

September 16, 2019

PSO Annual Meeting October 9, 2019

Current by-laws and proposed new by-laws compared, with explanatory notes

	<i>Current</i>	<i>Proposed</i>	<i>Notes</i>
<i>Directors</i>			
Number	Minimum 6, maximum 12	No change	
Term of office	Directors are to be elected for a two-year term	Directors are elected from one annual meeting to the next	1
Notice of meetings	48 hours minimum notice (unless all directors are present)	No change	
Maximum term	8 years (retiring Chair can stay on for two more years as past Chair)	No change	
Meetings held by telephone, webinar etc.	Not provided for	Permitted	
Quorum	A majority of the directors	No change	
Vacancies	The board may fill a vacancy on the board of directors	No change	
Committees	The board may create whatever committees it wants at any time	No change	2
PSO player representation on the board	The musicians may elect up to two persons chosen by them to represent the musicians on the board of directors	Removed	3
<i>Officers</i>			
Chair	The directors may appoint...	The directors shall appoint	4
President	Not provided for	The directors shall appoint	4
Treasurer	The directors may appoint...	No change	5
Secretary	The directors may appoint...	No change	5
Duties of officers	The duties of each officer are summarized in the by laws	No change	
<i>Members</i>			
Subscribers	All subscribers to the current season are members	No change	
PSO players	All PSO players are members, with the players having the right to elect two representatives to the board	The new by-laws will clarify who is a PSO player.	6
Members at large	The current by-laws allow for members at large, i.e. Directors,	No change	

	plus anyone who is not otherwise a member and who has paid an annual fee for membership		
Honorary members	Persons who have been appointed as honorary members by the board	No change	
Meetings of members	10 days' notice of meeting needed	No change (min. 10, max. 50)	
Quorum	12 members present in person or by proxy	No change	
<i>Players' Committee</i>	There shall be a Players' Committee	The players may appoint a Players' Committee...	8

1. Some organizations like to have multi-year, staggered terms for directors. However, multi-year terms often give rise to confusion. Eventually they tend to get ignored in favour of election from one year to the next, which is always the easiest approach to manage. The PSO itself is a perfect example. Our current by-laws call for directors to be elected for two year terms. At least since 2012 the election of directors has actually been from year to year.
2. Under the current by-laws, the board can set up committees that have one or more board members on them and/ or committees that have no board representation. This will not change under the new by-laws.
3. The proposed by-laws will replace the direct election of up to two musician representatives to the Board with a Players' Committee. Musicians are welcome to serve as members of the Board in the ordinary course. The board values and welcomes musician participation in PSO governance. However, the current provisions are not working. In recent years no musicians have been willing to act as musician representatives to the board. To stand for election as a musician representative puts the musician representative under some pressure to determine the views of other musicians and to vote accordingly. Doing so, however, is potentially at odds with the need of all directors to act in the best interests of the PSO as a whole. In recent years, with this conflict in mind, two PSO musicians declined to seek election as musician representatives but instead sought election to the board as full regular board members. Both were elected, and both served as officers as well as directors of the PSO. Nothing prevents other PSO musicians from following their example.
4. The appointment of a President is now a statutory requirement, although the President can also be (and in an organization of our size almost certainly should be) the Chair. We will be under no obligation to use the 'President' title on a day to day basis. We merely have to have someone who can be identified as the President on certain official documents.

5. Under the current by-laws, the same person can be appointed to both positions. This will not change under the new by-laws.
6. It is quite important that the by-laws establish clear rules for determining who is a member. Without such rules it is hard to hold a meeting of members with certainty that the meeting was validly convened and held. The current by-laws are woefully lacking, especially when it comes to identifying who is a musician member. The proposed by-laws define a Musician as

“each person who is shown in the records of the Corporation as a member of the Peterborough Symphony. Membership as a Musician shall be annual, commencing on July 1 and terminating on June 30 of the following calendar year. Registration as a Musician may be obtained on application made by any person who has performed in two or more Peterborough Symphony concerts in the 12 month period preceding his or her application for registration.”

7. It is futile to say in the by-laws that there shall be a Players’ Committee consisting of persons chosen by the musicians. No one has the power to force such a committee into existence if the players do not wish to cooperate. The proposed new by-laws provide as follows:

“The Directors shall, upon request made by 10 or more Musicians, establish a Players’ Committee, to consist of the Music Director, the Executive Director or General Manager as the case may be, a Director, and such number of Musicians, not exceeding five, as may be chosen from time to time by the Musicians. The Players’ Committee shall elect its own Chair and establish its own procedures. The Players’ Committee shall be advisory in nature and shall report at least annually to the Board on its activities.”