors at Large will be elected yearly. Terms of office for all positions (except the two overlapping Executive positions with terms not expiring that year) shall expire not later than the close of the annual meeting of Members following the election. Incumbent directors, if qualified, shall be eligible for re-election. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

4.05 **Resignation** – A director may resign from office upon giving a written resignation to the Board and such resignation becomes effective when received by the Board or at the time specified in the resignation, whichever is later.

4.06 **Vacation of Office** – A director ceases to hold office when he or she dies, resigns or becomes disqualified to serve as a director.

4.07 **Vacancies** – Where a vacancy occurs on the Board, a quorum of the directors then in office may appoint a Member in Good Standing to fill the vacancy for the remainder of the term.

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### 5. MEETINGS OF DIRECTORS

**5.01 Place of Meetings** – Meetings of the Board may be held at any place within or outside Ontario and it shall not be necessary that, in any financial year of the Corps, a majority of the meetings of the board be held at a place within Canada.

**5.02 Meetings by Telephone** – Where all the directors present at or participating in the meeting have consented thereto, any director may participate in a meeting of the Board or a committee of the Board by means of conference telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a director participating in such a meeting by such means is deemed to be present at the meeting.

**5.03 Calling of Meetings** – Meetings of the Board shall be held from time to time at such place, at such time and on such day as the, the President and Corps Director or the Executive Vice President or any two directors may determine, and the Secretary shall call meetings when directed or authorized by the President and Corps Director or by the Executive Vice President or by any two directors. Notice of every meeting so called shall be given to each director not less than 48 hours before the time when the meeting is to be held, except that no notice of meeting shall be necessary if all the directors are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Constitution requires such purpose or business to be specified. An agenda of the meeting shall be provided to each Board member no later than 24 hours prior to the scheduled meeting.

**5.04 Regular Meetings** – The Board at its discretion may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings except where the Constitution requires the purpose thereof or the business to be transacted thereat to be specified.

**5.05 First Meeting of New Board** – Each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such board was elected, provided that a quorum of directors is present.

**5.06 Quorum** – A majority of the directors constitutes a quorum at any meeting of directors.



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**5.07 Chairman** – The chairman of any meeting of the Board shall be the first mentioned of such of the following officers as have been elected and who is present at the meeting:

- (a) The President and Corps Director;
- (b) The Executive Vice President; or
- (c) The Secretary.

If no such officer is present, the directors present shall choose one of their number to be chairman.

**5.08 Votes to Govern** – At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.

**5.09 Casting Vote** – In the case of an equality of votes on any question at a meeting of the Board, the chairman of the meeting shall be entitled to a second or casting vote.

**5.10 Disclosure of Interests in Contracts** – Every director and/or officer of the Corps who is a party to a material contract or transaction or proposed material contract or transaction with the Corps, or is a director or officer of or has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corps, shall disclose in writing to the Corps or request to have entered in the minutes of the meeting of directors the nature and extent of his interest at the time. Any such contract or proposed contract shall be referred to the Board or Members for approval even if such contract is one that in the ordinary course of the Corps's business would not require approval by the board or the Members, and a director interested in a contract so referred to the Board shall not vote on any resolution to approve the same.

**5.11 Resolution in Lieu of Meeting** – A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the directors or committee of directors.

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### 6. REMUNERATION AND INDEMNIFICATION

6.01 **Remuneration** – Board members shall not receive any remuneration for the duties they take on as directors. Nothing contained herein shall preclude any director from serving the Corps in any other capacity and receiving remuneration therefor.

6.02 **Limitation of Liability** – Every director and officer of the Corps, in exercising his powers and discharging his duties, shall act honestly and in good faith with a view to the best interests of the Corps, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening to the Corps through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corps, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corps shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous acts of any person with whom any of the monies, securities or effects of the Corps shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default.

