

BY-LAWS OF THE SCHENECTADY PIPE BAND

Amended November 17, 2009

I. BAND NAME, COMPOSITION AND PURPOSE

A. The band is known as the "Schenectady Pipe Band Ltd.". The band is a New York State not-for-profit corporation.

B. The band shall consist of a Board of Directors, pipers, and drummers and such other personnel as may be designated by the voting membership under Section III of the by-laws.

C. As a band organization, we will promote the public appreciation and playing of pipes and drums through fellowship, performance, competition, and continuous development of skills.

II. QUORUMS, MEETINGS AND ELECTIONS.

A. A quorum, at the annual, semi-annual, and all membership meetings, shall consist of at least 20 active voting members (excludes those on leave of absence). A quorum is required to vote on any motion.

B. Band business is normally transacted at the monthly Board of Directors' meetings.

C. The annual meeting is held in the fall and the semi-annual meeting in the spring of each year. The "year" for fiscal and reporting purposes is the period commencing January 1st and ending December 31st. Meetings are announced two weeks in advance.

1. A current Treasurer's report shall be presented at all membership and Board meetings.

D. Membership meetings may be called at the discretion of the Board of Directors for the purpose of conducting band business of an immediate nature provided a quorum of members is present. The band is provided with a minimum two-week notice of intent, purpose, place of such a meeting. Approval of any business transacted requires a 2/3 vote of the regular membership present.

E. Officers are elected annually for one-year terms at the annual meeting. Terms of office are effective one week following the date of election.

1. Where appropriate, temporary appointments will be made by the Board of Directors pending an election at the annual or semi-annual meeting. Should the office of Band Manager be vacated, the Secretary will temporarily fill the position.

2. In the event of an officer's failing, in the judgment of the band, to satisfactorily fulfill the duties of the office for whatever reason, that officer may be removed from office by a 2/3 vote of the eligible band membership at a membership meeting. Should any office be vacated in this fashion, it may be filled at the same meeting by means of an election.

3. Voting band members are allowed to cast proxy votes for the election of officers, membership status, and other issues as predetermined by the Board of Directors. Proxy votes shall not be included in the quorum count.

F. Pipe Majors and Drum Sergeants of the Performing groups are elected annually for one year's term before the annual meeting. Pipe Sergeants and Drum Corporals of the performing groups are appointed by the Pipe Major and Drum Sergeant before the annual meeting.

III. MEMBERSHIP

A. Types of Band Relationship

1. Regular Performing Members- Those persons listed as active players on the official membership roster maintained by the Secretary. Members on leave of absence are entitled to vote by written proxy in election of officers.

2. Non-voting Members - Those individuals who are designated on the membership roster as probationary, supporting, retired, or honorary.

3. Aspirants - Those individuals who are aspiring to band membership and are designated as such by the Musical Committee. The instruction received and progress toward band membership is the responsibility of this committee. Aspirant status can be terminated at any time by the committee for failure to progress, or to respond to instruction, or any other reasonable condition of expectancy. Aspirant status may be waived by an appropriate musical officer.

4. Probationary Members - After satisfactorily demonstrating interest and ability to the appropriate section officer, an aspirant may be appointed to the status of probationary (or provisional) member. The probationary member will participate in band performances, meetings, and other activities with the exception of the privileges of voting and holding an elected office. The probationary membership is for a minimum period of six months, and may be extended. This six-month period may be reduced on the return of a former regular performing member. Musical officers must notify the Board of Directors upon intent to grant probationary status.

5. Regular Non-Performing Members - Individuals, who do not meet the musical requirements of regular performing membership, with special skills of particular benefit to the band may become regular non-performing members. Regular non-performing members must previously have been either a regular supporting or probationary member for a minimum of one year. Regular non-performing members shall be extended voting rights and may serve in either elected or appointed offices.

6. Supporting Members - Non-performers with special skills of a particular benefit to the band may become supporting members. Supporting members are eligible to serve in appointed offices.

7. Honorary Members - General honorary membership or honorary titles may be extended by 2/3 vote of the membership at a membership meeting, to persons recommended for such status.

B. Membership Status

1. Probationary members are proposed for regular membership, when deemed ready, by decision of the Musical Committee. Acceptance to membership is by 2/3 vote at a membership meeting.

2. Term Members - All regular non-performing and supporting memberships expire at the annual meeting. Candidates for regular non-performing membership are nominated by the Board of Directors and approved by 2/3 of the voting membership present or by proxy. Supporting members are nominated by the Board of Directors and approved by a majority at a membership meeting.

3. A member may be related to the band in more than one membership status.

4. Changes in status of members are approved by majority vote at a membership meeting. Changes in status require a determination by the Quartermaster concerning the retention or return of the uniform and equipment.

a. Leave of Absence - Upon request may be granted by the Board of Directors for periods of up to one year. The Board of Directors can authorize extensions as long as it is clear that the member will be returning to active status within a reasonable length of time. If a leave extension is requested and granted, the band member must return all band-issued equipment and uniforms. Active members who have been consistently absent from the band's musical activities over a three-month period may be placed on a leave of absence upon prior notification. Band-issued equipment must be turned in at the direction of the Board of Directors.

b. Resignation - Members may voluntarily resign at any time. It is a courteous gesture to notify the Board of Directors of any intention to resign.

c. Retirement - Upon application, members may be designated as retired on the Band roster.

