



CONSTITUTION

Amended November 5th, 2010

ARTICLE I: GOALS AND OBJECTIVES

The Ontario Band Association (OBA) is dedicated to serving music directors and students efficiently and visibly to promote and foster excellence in music education in Ontario through band.

- To establish a community of band educators in Ontario
- To identify, create and distribute resource materials amongst band educators
- To organize and plan professional development activities
- To arrange opportunities for collaboration between band educators
- To provide growth opportunities for students
- To raise awareness of the importance of Music Education/Advocacy

ARTICLE II: MEMBERSHIP

Membership in the Ontario Band Association is open to those that support the objectives of the Ontario Band Association

Active and Retired Memberships:

Each individual person attached to a membership shall have one vote.

Memberships are to last one year from the date which the membership was obtained.

Student Memberships:

Student memberships are available to secondary and post-secondary students studying at a College or University.

Student members are not entitled to vote.

Students who participate in the Ontario Provincial Honour Band shall receive a one-year membership with their Honour Band Registration costs

ARTICLE III: EXECUTIVE & BOARD

1. Composition:

The Executive shall consist of the following:

- President
- President-Elect
- Treasurer
- Secretary
- Past-President

The Board shall consist of the Executive and various Directors.

Each Board Member is to be nominated and elected in November at the Annual General Meeting.

2. Term of Office:

The term of office for any Board member shall be two years.

3. Vacancies:

When a vacancy occurs on the Board from any cause other than normal expiration of term of office, the Board shall appoint a member of the Association to fill the vacancy until an election can be held at the next Annual Meeting.

4. Board Resignation:

A written resignation must be submitted to the Board for the purpose of terminating a position.

5. Removal of Board Members by Absenteeism

A Board member's position on the board will be reviewed for continuation by the executive if the board member in question is absent for more than three consecutive Board Meetings.

6. Duties and Responsibilities of the Executive of the Board:

A. President

The President shall be the Chief Executive Officer of the Association; shall call all regular meetings, and, if present, preside at all meetings of the Association; shall sign all instruments which require signature; perform all duties incident to the office and exercise such other powers and perform such other duties as from time to time be assigned by the Executive. The President shall be an ex-officio member of all committees.

B. President-Elect

The President-Elect shall perform the duties of the President in the President's absence or inability to act. The President-Elect will attend at least 1 CBA meeting during his/her term; and attend at least half of the annual OMEA meetings as the OBA is an affiliate organization of the OMEA. He/she may find a board member to attend meetings in their absence if needed.

C. Treasurer

The Treasurer shall receive all fees and monies accruing to the Association, dispose of the same as the Executive may direct, keep correct accounts and prepare a statement of income and expenditures of the year, ending December 31, and prepare current financial reports as required. The Treasurer shall also chair a Financial Committee (if required) to assist in the duties of this office.

D. Secretary

The Secretary shall keep an accurate and permanent record of the minutes of the Annual, General, Special, Executive, and Board meetings of the Association. Minutes shall be available at all meetings for any necessary review. The Secretary shall send notices of annual general meetings to the members of the Association and also give notice of Board meetings to the Board; shall receive and be responsible for referral, reply and filing of all correspondence. The Secretary shall also chair a committee (if required) to assist in the duties of this office. At the last Board meeting of the school year (e.g., May), the Secretary shall collect any achievable materials and submit said items to the Ontario Band Association Archives – held at Archives of Ontario (York University). Submission takes place once every three years with the first submission being in June 2010.

E. Past-President

The Past-President shall advise the Executive of past procedures and information to help the organization maintain quality and continuity.

F. Directors

Portfolios are to be reviewed annually.

ARTICLE IV: MEETINGS

1. Annual General Meeting:

- A. The Annual General Meeting shall be called in the fall of the year at the discretion of the Board. At this meeting the members shall elect a Board and shall receive a report from the Executive.
- B. Other Annual General Meetings may be called by a majority vote of the Board members, or at the request of seven or more general members.
- C. The general membership shall vote on motions presented by the Board. Voting shall be by show of hands or by secret ballot if requested by a member.
- D. A quorum shall consist of 5 board members plus either the president or president-elect.
- E. All members shall be given notice of an Annual General Meeting (AGM) by either post, e-mail, or via the OBA website, at least 28 days before each meeting.
- F. All items of business pertaining to an Annual General Meeting shall be submitted in writing to the secretary at least 14 days prior to the AGM.