6.03 **Indemnity of Directors and Officers** – Subject to the provisions of any applicable Act, the Corps shall indemnify a director or officer of the Corps, a former director or officer of the Corps, or a person who acts or acted at the Corps' request as a director or officer of a body corporate of which the Corps is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such Corps or body corporate if

- (a) he acted honestly and in good faith with a view to the best interests of the Corps; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

6.04 **Insurance** – The Corps may purchase and maintain such liability insurance for the benefit of its directors and officers as such, as the board may from time to time determine.

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### 7. APPOINTED POSITIONS

7.01 **Appointed Positions** – appointed by the Board shall consist of

- The Business Manager
- The Show Director
- The Drum Major
- The Assistant Drum Major
- The Equipment Manager
- The Librarian
- The Human Resources Officer
- The Section Leaders

Appointments to these positions shall be drawn from the ranks of the Corps' Regular and Associate Members in Good Standing.

Schedule "B" attached to and forming part of this Constitution outlines the duties and responsibilities of each appointed position.

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### 8. COMMITTEES

**8.01 Organization** – With the exception of the Show Committee, the Board shall appoint three or more individuals to each committee to be drawn from the ranks of the Corps' Regular and Associate Members in Good Standing. The Board shall choose one of the appointees from each committee to act as coordinator. The coordinators will be responsible to the Board for keeping it updated on the status of all projects entrusted to their committees.

In the case of the Show Committee, its membership shall consist of the Show Director, an Assistant Show Director, a representative from the brass line, a representative from the percussion line, the drill instructor, the Drum Major and such other members as the Board in its discretion shall decide.

**8.02 Committees** – The following committees shall be formed and shall take on the listed duties:

#### **Marketing and Communications Committee**

- Preparation of a Newsletter
- Maintaining and updating the Corps web site
- Distribution of communication materials
- Distribution of information through the public media (e.g., notice of upcoming events)
- Development of souvenir and memorabilia materials and marketing of same
- Development of a system to quickly disseminate information to the Members through emails and telephone messages
- Coordinate activities with the Membership Committee
- Public Relations
- Other duties as assigned by the Board from time to time

#### **Membership Committee**

- Locate and recruit new Members
- Create and maintain an accurate mailing list of former Members
- Arrange for renewals of memberships
- Communicate and work with other committees regarding potential participation of the Corps in sponsored activities
- Maintain contact with the Show Director
- Coordinate activities with the Marketing and Communication Committee
- Other duties as assigned by the Board from time to time

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### **Social Committee**

- Plan and facilitate social activities that are of interest and appeal to a broad cross-section of the Corps.
- Maintain regular contact with the Marketing and Communications Committee
- Other duties as assigned by the Board from time to time
- The Corps' Human Resources Officer shall be a permanent member of the committee

### **Ways and Means Committee**

- The committee shall have a minimum of five members which include the Treasurer and the Business Manager
- To raise the funding necessary for the Corps' annual capital and operating expenses as set out in the Corps budget. This will be accomplished through participation of the Corps in paid performances and various forms of fundraising projects including, but not limited to, corporate and government grants
- Other duties as assigned by the Board from time to time

### **Show Committee**

- Responsible for the selection of music for parades, field shows and concerts, selecting the order of music in consultation with persons retained to produce the Corps' marching and manoeuvring to ensure the consistency and effectiveness of the Corps' show and such other duties as assigned by the Board from time to time. In the event that the Show Committee brings a unanimous decision to the Board and the Board rejects said decision, the Members shall be notified of the stalemate and shall decide the issue by majority vote as arranged by the Board. Members of the committee shall be available and open to considering any reasonable suggestions from Members.

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### **9. MEETINGS OF MEMBERS AND REHEARSALS**

9.01 **Corps Briefings** – Corps briefings shall be held at least once per quarter following a rehearsal of the full Corps unless otherwise notified by the Board.

9.02 **Corps Rehearsals** – Full corps rehearsals will generally be held twice per month, on the second and fourth Sunday of each month unless otherwise notified by the Board.

9.03. **Annual General Meeting** – The Annual General Meeting (“AGM”) of the Corps shall be held each year on the first rehearsal after Labour Day for the purpose of receiving the annual reports, the consideration of the Corps’s financial statements, for the election of new Board members and for the transaction of such other business as may properly be brought before said meeting.