5. The Band membership roster is reviewed twice a year at the annual and semi-annual meeting to consider recommendations for change in membership status by the Board of Directors.

6. Termination of Membership - For those who fail to observe the basic responsibilities of membership, (Section III: C), termination is proposed by the Board of Directors and must receive a 2/3 vote at a membership meeting.

C. Basic Responsibilities of Membership

1. Regular attendance at membership meetings, scheduled practices, and performances.

a. Attendance is expected at all Performing groups' scheduled practices, performances, meetings and activities.

b. Non-attendance at a scheduled Performing group practice, competition, or performance shall be reported in advance to the appropriate available musical officer in that group - pipers to the Pipe Major, Pipe Sergeant, or Pipe Corporal; and drummers to the Drum Sergeant or Drum Corporal in that order of availability.

c. Unanticipated absences from scheduled engagements are reported by individuals promptly and direct to the Pipe Major or Drum Sergeant of that group.

2. Members of the Schenectady Pipe Band shall not participate with other pipe bands if such participation conflicts with scheduled performances of the Band.

2A. A member may request relief from this bylaw by presenting their case in writing to the Board of Officers. The Board has the final decision to allow such conflicts by band members.

3. Individual practice sufficient to maintain the Performing groups' repertoire.

4. Proper care and maintenance of uniforms and articles issued by the Band.

5. Upon change in status in membership, prompt conferral with the Quartermaster concerning the restoration of any equipment or uniform issued by the Band.

6. Action of Band members should be guided by "Policies and Practices."

IV. THE BOARD OF DIRECTORS

A. Shall consist of the following:

1. A group of elected and appointed officers to include, Band Manager, Secretary, Treasurer, Quartermaster and Games Chairman, will have one vote per officer. These officers, with the exception of the Games Chairman, will be elected by a majority vote at the annual meeting and take office one week following the meeting.

2. Performing/competition group (as defined in Section V: A) representatives elected by its' members group that will have one vote per representative. Their groups will elect these representatives within four weeks following the annual meeting.

3. Musical Committee (as defined in Section IV: C2) will have no vote. These representatives will be elected by their Performing group within four weeks following the annual meeting.

4. Capital District Scottish Games Executive Committee group (as defined in Section V, B) representatives will be elected by its members' group. The representatives of the Capital District Scottish Games Executive Committee will be notified by the Board of Directors prior to any board meeting at which any non-budgeted expense exceeding \$3,000 is to be discussed. If a vote is called for concerning said expenditure then the CDSG Executive Committee will have one vote per representative at that board meeting.

B. A Chairman of the Board will be elected from all of the incoming Board members within two weeks following the annual meeting. If the person is elected from a Performing group's representatives, that representative position will be backfilled from that group. However, if the Chairman is an elected officer or a member of the Music Committee they may hold two positions. No member shall hold more than two offices simultaneously. The Chairman shall only have a vote in the event of a tie.

C. Standing Committees

1. Committee on Games consists of an executive committee and subcommittees composed of members and non-members as needed. This committee shall be responsible for the planning and operation of the annual Capital District Scottish Games operating under separate budget and separate funds as approved by the Board of Directors, and will be responsible for the use of such funds, and operation within its budget. It will also be required to submit an annual report and proposed budget for approval of the Board one month prior to the semi-annual meeting of the band. The Games Chairman shall be the chief presiding officer of the Committee on Games. He shall appoint the Executive Committee, subject to Board of Directors approval and shall preside at meetings of the Executive Committee and the Committee on Games as a whole. He/she shall also be responsible for the presentation of an annual Games report to the Board of Directors. And, the Board of Directors shall present the report to the band at the semi-annual meeting.

2. Musical Committee consists of the elected Pipe Major, and Drum Sergeant and the appointed Pipe Sergeant from all performing/competing groups. They are responsible to develop a budget, which controls scholarships and band musical equipment needs and present to the Board for approval no later than four weeks following the annual meeting. They will manage that budget. They will be responsible for all musical policies and decisions in the band.

3. Education Committee consisting of 2 band members who will be appointed by the Board of Officers to receive all requests from band members for tuition reimbursement and scholarship consideration. All requests must be submitted in writing in advance to the Education Committee for Band Board approval. This committee will also seek outside scholarship opportunities for members of the Schenectady Pipe Band, coordinate instructors and students and oversee recruitment efforts for the Schenectady Pipe Band.

4. Finance Committee consisting of up to 5 members. The committee will be composed of the Band Treasurer, Games Committee Chairman, 2 Board members and 1 appointed Band member. This committee is charged with seeking investment opportunities for the Schenectady Pipe Band Ltd. and overseeing the assets of the band. This committee will also give advice for the preparation of all band budgets and report quarterly to the Band Board on budget performance and funds balances.

