

# **THE DUKE ELLINGTON SOCIETY**

## **TORONTO CHAPTER NUMBER 40**

Established May 1959.

### **CONSTITUTION**

#### **ARTICLE I – NAME**

The name of this organisation shall be “The Duke Ellington Society – Toronto Chapter No. 40” and hereinafter will be referred to as the Corporation.

#### **ARTICLE II – MISSION**

To preserve locally, within Canada and internationally, the musical legacy of Edward Kennedy (Duke) Ellington, U.S. composer, orchestral leader, musician and arranger and that of his musical colleagues.

#### **ARTICLE III – OBJECTIVES**

1. To maintain a non –profit organization of interested persons for the study, discussion and analysis of Ellington’s music and its influences and to provide a forum to enjoy and appreciate this music.
2. To encourage the performance of Ellington music and jazz music in general by Canadian and other musicians by: organising concerts and international conferences, awarding scholarships and funding jazz programming.
3. To communicate through regular Newsletters and other means to our members and interested parties the activities of the Chapter and information related to Ellingtonia including reviews of books, videos, records and concerts.
4. To foster goodwill and friendship in the exploration of this common interest.
5. To preserve articles of Ellingtonia donated to the Chapter as well as minutes, Newsletters and correspondence of the Chapter.
6. To liaise with other Chapters of The Duke Ellington Society on matters of common interest.

#### **ARTICLE IV – MEMBERSHIP AND ANNUAL DUES**

##### **(A) ENTITLEMENT**

Membership shall be open to all persons interested in the objectives of the Corporation.

##### **(B) ANNUAL DUES**

Annual dues are to be recommended by the Executive and approved by the membership at the Annual General Meeting. Annual dues are normally collected in the first month of the new fiscal year.

##### **(C) VOTING**

Each registered member is entitled to one vote at any Annual, Special or general meeting.

##### **(D) REGISTRATION**

Membership shall be registered by an entry of the member’s name on a Membership List that shall be maintained by the Secretary of the Corporation. All members who have not paid their dues within four months of the start of the new fiscal year will be removed from the Membership List.

## **ARTICLE V – EXECUTIVE**

The members shall elect from amongst their number at the Annual Meeting or a Special Meeting held for this purpose, the Executive Officers of the Corporation.

## **ARTICLE VI – MEETINGS**

### **(A) MEMBERSHIP AND SPECIAL MEETINGS**

Meetings of the members of the Corporation shall be held approximately once a month during the year excluding the months of July and August. In lieu of written notice, meetings shall be held on the second Tuesday of the month or some regular date at a time agreed to by the general membership. Invited guests may be present at members meetings and at the discretion of the President be allowed to address the Corporation; however, only Corporation members have the right to make motions or vote on Corporation business.

Special meetings involving the general membership may be called by the President or the Secretary and shall be called forthwith upon written request signed by the members of the Corporation. Such special meetings must be held within 30 days of receipt of the request.

### **(B) ANNUAL GENERAL MEETING**

The regular meeting in the month of October of each year shall be designated the Annual Meeting of the Members. The date, place and time of the meeting shall be fixed by the Executive. If a date in October proves unsuitable, the Executive may, by resolution, fix another time for the Annual or Election Meeting, but such a meeting shall not be held later than three months subsequent to the year end of the Corporation.

### **(C) EXECUTIVE MEETINGS**

Regular meetings of the Executive are called by the President of the Corporation. Meetings will be held approximately once per quarter. The meeting subsequent to the Members' Annual General Meeting will be the Annual Meeting of the Executive.

### **(E) QUORUM**

At all meetings of the members, one quarter of the registered members will form a quorum for the transaction of the business. At all Executive meetings, unless a greater proportion is required by law, a majority of the entire Executive shall constitute a quorum for the transaction of business.

## **ARTICLE VII – ELECTION OF OFFICERS**

The Corporation will elect from their number officers of the Corporation including:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Director of Programming

The immediate Past President shall be an ex officio member of the Executive.

The election shall take place every two years at the Annual General Meeting of the Membership. A nominating committee consisting of the immediate Past President and two appointed members of the Corporation shall present a slate of officers for approval. Additional nominations may be made from the floor of the meeting. All nominees must be registered members of the Corporation. The election must be held by secret ballot unless the candidates are acclaimed.

The Executive officers shall be elected for a term of two years taking office as of the Election Day. No member shall be elected to the same position for more than two consecutive terms.

If an Executive member of the Corporation should resign during his/her term, the Executive may appoint a replacement to fill the vacancy created for the balance of the term of office.

Any Executive Officer elected by the members may be removed, with or without cause, only by the vote of the members, but his or her authority may be suspended by the Executive for cause. Any Executive Officer appointed by the Executive may be removed by the Executive with or without cause. A vote of the majority of the members or Executive at a meeting for which there is a quorum will be sufficient to cause removal.

No member of the Executive shall receive remuneration or any other compensation for serving as an Officer.