Board Meetings:

- A. The purpose of the Board shall be to carry out the objectives of the Association within the guidelines provided by the constitution; to form or dissolve all committees; appoint heads of all committees; to fix the time, date and place of all General, Annual, and Special Board meetings; and to oversee the Association's administrative and financial operations.
- B. The Board meetings shall be held at least quarterly and at the request of the President.
- C. A quorum of the Board shall consist of five members plus the President or President-Elect.

2. Executive Meetings:

The Executive shall maintain the routine business and administer the financial operation of the Association within the approved budget. The Executive is responsible to the Board.

The Executive shall meet as required or called by the President. Quorum shall be three members with the President or President-Elect being one of the three.

ARTICLE V: ELECTIONS

Elections of the Board shall be by acclamation or by secret ballot vote by those members present at the Annual Meeting of the Association. The election procedure shall be as follows:

A. Duties and Responsibilities of the Elections Committee:

The Elections Committee shall solicit, receive and verify nominations for the offices of President, President-Elect, Secretary, Treasurer and Directors. The Election Committee shall present the list of nominees to the membership at the Annual general meeting. A Board member who is not seeking re-election will be selected by the President and shall chair the Elections Committee.

B. Vote by Proxy

Board members may vote via proxy for a predetermined vote. Proxy votes must be made in writing/email or via teleconference. Proxy votes are only viable if received by the secretary by the time that the vote takes place.

C. Bona Fide Members

The organization's voting delegate (and/or alternate) must be a bona fide member of the organization and all organization delegates must have written authorization stating such.

D. Election of Executive Members by Acclamation

In the event that the number of nominated members equals the number required to fill all vacancies on the Board, the candidates nominated shall be elected by acclamation.

E. Assumption of Office

Board members elected at the Annual General Meeting shall take office the day after the AGM

F. Members in “Good Standing”

Only members “in good standing” may nominate or run for office. Applications and Letters of Intent for available director portfolios must be submitted in writing to the president at least 14 days prior to the AGM.

G. Any member wishing to run for the position of President must first serve at least one year as a member of the Board in some other position.

H. Members nominated for an Executive position who are not elected to this position may allow their names to stand in proceeding elections for other Board positions.

ARTICLE VI: BANKING

The Board shall appoint a Chartered Bank or Credit Union for the Association. All financial transactions must require two signatures. The Board of Directors shall be empowered to designate those Board members and/or the Executive Director, who are authorized in the name of the Association to draw, accept, and sign all or any cheques for the payment of money. No monies shall be borrowed on the credit of the Association only as may be determined by the members at an Annual General Meeting, or by the Board when empowered to so act, by resolution of the members at an Annual General Meeting.

ARTICLE VII: AUDITORS

The Board members of the association shall appoint an auditor every fiscal year end (February) for the purpose of verifying any and all financial transactions that occurred in the previous fiscal year.

ARTICLE VIII: DISPUTE of INTENT or MEANING of the CONSTITUTION

- A. In the event of any dispute as to the intent or meaning of any Article of the Constitution or of any rule or regulation made, adopted, or enacted by the Board, the interpretation by a majority of the Board shall be final and conclusive.
- B. Amendments to the Constitution shall be submitted for consideration at the annual general meeting in accordance with Article IV, Section 1F (mailed to the Secretary 14 days prior to the annual general meeting date). Amendments shall be ratified by a majority vote of a quorum of the membership at an Annual General Meeting.
- C. All amendments to the Constitution ratified at an Annual General Meeting shall take effect at the conclusion of the said meeting.

ARTICLE IX: DISSOLUTION

Subject to Section 319 of the Ontario Corporations Act, in the event of the dissolution of the Association, its property and assets shall, after payment of all liabilities, be donated for any charitable benevolent or educational purpose as may be decided by the membership at a annual general meeting.

