

Tone Cluster

Amended Governance Document

Last amendment : June 23, 2008

1. IDENTIFICATION

The name of the organization is “Tone Cluster”, hereinafter also referred to as “Tone Cluster” or the “Choir”.

2. MISSION, PURPOSE, AND GOALS

Tone Cluster is a gay, lesbian, bisexual, transgendered, and friends choir. The mission and purpose of the organization is to strive for excellence in music. In support of its mission and purpose, the organization has set the following goals:

- To hold regular concerts and public performances;
- To commission choral works;
- To broaden musical tastes of members and audiences;
- To develop musical skills;
- To acquire and build a broad musical repertoire.

3. MEMBERSHIP

3.1 There shall be two types of members, namely: Singing Members and Non-Singing Members.

3.1.1 Singing Members

Singing membership is open to anyone who endorses the purpose and mission of the Choir and meets the admission and membership criteria as defined by the Board of Directors. *Singing members shall be considered members in good standing except a member who fails to pay his/her current annual membership fee or any other subscription or debt due and owing by him/her to the Choir and he/she continues not in good standing so long as the debt remains unpaid.*

3.1.2 Non-Singing Members

Non-singing membership is open to anyone who endorses the purpose and mission of the Choir and is willing to assist in achieving the goals. To maintain their membership in good standing in a performance year, non-singing members must take an active part in fundraising, concert arrangement, or other support functions as well as attend meetings relevant to their activities as required.

3.2 Every member shall uphold the constitution and comply with these bylaws.

3.3 The amount of the annual membership dues shall be determined by the Board of Directors and shall be confirmed at the annual general meeting of the Choir.

3.4 A person shall cease to be a member of the Choir:

3.4.1 by delivering his/her resignation in writing to the secretary of the Choir or by mailing or delivering it to the address of the Choir (Resignation shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered or dues arising from contract or otherwise up to the date of resignation.);

3.4.2 on his/her death;

3.4.3 on being expelled; or

3.4.4 on having been a member not in good standing for 12 consecutive months.

3.5 A member may be expelled by a special resolution of the members passed at a general meeting.

3.5.1 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

3.5.2 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

3.5.3 The terms and conditions of the expulsion shall be determined at the general meeting.

4 MEETINGS OF MEMBERS

4.1 Meetings of members shall be divided into 2 categories, namely: Annual General Meetings and Extraordinary General Meetings.

4.1.1 Annual General Meetings

4.1.1.1 The first annual general meeting of the Choir shall be held not more than 15 months after the date of coming into force of this document and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

4.1.1.2 Notice of the annual general meeting shall be provided to all members in good-standing at least thirty days prior to the meeting.

4.1.2 Extraordinary General Meetings

4.1.2.1 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

4.1.2.2 The directors may, when they think fit, convene an extraordinary general meeting.

4.1.2.3 Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

4.2 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

5 PROCEEDINGS AT GENERAL MEETINGS

5.1 A quorum for general meetings is a simple majority of all members entitled to vote at a general meeting.

5.2 No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

5.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.4 In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

5.5 A member in good standing present at a meeting of members is entitled to one vote.

5.6 Voting is by show of hands, unless the members present resolve that a particular vote shall be by secret ballot.

6 BOARD OF DIRECTORS

The governing body of the Choir shall be the Board of Directors. All positions on the Board of Directors shall be filled by consensus of the current members of the Board, with the exception of the President, who shall be elected directly by the membership.

6.1 Mandate

6.1.1 It is the mandate of the Board of Directors to initiate and oversee the organizational and operational activities necessary to carry out the Mission and achieve the Goals of the Choir. The Board of Directors has primary responsibility for all non-musical business of the Choir. The Board of Directors is directly responsible to the general membership of the Choir.