9.04 **Special Meetings** – The Board may at any time call a special meeting of Members for the transaction of any business or issue of interest and/or concern to the Members. All business transacted at an AGM of the Corps except consideration of the financial statements, auditor’s report (if any), reappointment of the incumbent auditor (if any) and the election of directors is deemed to be special business. Special meetings will be called by the Board if it receives five affirmative votes on a Board resolution to hold such a special meeting or upon the written request for such meeting supported by two-thirds of the Members in Good Standing delivered to the Secretary.

9.05 **Notice of Meetings** – Notice of meetings of the Members shall be sent not less than thirty days and not more than sixty days prior to the date on which the meeting is to be held by sending such notice by regular mail or by electronic mail to the last known address or electronic address of Members in Good Standing as set out in the records of the Corps on the day prior to sending the notice. This notice shall set out the place, date and time of the meeting and, in the case of a special meeting, shall state the nature of the business to be transacted at the meeting in sufficient detail to permit the Members to form a reasoned judgment thereon and shall include the text of any special resolution to be submitted to the meeting.

9.06 **Quorum** – At any AGM, a majority of the Members present in person or by proxy constitute a quorum for the transaction of business. At any other meeting of the Members, twenty-five percent of the total of Regular Members in Good Standing and Associate Members in Good Standing present in person or by proxy constitute a quorum for the transaction of business.

9.07 **Right to Vote** – At any meeting of the Members, every Regular Member in Good Standing and every Associate Member in Good standing is entitled to one vote. Members on leave of absence are not eligible to vote.

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**9.08 Chairperson and Tie-Breaking Vote** – At any meeting of Members, the President and Corps Director or, in his or her absence, the Executive Vice President shall act as the chairperson of the meeting and shall be entitled to vote on all matters and, in the case of a tie vote shall have a second or casting vote to break the tie. In the event that neither the President and Corps Director nor the Executive Vice President is able to attend a meeting, the Board shall appoint the chairperson by a simple majority vote.

**9.09 Proxies** – Every Member entitled to vote at the AGM may, by means of a proxy, appoint a proxy holder who shall be another Member to vote in his or her stead. A proxy shall be in writing and shall be in a form approved by the Board.

**9.10 Scrutineers** – At each meeting of Members, one or more scrutineers may be appointed by a resolution of the meeting or by the chairperson with the consent of the meeting to serve at the meeting. Such scrutineers need not be voting members of the Corps. Members nominated for positions to the Board shall be allowed to attend the scrutinizing of the vote for Board directors.

**9.11 Votes to Govern** – With the exception of votes to change this Constitution, all questions proposed for the consideration of the Members shall be decided by a majority of the votes cast thereon. In the case of a vote to make a change to this Constitution, such question proposed for the consideration of the members shall require an affirmative vote of at least two thirds of the total eligible votes cast in order to carry.

**9.12 Show of Hands** – At all meetings of the Members, every question shall be decided by a show of hands unless a ballot thereon be required by the chairperson or be demanded by a Member or proxy holder. After a show of hands has been taken on the question, the chairperson may require or any Member or proxy holder present and entitled to vote may demand a ballot thereon. Whenever a vote by a show of hands shall have been taken upon a question, unless a ballot thereon be so required or demanded, a declaration by the chairperson that the vote on the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Corps on the question.

**9.13 Ballots** – If a ballot is required by the chairperson of the meeting or is demanded and the demand is not withdrawn, a ballot upon the question shall be taken in such manner as the chairperson of the meeting directs.

**9.14 Adjournment** – The chairperson of a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

## The Optimists Alumni Drum & Bugle Corps

### 10. NOMINATIONS AND ELECTION OF THE BOARD

10.01 Elections shall be held annually at the first Sunday rehearsal after Labour Day to coincide with the historical performance year-end and to provide an appropriate amount of time for the new Board to plan and organize for the coming season. Newly elected Board members shall meet with retiring Board members at the first meeting of the new Board with the express purpose of ensuring a smooth transfer of the business of the Board.