II. CONFLICT OF INTEREST POLICY

REASONS FOR THE POLICY:

The funds controlled by elected representatives of the Ontario Band Association may be substantial. The board members of the Ontario Band Association are band directors and others involved in instrumental music who are often personally involved in activities sponsored by the Association.

POLICY GOAL:

It is the intent of the policy to ensure the integrity of the Ontario Band Association through all levels of the organization.

OBJECTIVES:

- To define conflict of interest and those areas in which perceived conflict must be avoided.
- To minimize the risk of conflict of interest potential throughout the Ontario Band Association and its membership.
- To minimize any personal element in conflict issues for both the protection of the individual whose conduct may be under scrutiny, and the integrity of the funding process.
- To provide an acceptable manner of resolving conflict of interest issues.

DEFINITIONS:

Volunteer: In the context of this policy, a person who works on behalf of the Ontario Band Association primarily without remuneration except for out-of-pocket expenses.

Staff: Anyone paid by the Ontario Band Association for services rendered, excepting reimbursement of expenses.

Conflict of Interest: A volunteer or staff person (individual) shall be deemed to be in conflict of interest where:

A decision being contemplated that could benefit the individual or any member of the individual's family with whom the individual has a material interest, or any corporate entity in which the individual or his/her family as described above has an interest, either personally or financially.

– OR –

The individual could use a position of trust to give preferential treatment to one organization at the expense or to the detriment of other organizations to which the individual may also be responsible.

POLICY STATEMENT:

All volunteers and staff covered under this policy shall conduct themselves in such a way as to avoid situations or conflict and potential conflict of interest, whether real or perceived.

RESOLVING CONFLICTS:

An individual may remove himself/herself from conflict of interest by excusing himself/herself from the committees, meetings, discussions, or situations that may have the potential for conflict.

The Ontario Band Association board members may indicate to the President that a conflict of interest exists. At this time the President would discuss the matter with all board members and a recorded vote would be needed to indicate the wishes of the board. If the President is perceived to be in conflict of interest, any board member may make a presentation to the board as stated above.

Any conflict of interest that cannot be resolved by the Ontario Band Association board may be presented to an arbitrator that is mutually agreed upon by the parties involved for a hearing and judgment.

CONCLUSION:

It is expected by the Ontario Band Association board that the majority of the conflict of interest within the Ontario Band Association is of a minor nature and shall be dealt with at the individual level and at the board level. All staff, board members, individual members, and organizations funded by the Ontario Band Association shall be covered by this policy.

III. ORGANIZATIONAL PROFILE

OBA VISION STATEMENT

“Ontario Band Association believes in enabling the community to experience music and music making through quality instrumental music activities. The Ontario Band Association also believes that in order to promote these experiences from the earliest age, all people in Ontario should be given the opportunity to participate in quality, sequential, curricular band programs delivered by band specialists.”

OBA MISSION STATEMENT

The Ontario Band Association is dedicated to serving music directors and students efficiently and visibly to promote and foster excellence in music education in Ontario through bands

ORGANIZATIONAL HISTORY

Historical Timeline:

- Inaugural meeting February 3rd, 2001.
- OBA inception announced at Unionville Conductor’s Symposium, March 2001.
- OBA website on-line, November 2001.
- First display booth at OMEA Conference, Waterloo, November 2001.
- Sponsored Durham Beginning Band Symposium, September 2002 – renamed “OBA Beginning Band Symposium” in 2005
- Co-ordinated first OBA Ontario Provincial Honour Band, 2002.
- Toronto (York) Wind Conducting Symposium
- OBA Concert Band Festival (2002)
- OBA Jazz Symposium, October 2009
- University of Western Ontario/OBA Conducting Symposium, October 2007
- University of Ottawa/OBA Conducting Symposium, January 2008
- University of Toronto Scarborough/OBA Chamber Music Festival, April 2010
- Charitable Status Application approved, September 2008
- On-line FORUM created, November 2010
- Advisory Council Formed, February 2011

IV. THE ROLE OF THE BOARD: BOARD DUTIES AND RESPONSIBILITIES

GOVERNING AUTHORITY:

The members of the Board of Directors of an association are the people responsible for governing and controlling the overall direction and development of the association and its services. The Executive Director remains responsible for the day-to-day operations.