D. Additional Responsibilities of the Board of Directors:

1. The Board will manage all band and private jobs through the Band Manager.
2. Will form ad hoc committees as needed. Members from each performing group should be represented.
3. Is responsible to convene and conduct at least an annual and semi-annual meeting for all band members.

E. Duties of Officers

1. Band Manager - Shall schedule all performances of band and private jobs with the performing groups. The Band Manager is responsible to provide a recap of all band and private jobs secured to the Board of Directors at each meeting. The Band Manager is the designated member of the Board of Directors to sign all performance contracts.

2. Quartermaster - Is responsible for storage and maintenance of all uniforms and equipment or parts thereof, in his possession. The Quartermaster shall charge out and keep records of all equipment issued to the bandmen. The Quartermaster shall present an annual budget to the Board by four weeks following the annual meeting. Permission for individual use of band equipment can only be given by each Performing groups' Pipe Major or the Quartermaster. The Quartermaster shall keep apprised of all necessary repairs and replacements, as needed by individuals within the band, in order to keep equipment in playing condition, and to achieve this may require full dress inspections. The Quartermaster shall establish a system for maintaining the band's inventory of usable equipment. Each new Quartermaster shall receive proper inventory records and sign over from the predecessor acknowledgment of the status of the inventory.

3. Treasurer - (a) Shall receive all monies owing to the band and shall pay all authorized bills. The Treasurer will be responsible for submitting a "total band" budget to the Board for approval six weeks following the annual meeting. The Treasurer shall render a financial status report at each Board of Directors and membership meeting. The Treasurer and the Chairman of the Board shall be empowered to draw checks on behalf of the band. (b) The Treasurer will submit, consistent with the annual fiscal statement, the appropriate state and federal tax returns in keeping with the individual status of the "not-for-profit" corporation.

4. Secretary- shall take minutes at Board of Directors and membership meetings, and shall initiate and receive correspondence at the discretion of the Chairman of the Board and/or the band membership. The Secretary shall record and keep all pertinent correspondence on file, including periodicals received as a result of band subscription. The Secretary shall maintain the band membership roster and the calling list and shall issue corrected copies when required. The Secretary acts as temporary Chairman of the Board when the office is vacated.

V. PERFORMING / COMPETING AND GAMES EXECUTIVE COMMITTEE GROUPS

A. Shall be created by the Board. Will elect three representatives that will preside on the Board with one vote per representative, and musical officers (as specified in II: F). Will hold monthly group meetings to conduct the business of the group. They will be responsible for developing & executing an operating budget, in the Board approved format, to the Board for approval four weeks following the annual meeting. All groups will have to include a "band overhead charge" as dictated by the Board.

B. The Capital District Scottish Games Executive Committee will elect three representatives to preside on the Board for specific discussions and votes as described in Section IV., A., 4. The Executive Committee will provide the names of those elected representatives to the Board prior to the annual meeting.

VI. GENERAL

A. The following positions can be created in each of the Performing groups

(1) Pipe Sergeant by the Pipe Major (of the appropriate Performing group)

(2) Drum Corporal by the Drum Sergeant (of the appropriate Performing group)

B. Schenectady Pipe Band Association, consisting of an executive committee and other members and non members, shall provide a support function including but not limited to the following activities: administrative assistance, organizing social affairs and special events, fund raising, supporting the Committee on Games, promoting the band, and recruitment. The SPB Association will operate under separate budget and separate funds, and shall be responsible for the use of such funds, and operation within its budget. It will also be required to submit an annual report and proposed budget for approval of the Board of Directors four weeks prior to the semi-annual meeting.

C. Dissolution

1. Method - Disbandment of the band requires unanimous approval of the eligible voting membership.

2. All assets remaining after all liabilities have been paid will be donated to an organization that is qualified as a tax-exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 4954 as amended.

D. Uniform and Equipment Disbursement

1. Uniforms, parts of uniforms, or equipment may be gifted or sold at any time to any individual when it is deemed in the interest of the band to do so.

2. Approval of any actions outlined above, regarding uniform and equipment disbursement requires a majority vote of the eligible voting membership present at a membership meeting.

E. Games Committee Chairman shall be appointed by the Board of Directors.

VII. AMENDMENT OF THE BY-LAWS

A. The by-laws are subject to semi-annual review at the annual and semi-annual meetings by the Board of Directors. The results of such reviews are presented to the membership as recommended changes, or as recommendation for no change.

B. These by-laws may only be amended at the semi-annual or annual meeting upon notice of the intended amendment being submitted to the membership at the previous membership meeting. Such amendment requiring a vote of 2/3 of the members present at that semi-annual or annual meeting (a quorum being present).

VIII. PARLIAMENTARY AUTHORITY

A. The Parliamentary procedure used by the band will be Roberts Rules of Order (Revised), Paperback, William Morrow Co., New York, 1971.

B. The Secretary is designated the Parliamentarian.

C. Board of Directors shall maintain and enforce the official, up-to-date copies of the by-laws.