10.02 **Nominations** – Nominations to the Board must be submitted to the Secretary one month prior to the election of the new Board and must be accompanied by a written statement from the proposed nominee that he or she is willing to stand for election to the position to which he or she is nominated.

10.03 **Presentations** – Candidates for the Board, who wish to do so, will be allowed a maximum of five minutes to make a presentation to the Members prior to the vote.



## The Optimists Alumni Drum & Bugle Corps

### 11. FINANCES

11.01 **Financial Year** – The fiscal year-end will coincide with the Corps year-end on August 31<sup>st</sup> of each year.

11.02 **Membership Dues** – Membership dues shall be determined by the Board on an annual basis and shall become due and payable on the first day of October. The Board may also set a rehearsal fee to help defray the cost of rehearsal accommodations. Such fee shall be set by the Board annually to reflect the cost of renting the rehearsal facilities.

11.03 **New Members** – Fees for new members shall be prorated based on a per-month cost of the rental facilities and such fees shall be paid by the new member within thirty days of the new member joining the Corps.

11.04 **Arrears in Membership Dues** – Members who fall into arrears for a period of two months shall have his or her membership revoked and are required to return all Corps property forthwith. In cases of particular hardship, the Board in its discretion may waive membership dues for a period of one year and in such circumstances the Member is deemed to be a Member (Regular or Associate) in Good Standing.

11.05 **Membership Cards** – Regular and Associate Members in Good Standing shall receive a current Corps membership card.

## **The Optimists Alumni Drum & Bugle Corps**

### **12. BYLAWS**

12.01 **ByLaws** – The Board may make, revise and repeal such bylaws as it deems expedient and desirable for the good administration and governance of the Corps provided that such bylaws are consistent with this Constitution in their purpose and effect.

12.02 **Repeal by Members** – The membership may amend or revoke any bylaw at a special meeting of the Corps which shall include a special meeting as part of the AGM by way of a vote carried by a simple majority of the Members qualified to vote at that meeting.

## The Optimists Alumni Drum & Bugle Corps

### 13. CONSTITUTION

**13.01 Amendment of Constitution** – This Constitution may be amended at a special meeting of the Corps at the Corps AGM. Members (Regular or Associate) in Good Standing may propose amendments to this Constitution and deliver such proposed amendment along with any explanatory notes to the Secretary at least sixty days prior to the AGM and the Secretary shall ensure that such proposed amendment and any explanatory notes be sent out to the membership along with the notice of the AGM. In order for any amendment to this Constitution to be adopted by the Corps, it must be voted upon and be carried by at least two thirds of the votes cast. Copies of any amendments to this Constitution that are carried by the membership shall be delivered to Members (Regular and Associate) in Good Standing within sixty days following the adoption of such amendment.

## The Optimists Alumni Drum & Bugle Corps

### 14. GRIEVANCES, PROPOSALS, LEAVE OF ABSENCE AND CENSURE

14.01 **Grievance or Proposal** – Any Member (Regular or Associate) in Good Standing shall be entitled, upon notice to the any Board member, to attend a subsequent Board meeting to present a grievance or proposal to the Board for the Boards consideration and disposition. The grievance or proposal shall be heard by the Board at its next meeting.

14.02 **Leave of Absence** – A Member taking a leave of absence from the Corps for a period exceeding two months shall notify the Board in writing and at the Boards discretion will return his or her Corps uniform, instrument and/or equipment to the Equipment Manager. The Equipment Manager shall set the Member's instrument and/or equipment aside and return it to the Member upon the Member's return to the Corps. In the event the Member fails to return or to notify the Board in writing that he or she has extended the leave of absence, the Corps uniform, instrument and/or equipment may be reassigned to another Corps member.