Given that the Board members are volunteers and can only dedicate a portion of their time and energy to concerns of the Association, it is necessary that the Board attempt to focus its energies on major and distinct responsibilities. Within the parameters of Board direction, it should be left to staff, who are on a full-time professional basis, to implement the policies and directions of the Board in efficient

management and delivery of services of the Association. The governing body of an organization makes decisions regarding policy and allocation of funds. It hires and evaluates the Executive Director, who reports to the Board and is responsible for implementing the policies of the Board.

Although Board members are members of the management team, they have no management function, in the operational sense, with regard to the program services. Powers of the Board can only be exercised by decisions made by the Board itself at properly constituted meetings. An individual Board member cannot exercise any of these powers unless authorized to do so by the Board. Failure to understand this concept can cause considerable internal Board and staff problems and friction.

The Board's power and authority come from the By-laws and Articles of Incorporation of the Association. Decisions regarding overall objectives, policies and goals of the Association are the responsibility of the Board. The Executive Director of the Association is then responsible for the implementation of these policies. Essentially, the Board does not engage in the operations or direct program activities. Rather, its main task is to delegate and approve policy and action. By doing so, it plans and controls the overall course and performance of the Association in line with the needs of the membership.

The Board should encourage the members to become involved and to contribute worthwhile ideas to improve the services of the organization. As a Board member, you will be asked, from time to time, about the functions and services of the Ontario Band Association. You represent the Association and the information you present will be considered authoritative.

FUNDRAISING:

The members of the Board of Directors are responsible for ensuring that their organization is adequately funded. Should additional funds be required, the Board actively develops and implements a strategy to obtain additional funding. Board members are the best lobbyists an organization can have because they represent a power base of influence (members) and, as unpaid volunteers, they appear more objective in the requests.

DUTIES AND RESPONSIBILITIES:

1. Overall Board members' duties and responsibilities include:

- defining and instituting policies and new program services
- monitoring and controlling operations in accordance with goals, policies, and powers, of the Association
- providing leadership to the organization
- preparing and retaining records of board meetings, official correspondence, and documents
- hiring and evaluation of Executive Director and approving senior staff appointments recommended by the Executive Director
- approving the compensation of staff
- approving the organization structure of the Association
- designative persons authorized to sign cheques
- calling membership and annual meetings
- electing officers of the Board (where applicable)
- ensuring incorporation of the Board (where applicable)
- adopting and enforcing by-laws in accordance with legal requirements
- prescribing rules respecting administration of the organization
- providing periodic evaluation of the organization and its Executive Director to ensure Association goals are objectives are being met
- maintaining a high level of financial accountability by ensuring the safe administration of funds and an accurate record of financial and other activities
- ensuring expenses and costs remain within budgetary limitations
- approving and promoting a program of public relations and fundraising
- fostering a high level of member participation in the Ontario Band Association activities

2. Duties of Individual Board Members:

Preparation for Meetings:

Members are expected to prepare for meetings by reading minutes and materials and by noting points they wish to discuss at the meeting.

Members are expected to submit an email or hard copy report concerning their portfolio to the entire board at least 4 days before each board meeting.

Active Participation:

Members are expected to attend all Board Meetings. If a member is unable to attend they must advise the office in advance of the meeting. Active participation on the Board requires each member to serve on at least one committee, usually as chairperson.

Confidentiality:

Items of Board business are confidential by nature and Board members should be aware that although minutes of the meeting are a matter of public record, discussion at the Board level should be considered confidential.

3. Executive Officers' Duties and Responsibilities:

President:

- presides at all meetings of the Board and Executive Committee
- calls special meetings when necessary, subject to the limitations contained in the Constitution
- organizes and co-ordinates the activities of the Board
- ensures that the Ontario Band Association holds firm to its stated purpose, goals, and objectives
- ensures that committees meet and carry out their functions
- represents the Ontario Band Association in the community
- maintains provision for the discharge of the necessary duties of absent or suspended members
- sees that the regulations of the Ontario Band Association are enforced
- carries out assignments and instructions given to him/her by vote of the members and Board of the Ontario Band Association
- is an ex-officio member of all committees (ex-officio: by virtue of one's office or position)
- prepares affiliate reports to the CBA and OMEA

President-Elect:

- is to assist the President and to be prepared to perform the duties of the President in his or her absence.
- is to attend at least 1 CBA meeting during their term and attend at least half of the OMEA meetings each organizational year (September – June).