## **ARTICLE VIII – FISCAL YEAR.**

The fiscal year shall end on the thirty first day of August. There shall be only be an audit of the financial records and statements of the Corporation on a motion by the President or the Secretary passed by the Corporation or upon a written request by a quorum of members of the Corporation. The President and the Corporation shall appoint an auditor for such purpose to produce an audit no later than 90 days of such a request. Notwithstanding the preceding requirement no audit will be countenanced earlier than 365 days of the last audit.

**ARTICLE IX – ANNUAL REPORT.**

The Executive shall present at the Annual Meeting of members a report of the Corporation, verified by the President and Treasurer showing the following details:

- (1) The assets and liabilities, including trust funds (if any) of the Corporation as at the end of the fiscal year;
- (2) The revenue and expenses of the Corporation during the fiscal year;
- (3) The number of members of the Corporation as at the end of the fiscal year and the Membership list with names and addresses of the current members.

The annual Report shall be filed with the records of the Corporation and a copy thereof attached to the minutes of the Annual General Meeting of Members.

**ARTICLE X – CONTRACTS, CHEQUES, BANK ACCOUNTS AND INVESTMENTS.**

The Executive is authorized to select such depositories as it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign notes, receipts, contracts and other financial documentation. All cheques must be signed by the Treasurer and either of the President or Vice President of the Corporation. All financial transactions must relate solely to activities that are the responsibility of the Corporation as written in the Constitution.

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property as the Executive may deem desirable.

**ARTICLE XI – OFFICE AND BOOKS.**

The office of the Corporation shall be located at such place as the Executive may from time to time determine.

There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the Incorporation documentation, a copy of this Constitution, By-laws and all minutes of the members and Executive.

**ARTICLE XII – AMMENDMENTS**

This Constitution may be amended by the joint approval of a majority of the Executive or at any meeting of the Executive followed by approval of two thirds of the majority of the members present at a meeting duly called for the purpose of amending the Constitution or at the Annual General Meeting of the members provided that proper notice of the proposed amendment has been included in the notice of the meeting.

## BY - LAWS

### ARTICLE I – PURPOSE

By – laws may be passed dealing with the daily running of the Corporation including the expansion of the duties of the Executive Officers of the Corporation.

### ARTICLE II – POWERS AND DUTIES OF THE EXECUTIVE OFFICERS

The duties of the Executive Officers:

1. The President shall:

- (a) Preside at all meetings of the members and Executive and shall have general supervision of the affairs of the Corporation. He or she will act as the official representative of the Corporation and shall provide the necessary leadership on the effective operation of the Corporation;
- (b) When present, act as Chairperson at all meetings of the general membership and the Executive and shall set the agenda for all meetings.
- (c) Be a signing officer for the Corporation's bank account(s) and on all contracts authorized either by the general membership or the Executive.

The President shall be an ex officio member of all sub-committees of the Corporation.

2. The Vice President shall:

- (a) act as Chairperson of all meetings of the General membership and Executive in the absence of the President;
- (b) assist the President at all times in the discharge of her or her duties;
- (c) be a signing officer for the Corporation's bank account (s) and contracts; and
- (d) have such powers and duties as may be assigned to him or her by the Executive.

3. The Secretary shall

- (a) prepare the minutes of the meetings of the General membership and executive;
- (b) maintain records including minutes, correspondence, Corporation members and Courtesy list; and
- (c) notify or cause to be notified all members of the Corporation of meetings at least ten days prior to the Annual General Meeting or five days prior to the monthly meetings when not assigned to the Chairman of the Telephone Committee;

4. The Treasurer shall:

- (a) Receive, safely keep and deposit or cause to be deposited all moneys and valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Executive may designate;
- (b) Keep full and accurate books, records and accounts of the financial affairs of the Corporation;

- (c) Be a signing officer for the Corporation's bank account (s) and all cheques of the Corporation
- (d) Make recommendations with respect to the allocation and budgeting of funds;
- (e) Prepare financial statements at the end of each fiscal year and present them for review and approval at the Annual General Meeting of the Members; and
- (f) Present interim financial statements to the membership add/or the Executive upon request.

5. The Director of Programming shall, with other members, solicit ideas and participants for all general member programs and arrange and announce future presentations at the members' meetings.

### ARTICLE III – APPOINTMENTS AND COMMITTEES

The executive may appoint registered members to fulfill organizational functions. Standing appointments include the Social Convener, Chair of the Telephone Committee, Archivist and Ticket Convener.

The Executive may, by resolution, establish a standing committee; The Executive shall appoint a Chair of each Committee. Each committee so appointed shall consist of three or more Members. [The President shall be an ex-officio member of such committees]

### ARTICLE IV – AMENDMENTS.

By-laws may be amended by the majority of the members present at any regular meeting of the members.

Constitution and By-Laws approved by the Corporation this eleventh day of November 1997

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PRESIDENT

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SECRETARY