14.03 **Censure** – Any Member in Good Standing is entitled to bring a complaint against any other Member if he or she believes that such other Member has, through his or her conduct, brought disgrace, dishonor, or shame on the Corps and/or on any Member(s) of the Corps. The complainant shall provide the Board with a written complaint setting out the name of the accused, the date(s) and time(s) when such conduct is alleged to have taken place and the details of the conduct comprising the complaint. The complaint shall be signed by as many witnesses as there actually were (up to a maximum of ten) who each claim to have witnessed the conduct complained of and are willing to attest to the truth of the charges in the complaint. Upon receipt of the complaint, the Board shall forthwith provide the accused Member with a copy of the complaint and shall set a date for a hearing of the matter which shall be no later than thirty days from the date the Board receives the complaint. The accused Member shall be entitled to represent him or herself at the hearing or to have a Member in Good Standing act as his or her advocate at the hearing. The complainant may act as his or her own advocate or have one of the attesting witnesses so act. Both the accused Member and the complainant are entitled to bring witnesses and to examine and cross-examine witnesses at the hearing. A quorum of the Board shall hear and decide the matter and if it finds for the complainant, shall impose a penalty on the offending Member. The Board shall have the authority to set monetary penalties up to a maximum amount that the Board shall decide from time to time by resolution. The Board shall also have the authority to set other penalties including, but not limited to, reprimands, suspension and expulsion from the Corps. An appeal from the Board's decision in the matter shall be to a hearing by no fewer than twenty-five percent of Members in Good Standing chaired by the Past President and Corps Director or his/her designate (the "Appeal Panel"). Such appeal is initiated by filing an appeal with the Secretary no later than thirty days from the date of the Board's decision on the matter and the appeal hearing shall be held no later than thirty days from the date the appeal was filed. The location and time of hearings shall be set by the Board or the Appeal Panel as the case may be.

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### 15. GENERAL

15.01 **Omissions and Errors** – The accidental omission to give any notice to any Member, director, officer or auditor or the non-receipt of any notice by any Member, director, officer or auditor or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

15.02 **Waiver of Notice** – Any Member (or his or her duly-appointed proxy), director, officer or auditor may waive any notice or abridge the time required for any notice required to be given under any provision of this Constitution or otherwise and such waiver or abridgement whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or a Committee of the Board which may be given in any manner.

15.03 **Signatures to Notices** – The signatures to any notice to be given by the Board may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

15.04 **Parliamentary Procedure** – In the case where an issue or question is not dealt with by the Constitution or bylaws of the Corps, reference shall be made to Roberts Rules of Order.

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**16. EFFECTIVE DATE**

16.01 **Effective Date** – This Constitution shall come into full force and effect upon its adoption by the Corps at a meeting duly called and held for the purpose of voting on it provided the vote to adopt this Constitution is carried by a majority of the Members qualified to vote at that meeting.

**The Optimists Alumni Drum & Bugle Corps**

**SCHEDULE "A"**

**TO THE OPTIMISTS ALUMNI DRUM & BUGLE CORPS**

**CONSTITUTION**

**DUTIES OF BOARD MEMBERS**

**President and Corps Director**

- a) To advance the purpose, mission, and vision of the Corps.
- b) To preside over all Board meetings.
- c) To be a member, ex-officio, of all committees and to attend meetings of such committees at his/her discretion.
- d) Respond to matters of concern to the membership.
- e) Establish objectives for the organization in accordance with Board policy and formulate and approve policies, programs and procedures in conjunction with the Board and other officers of the Corps.
- f) Represent, and/or delegate representatives, to act on behalf of the organization at official functions.
- g) To sign cheques as the primary signing officer, along with any one of the following Board members: the treasurer, the secretary and a director designated by the Board.
- h) To confer with other members of the Board in establishing Board meeting agendas.
- i) To oversee the activities of all established committees giving the chairperson the appropriate support and independence.
- j) To make available all appropriate material to the Secretary for the annual general meeting.
- k) To deal with all emergencies requiring attention between regular meetings of the Board.
- l) To provide leadership in the preparation of an annual plan for the Corps with as much input from the members as is possible. Annual plans shall be approved by the Board and presented to the membership at the annual meeting.
- m) To schedule regular Board meetings (a minimum of eight per annum) for the

September 21, 2009

## **The Optimists Alumni Drum & Bugle Corps**

upcoming year. Ad Hoc meetings shall be called as required.

n) To perform other duties as required as determined by the Board from time to time.