6.1.2 The responsibilities of the Board of Directors include:

- Pursuing the Mission of the Choir and helping to fulfill its Goals;
- Being responsive to the concerns and wishes of the membership;
- Contracting for the services of the Musical Director, accompanist and other professionals, as required;
- Overseeing the production of public performances;
- Recruiting volunteers to carry out coordinating roles: in publicity, logistics, fundraising, programme production, and other positions, as required;
- Overseeing the general organization of the Choir, including maintenance of a roster of members;
- Administering financial matters, including the preparation of annual and project budgets, semi-annual financial reports and day-to-day financial operations;
- Initiating fundraising ventures within the Choir;
- Facilitating socialization within the Choir;
- Seeking beneficial and effective publicity for the Choir;

- Communicating and co-operating with other GLBT choirs and with GALA Choruses Inc.;
- Communicating and co-operating with other GLBT organizations, particularly those in the National Capital region;
- Formulating policies for the choir subject to approval by the general membership;
- Ensuring compliance with Federal and Provincial Guidelines relating to the operation of a charitable organization; and
- Establishing committees or other bodies, on an ad hoc or permanent basis, to assist in any task as directed by the Board of Directors.

6.1.3 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the choir.

6.2 Composition

The Board of Directors is comprised of five elected representatives from the choir membership. The Musical Director is an *ex officio*, non-voting, member. Other individuals, from within the membership or from outside the Choir, may be invited by the voting members to sit on the Board as non-voting members.

6.3 General job descriptions

A President of the Board is elected by the Choir membership. The Board of Directors appoints the Vice-President, Secretary, Treasurer, and Outreach Coordinator from among the four elected representatives other than the President.

6.3.1 President

The President is the Chief Executive Officer of the Choir and the Chair of the Board of Directors. The President's duties include:

- Setting the agenda for and chairing meetings of the Board of Directors;
- Providing all notices required by the Rules and Regulations of the Choir;
- Preparing written and/or verbal President's messages for each concert;
- Working with the Board of Directors to fulfill joint responsibilities;
- Attending all meetings of the Board of Directors; and
- Performing related work as assigned by the Board of Directors.

6.3.2 Vice-President

The Vice-President serves as the President's designate as needed. The Vice-President's general duties include:

- Serving as the Acting President if the President is unable to fulfill his/her functions;
- Supporting the work of the President as directed;
- Working with the Board of Directors to fulfill joint responsibilities;
- Attending all meetings of the Board of Directors; and
- Performing related work as assigned by the Board of Directors.

6.3.3 Secretary

The Secretary is the Corporate Secretary of the Choir and the recording secretary of the Board of Directors. The Secretary's general duties include:

- Recording minutes and maintaining permanent files of all meetings of the Board of Directors and of the general choir membership;
- Providing minutes of the Board meetings to the Board of Directors, the Musical Director, and any other member as designated by the Board;
- Maintaining permanent files of Choir correspondence;
- Working with the Board of Directors to fulfill joint responsibilities;
- Attending all meetings of the Board of Directors except if excused; and
- Performing related work as assigned by the Board of Directors.

6.3.4 Treasurer

The Treasurer is the Chief Financial Officer of the choir and is responsible for the collection and the distribution of all Choir monies, preparation of an annual Choir budget, and development of long-range fiscal planning. The Treasurer's general duties include:

- Working with the Board of Directors, the Musical Director to develop an annual budget for submission to the Board of Directors for consideration during budget deliberations;
- Approving all Choir expenditures and ensuring that they are in conformance with the budget;
- Presenting financial reports to the Board of Directors and to the general membership;
- Working with the Board of Directors to fulfill joint responsibilities;
- Preparing the Corporate Tax Return;
- Attending all meetings of the Board of Directors except if excused; and
- Performing related work as assigned by the Board of Directors.

6.3.5 Outreach Coordinator

The Outreach Coordinator is responsible for promoting positive relations between the Choir, the GLBT community, the GLBT choral community, and society at large. The Outreach Coordinator's general duties include:

- Promoting positive relations with the GLBT community;
- Promoting positive relations with society at large;
- Working to increase both the profile and the target audiences of the Choir;
- Acting as Choir liaison to GALA Choruses Inc. and member choruses of GALA Choruses Inc.;
- Liaising with other choirs and community organizations regarding logistics and agreements for concerts and other events;
- Attending all meetings of the Board of Directors except if excused; and
- Performing related work as assigned by the Board of Directors.