Secretary:

- be responsible for the preparation of all agendas and minutes of the Board
- ensure that adequate communication exists among members of the Board
- collect each year's items to be archived. This collection will take place at the last board meeting of the school year
- submit all archive material to the Archives of Ontario at York University every three years starting in June 2010

Treasurer:

- be responsible for Ontario Band Association funds
- report to the Board and members the financial status of the Ontario Band Association
- ensure that the Ontario Band Association's books are audited annually by an independent accounting firm

Past-President:

- shall serve as an advisor to the President.

All Board Members:

- All Board members must maintain his/her membership in good standing, that is, pay their membership fee on a yearly basis, in a timely manner.

BOARD AND STAFF ROLES:

Differentiation of Roles

The differentiation of roles and responsibilities between a Board and its staff is more an art than an exact science. Nevertheless, experience demonstrates that over-involvement of either Board or staff in each other's roles and responsibilities can be detrimental to the operation of an association and distract from its purpose and efficient management.

The organization is based upon a partnership between volunteers (Board) and paid workers (staff). A rewarding, productive partnership is fostered in an environment that has clear policies and goals, and a well-designed administrative structure to implement these policies. Clarity of structure and accountability naturally result in a more effective partnership. Each partner must need and recognize the need for the other.

Probably the most important concern for a Board and its Executive Director is the division of responsibilities between them. An association that has a clear definition of these mutual roles has a foundation on which to build an effective management team. A lack of understanding of each other's roles usually leads to impulsive decision making and abdication of responsibilities.

The following offers some parameters for Board and staff activities. These parameters include clarification of the expectations and acceptable procedures regarding the handling and communication of staff grievances so as to protect the interests of the individual while also respecting the needs of the organization. This will usually result in problems being solved by those most directly involved. With proper discretion, staff may appeal to higher authority, including that of the Board, but may expect, except for matters of a personal nature, intermediate levels of authority to be consulted before arriving at any resolution of the issue.

RESPONSIBILITY OF THE BOARD STAFF

1. Policies

- to establish and approve all policies
- to identify where policy needs to be pertaining to the operation of the developed association and its strategic goals
- to make management decisions and set and objectives management objectives for staff and operate and deliver service within programs the context of policy established by the Board
- to establish procedures to translate policy into execution

2. Fiscal Management

- to appoint and approve the auditor
- to make decisions within the lines of the and banking for the Association,
- to seek approval of the Board for annual budget where applicable
- to set priorities and make decisions extraordinary expenditures beyond or regarding long-range commitment or outside budget lines of resources
- to provide monthly statements to the Board
- to monitor and approve the spending, with regard to revenue and expenditures
- to initiate budget development and control in accordance with the procedures so as to provide for good established budget accounting and forecasting practices
- to approve all extraordinary expenditures and/or specific funds under a Board director
- to provide an annual statement of revenues and expenditures of the Association

- All board members who are responsible for the spending and/or collection of monies must complete a projected budget of expenses at least 8 weeks prior to their event. After said event, the responsible board member must submit a completed budget report to the entire board by the next board meeting.

3. Personnel Management

- to establish personnel policies and to hire subordinate staff benefits to be provided to all staff
- to administer personnel policies and benefits
- to recruit and evaluate the Executive in accordance with budgetary provisions and established personnel policies
- to recruit and evaluate staff within the terms of established personnel, policy and labour relation agreements
- to manage staff with a view to the development of good morale and a supportive labour relations climate

4. Program Development and Planning

- long-range planning
- to recommend and implement services is the responsibility of the Board and authorized by the Board depends upon securing developmental resources
- develop staff competencies in the delivery of established services
- the Board will approve the range and scope of programs and services to be delivered of the approved services
- provide for the efficient management of the Association's resources in the delivery
- initiate and develop models of operation and program activities in order to provide for quality of service and professional development

5. Evaluation

- to establish means and mechanisms to evaluate the overall efficiency, keeping that will allow review and audit of and effectiveness of the organization
- to implement documentation and record the fiscal and program operations of the organization.
- the Board should establish a policy manual that will outline the objectives of the Association and the parameters of its service responsibilities
- to evaluate component parts of the Association or programs

While the foregoing is not an exhaustive list and serves only to outline the parameters of Board and staff interaction, it does not identify the need for understanding by both the Board and staff with regard to their appropriate roles and responsibilities.