### **Executive Vice President**

a) Assume the President and Corps Director's duties in his/her absence or as requested by the President and Corps Director.

b) Become thoroughly familiar with the workings of the organization and be willing to give assistance where and when needed.

c) Be the liaison between the Corps and any Corps Alumni association(s).

d) To perform other duties as required as determined by the Board from time to time.



## **The Optimists Alumni Drum & Bugle Corps**

### **Treasurer:**

- a) To receive all moneys from dues, projects, donations, grants etc. and prepare receipts for same.
- b) Deposit all moneys in the Corps' bank account.
- c) Pay all accounts payable as authorized by the Board.
- d) Keep a detailed record of all accounts of the Corps.
- e) Present the Corps' current financial statements at all regular meetings of the Board or as requested by the Board.
- f) Have financial statements prepared, to be available for and read at the annual general meeting.
- g) To work closely with all parties who have significant input into the budget and to prepare the final version of the budget for presentation to the Board and the Corps.
- h) To be aware of and approve all purchasing activities of the organization.
- i) To administer and control all budgeted support units and services.
- j) To perform other duties as required as determined by the Board from time to time.
- k) The treasurer will be an Ad Hoc member of the ways & means committee and will be responsible for keeping the Board updated on that committee's activities.

## **The Optimists Alumni Drum & Bugle Corps**

### **9.5 Secretary:**

- a) To keep accurate minutes of all official meetings of the Board and the Corps.
- b) To notify the members of their appointments to the committees.
- c) To keep a current record of the members of the various committees and the identity of the chairperson for each committee.
- d) Act as the custodian of all official papers and records of the Corps and pass them on to his or her successor in good order.
- e) Receive all correspondence sent to the organization and bring it to the attention of the Board.
- f) Conduct all correspondence in consultation with the President.
- g) Give notice of Board meetings, annual general meetings and special general meetings.
- h) To perform other duties as required as determined by the Board from time to time.
- i) In the long term absence of the President and Corps Director and the Executive Vice President, the Secretary shall act as chairperson until a presiding officer is elected pro tem. The secretary may make a motion and speak to any matter.

NOTE-The minutes are the official record of actions taken by the organization and are an important part of the historical records of the organization. They should be concise and precise. Minutes should be prepared from notes taken at each meeting and distributed to members of the Board as quickly as possible but in any case not more than two weeks following a meeting. They should be read by the secretary at the beginning of the next meeting for approval.

## **The Optimists Alumni Drum & Bugle Corps**

### **Directors at Large:**

- a) Attend the meetings of the Board.
- b) Act as advisors to the Board.
- c) Initiate suggestions or bring motions.
- d) Convey ideas and/or requests from the membership.
- e) Share insights through discussion and/or presentations.
- f) Be a voting member of the Board.
- g) Serve on committees as requested or assigned and assist in implementing programs.
- h) Assist, generally, the Board to fulfill its duties and implement policies and/or programs.
- i) To perform other duties as required as determined by the Board from time to time.

**The Optimists Alumni Drum & Bugle Corps**

**SCHEDULE "B"**

**TO THE OPTIMISTS ALUMNI DRUM & BUGLE CORPS**

**CONSTITUTION**

**DUTIES OF APPOINTED OFFICERS**

**Show Director**

- a) Provide the librarian with the current repertoire of music being played as well as the individual section arrangements. This responsibility will also include percussion arrangements.
- b) Be responsible to the Board for the direction and instruction of music as well as the formation of the show committee.
- c) Keep the Board current as to the musical progress of each member of the Corps as advised by section leaders.
- d) Coordinate the drill and music of the Corps including the integration of the colour guard.
- e) Be responsible for the colour guard.
- f) Perform other duties as required as determined by the Board from time to time.