6.4 Elections

6.4.1 Elections to the Board of Directors are held at a general meeting near the end of the performance year, on a date chosen by the current Board. All Choir members in good standing are eligible to run for office, nominate, second and vote in these elections.

6.4.2 An Election Officer appointed by the Board may accept nominations, which must be seconded, up to the time of the election. If the number of nominees exceeds the number of positions to be filled, an election by ballot shall be held with the Election Officer acting as scrutineer.

6.4.3 Voters are asked to return as many names on their ballots as there are positions to be filled. A slate of three representatives is filled by those nominees with the largest number of votes.

6.4.4 If an election for President is required, a second ballot is held to elect the President from among the representatives elected in the first ballot and the current members of the Board. An elected representative may withdraw his/her candidacy for the position of President.

6.4.5 If the President is elected from among the current members of the Board, their election as President shall not impact their term of office as established under article 6.5.

6.5 Terms of Office

6.5.1 All elected positions are for a term of two years, with half the positions coming vacant and subject to election in any given year.

6.5.2 To provide for the coming into force of article 6.5.1, the first election held under the terms of this document shall provide for the election of 3 representatives for a period of 2 years (including the President) and 3 representatives for a period of 1 year.

6.6 Vacancies on the Board of Directors

If a vacancy occurs in the Board of Directors, for whatever reason, the remaining directors may appoint a member as a director to fill the vacancy. A director so appointed holds office only until the next regularly scheduled Elections for the Board of Directors, but is eligible for re-election at that time.

6.7 Voting Privileges

All elected members of the Board of Directors may vote on Board business.

6.8 Board of Directors Meetings

6.8.1 Meetings are held at the discretion of the President, or by a majority vote of the Board of Directors, and are open to all members in good standing of the Choir.

6.8.2 The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

6.8.3 The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

6.8.4 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

6.8.5 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

6.8.6 Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

7. RULES AND REGULATIONS

The Choir may make such rules and regulations as are necessary for the attainment of its Mission and Goals and may decide the method of enacting, repealing and amending rules and regulations.

7.1 Amendment of the Rules & Regulations

7.1.1 Proposals for the amendments to the rules and regulations may originate from the Board of Directors or any member in good standing of the Choir.

7.1.2 A proposal to amend the rules and regulations shall be submitted in writing to the Board of Directors at least forty-five days before a General Meeting.

7.1.3 All proposals to amend the rules and regulations shall be provided in writing to members at least thirty days before the General Meetings.

7.1.4 An amendment shall require the approval of not less than two-thirds of those members present and entitled to vote at the Annual General Meeting.

7.1.5 All amendments approved according to the preceding regulations shall be enacted effective the beginning of the next choral season, unless otherwise approved by a majority vote of the General Meeting.

8 FINANCIAL EXPENDITURE CONTROL

8.1 The activities of Tone Cluster shall be carried on without purpose of financial gain for its members. Any profits or other gains to the Choir shall be used to pursue the Mission of the Choir and to achieve its Goals.

8.2 Three signing officers are authorized to sign cheques by the Board of Directors. These officers are the President, the Treasurer and another elected member of the Board of Directors. Two signatures are required to validate a cheque.

8.3 The Board of Directors must approve all expenditures. In exceptional instances, the authorized signing officers may make unapproved expenditures but must note and justify these at the next meeting of the Board of Directors.

8.4 The Treasurer will prepare and make available to the membership a half-yearly financial report in March and an annual report in September.

9 DISSOLUTION OF THE CHOIR

Upon dissolution of the corporation and after payment of all debts and liabilities, the remaining property shall be distributed or disposed of to charities registered under the Income Tax Act (Canada) in Canada.

Adopted by the membership of Tone Cluster on June 9, 2003. Amended on August 18, 2003. Further amended on June 23, 2008.

_____, President

_____, Secretary