The training of staff to deliver programs and services is usually of paramount concern. It is also very important to provide appropriate and complete orientation and training to new Board members so they can assume their tasks with a sense of competency. The competencies of staff should be balanced by those of the Board if equilibrium is to be maintained in arriving at decisions and providing for the ongoing positive direction of the Ontario Band Association.

WHAT THE BOARD VOLUNTEERS AND STAFF BRING TO THE TEAM

Board

- expertise in a variety of technical areas for which the organization could not pay
- influence to attract financial resources.
- an objective point of view; the capacity for critical to lower echelon staff review
- knowledge of various facts about the community
- ability to effect change in the organization
- collective wisdom
- continuity of policy and program
- preservation of policy and program
- the sanction of the various external publics
- the ability to be spokespeople

Staff

- expertise and understanding of the profession of music teachers and band directors.
- basic knowledge of the organization
- objectivity in reaction to Board suggestions resources and public resources
- ability to interpret Board policy decisions and action
- due to their unique position as the bridge between the Board and organization, and between Board members, the staff can co-ordinate activities and spot problems and pitfalls before Board volunteers are generally able

WHAT BOARD VOLUNTEERS AND STAFF CAN REASONABLE EXPECT OF EACH OTHER

Board

- attention to details of meetings, conferences, etc.
- judicious use of time
- complete, concise, and accurate information
- candor in individual and organizational relationships
- prompt return of phone calls and e-mails
- sensitivity to staff's organizational problems
- prompt response to requests for information
- meeting of agreed upon deadlines
- adequate preparation for meetings in which board volunteers must play a leadership role

Staff

- easy access by phone or visitation
- fulfillment of commitments within agreed upon deadlines
- leadership rather than "followership"; initiation rather than response
- support in controversial situations
- candid performance appraisal and assistance in notification if deadlines cannot be met
- loyalty, confidentiality
- organizational knowledge and ability

V. GENERAL GUIDELINES WHICH APPLY TO ALL COMMITTEES

ESTABLISHMENT

All committees are established by the Ontario Band Association Board of Directors.

PURPOSE

All committees are established to streamline the operation of the full Board. They serve the following purposes:

- to study the issues to be acted upon by the full Board
- to widen the base of information
- to initiate new ideas for review by the full Board
- to recommend actions to be taken by the Board
- to carry out programs and actions approved by the Board
- to assimilate, analyze, and evaluate information for the Board

COMPOSITION

All committees will include a Chairperson, the President (ex-officio), the Executive Director (ex-officio), additional voting committee members, all of whom will be the Ontario Band Association.

The number of additional voting committee members will be determined by the Board of Directors for each individual committee.

If the committee chairperson wishes to increase the size of a Board approved committee, he must seek and receive the approval of the president. This action must then be formally approved at the next board meeting.

AUTHORITY

Committees have no final authority. All decisions must be approved by the Board prior to any actions being undertaken.

ORGANIZATION

A committee chairperson will be appointed by the Board of Directors.

The number of additional committee members will be determined by the Board, Committee members will be selected by the chairperson with advice from the President and Executive Director.

A Secretary will be appointed from the committee by the chairperson.

The number, structure, and selection of non-voting committee resource persons and task force members will be determined by the committee.

PROCEDURES

All committee meetings and/or conference calls will be called by the committee chairperson as required.

The committee chairperson will submit a report to the Board listing tasks to be assumed by the committee and projected dates for completion. Some dates and tasks may be assigned by the Board.

A written account of each committee meeting will be submitted to the Chairperson, President, and Executive Director by the committee Secretary.

The chairperson will submit a committee report to the main office prior to Board meetings. The report will be distributed and presented at the board meeting.

A simple majority is considered a quorum at committee meetings.