**Assistant Show Director**

- a) The duties of the assistant show director to be the same as the show director in his or her absence.
- b) Perform other duties as required as determined by the Board from time to time.

## **The Optimists Alumni Drum & Bugle Corps**

### **Drum Major**

- a) To be responsible to the show director and through him/her to the Board for direction, dress, direct conduct and bearing of the Corps while performing.
- b) To record an accurate attendance of the Corps membership at required events as submitted by the section leaders (shows, parades etc. and the presentation of such as requested by the Board.)
- c) To present a chart of attendance for every member for the current fiscal year.
- d) To be the official “Greeter” for any new members and direct them to the section leader concerned.
- e) The drum major will have “control” of the Corps on the day of an event. He/She will be able to call upon anyone in the Corps executive for help.
- f) Perform other duties as required as determined by the Board from time to time.

NOTE: All briefings, given by the drum major, to the Corps prior to parades or shows shall be previously discussed with the President and Corps Director and the Show Director.

### **Assistant Drum Major**

- a) Duties of the assistant drum major to be the same as the drum major in his/her absence.
- b) Perform other duties as required as determined by the Board from time to time.

## **The Optimists Alumni Drum & Bugle Corps**

### **Equipment Manager**

- a) To be responsible to the Board of Directors for the safe storage and distribution of all uniforms, instruments, and other equipment and to record any disbursements of same.
- b) To report, as soon as possible, to the Board any shortage or damage to uniforms, instruments and equipment.
- c) To report as requested by the Board, on the allocation and condition of Corps inventory.
- d) To be responsible for the inspection of uniforms and equipment.
- e) To retrieve any and all equipment due to the Corps.
- f) Perform other duties as required as determined by the Board from time to time.

## **The Optimists Alumni Drum & Bugle Corps**

### **Librarian**

- a) To be responsible to the Board, through the show director, for maintaining a current and sufficient supply of music copies.
- b) To maintain a filing system for master scores and music copies and the safekeeping of such.
- c) To distribute music copies to all Corps members as required and to report such to the equipment manager.
- d) To retrieve all hard copies of musical arrangements from departing members.
- e) perform other duties as required as determined by the Board from time to time.

## **The Optimists Alumni Drum & Bugle Corps**

### **Section Leaders**

- a) Notify their section regarding shows, parades, practices or any other events.
- b) Responsible for the instruction to their section the correct method of carrying their instrument as well as their deportment.
- c) Responsible for assisting the members in attaining an acceptable proficiency in playing their instrument and playing the musical repertoire of the Corps.
- d) To provide the drum major with an accurate attendance record of the section members at performances and rehearsals.
- e) Decide on the need, the time and place for section rehearsals.
- f) Perform other duties as required as determined by the Board from time to time.



## **The Optimists Alumni Drum & Bugle Corps**

### **Business Manager**

- a) The business manager is accountable to the Board of Directors and will prepare a suggested schedule of events and appearances for the upcoming show season, for the approval by the Board and the Corps membership.
- b) He/She will negotiate appearance fees for each proposed appearance and bring the proposal to the Board for approval.
- c) He or she shall bring all proposed Corps appearances and performances before the Membership of the Corps as they arise and Members qualified to vote shall vote on whether to appear and perform at each proposed event.
- d) He/She will be responsible for making certain that all receivables are collected in a timely fashion.
- e) He/She will be responsible for negotiating the price of all major expenditures and bringing the proposal forward for the approval by the Board. All expenditures in excess Of \$500.00 must be approved by the Board and all expenditures less than \$500.00 must be brought forward for approval by the Board once they have reached or exceeded \$3000.00 in the aggregate. In any case all expenditures will require the signatures of the President and Treasurer.
- f) He/She will be responsible for arranging transportation for Corps members when appropriate.
- g) He/She will be a leading figure in attempting to find sponsors for Corps activities. The Board of Directors will approve these.
- h) He/She will be a permanent member of the ways & means committee.
- i) Perform other duties as required as determined by the Board from time to time.