



**CONSTITUTION  
&  
BYLAWS**

**Hamilton Musicians' Guild  
Local 293, AFM/CFM**

**Revised 2024**



**UNITY • HARMONY • ARTISTRY**

## **CONSTITUTION**

### **Article 1 – NAME**

This association shall be known as the Hamilton Musicians' Guild, and as Local 293 of the American Federation of Musicians of the United States and Canada.

### **Article II – MISSION**

The mission of the Guild shall be as follows:

- To unite into one organization all persons who become members. To secure for the members improved wages, hours, working conditions and other economic advantages through collective negotiations and bargaining.
- To engage in cultural, educational and charitable activities to further the interests of Guild members.
- To support the mission of the American Federation of Musicians of the United States and Canada as an affiliate.
- To protect and preserve the integrity of the Guild and to discharge its legal and contractual obligations.
- To receive, manage, invest, expend, or otherwise utilize the assets of the Guild to further and carry out its mission.

### **Article III – MEMBERSHIP**

- A person who conforms with the laws of the American Federation of Musicians and, who performs on musical instruments of any kind, vocalists, dancers and support crew or other individuals who render musical services of any kind for pay, are eligible for membership, subject to the laws of and jurisdiction of the Guild.
- Who has distinguished themselves for the benefit of the Guild or the musical profession may be admitted as an honourary member.

### **Article IV – OFFICERS**

#### **Section 1**

The following shall be the Officers of the Guild:

- President
- First Vice-President
- Second Vice-President
- Sergeant-at-Arms
- Marshal
- Three Directors

The Officers above shall constitute the Executive Board of the Guild.

## **Section 2**

Emeritus status of former officers of the Executive Board must be submitted by the Executive Board to a general membership meeting. This shall be done in written resolution form setting forth the merits and reasons for such position. A member in good standing may nominate a former officer for emeritus status by submitting a written resolution to the Executive Board. Emeritus Officers may, on occasion, be invited by the President to attend Executive Board meetings, but will not have voting privileges.

## **Section 3**

No member shall be eligible to be nominated for the office of President unless they have served on the Executive Board for a minimum of one (1) term.

## **Section 4**

No member shall be eligible to be nominated for offices other than President unless they have been a member in good standing of the Guild for the preceding 12 months.

## **Article V – FUNDS**

The funds of the Guild shall be raised by initiation fees, annual dues, work dues, fines, and by such other means as the Guild may determine.

## **Article VI – JURISDICTION**

All of the following counties - Haldimand, Wentworth, Halton and parts of Lincoln (Greater Grimsby & Beamsville).

## **Article VII – *LIBRETTO***

- A. The official publication of the Guild shall be "***The Libretto***", which shall be published as provided by the Bylaws.
- B. Any notice appearing in "***The Libretto***", sent to members by mail, email, or published on the home page of the Guild's website [www.HamiltonMusicians.org](http://www.HamiltonMusicians.org), shall be considered an official notice to all members of Local 293, American Federation of Musicians of the United States and Canada.

## **Article VIII – BYLAWS**

Bylaws shall be passed to provide for:

- A. Admission, expulsion and re-instatement of members of the Guild
- B. Duties, conduct and obligations of members
- C. Meetings of the Guild and Executive Board, including notice, time, place and manner of conducting the meeting, and quorum at meeting
- D. Delegates to the Conventions of the American Federation of Musicians of the United States and Canada.
- E. Election of officers of the Guild
- F. Duties, obligations and conduct of officers
- G. Committees
- H. Claims of members, charges against members, penalties, fines, manner of hearing charges and appeals
- I. Dues and assessments to be paid by members
- J. Investment and use of funds, assets and property of the Guild
- K. Minimum tariff of fees, adoption, publication<sup>3</sup> amendments of book entitled Tariff of Fees

- L. Conditions of employment for members
- M. Any subject to assist in the operation of the Local and the betterment of its members

### **Article IX - AMENDMENT TO CONSTITUTION OR BYLAWS**

The Constitution and Bylaws of the Guild may be altered, amended or added to by:

- A. A Notice of Motion in writing which shall set out clearly the proposed amendment or revocation.
- B. Publication of the Notice of Motion by mail, email, in the next Libretto, or on the home page of the Guild website [www.HamiltonMusicians.org](http://www.HamiltonMusicians.org).
- C. Approval by two-thirds (2/3) of the members voting at the next General or Special Meeting provided the Guild membership is given a minimum of fifteen days notice by mail, email, by notice in the Libretto, or on the home page of the Guild website [www.HamiltonMusicians.org](http://www.HamiltonMusicians.org).

### **Article X - AFM BYLAWS**

The Constitution and Bylaws of Local 293 are subject and subordinate to the Bylaws and amendments thereto of the American Federation of Musicians of the United States and Canada. Wherever conflict or discrepancy appear between the Constitution and Bylaws of Local 293 and the Bylaws and amendments of thereto of the American Federation of Musicians of the United States and Canada, the latter shall prevail.

### **Article XI – TRUSTEES**

- A. The Trustees of the Guild shall be President, First Vice-President and Second Vice-President
- B. All property of the Guild, both real and personal, shall be vested in the Trustees and may be dealt with by the Trustees as provided in the Bylaws.

### **Article XII – DISSOLUTION**

The Guild may be dissolved at any time if nine-tenths (9/10) of the existing membership give written consent to the American Federation of Musicians of the United States and Canada through the Vice-President of Canada.

### **REVOCATION**

*The Constitution of the Guild heretofore in force is repealed.*

## **BYLAWS**

### **Article 1 – MEMBERSHIP, ADMISSION AND INITIATION FEES**

#### **Section 1**

A person who wishes to become a member of the Guild shall:

- A. Sign the application as supplied and determined by the American Federation of Musicians of the United States and Canada (herein referred to as the AFM/CFM).
- B. Deliver the application with the applicable dues/initiation fees to the Office Administrator
- C. Alternately, they may join online at [www.afm.org](http://www.afm.org).

#### **Section 2**

- A. A new member is required to pay a one-time initiation fee of \$105.00 (\$40.00 Local Initiation Fee (LIF) and \$65.00 Federation Initiation Fee (FIF)).
- B. The Office Administrator may issue a "Temporary" one day membership upon receipt of \$45.00 from a non-member to perform with a Local 293 member or members. This "Temporary" \$45.00 membership fee will be credited to the non-member if he/she decides to join the local within one year of the granting of a "Temporary" membership.

#### **Section 3**

When a person is accepted as a member, the member shall read and agree to the following oath:

"I (*state name*) do solemnly promise and declare that I will support the Constitution and Bylaws of the American Federation of Musicians of the United States and Canada and submit to its mandates and obey all laws emanating therefrom; and the Constitution and Bylaws of Local 293 and those of any other Local of the American Federation of Musicians of which I may hereafter become a member. To all of this I pledge my sacred word of honour."

#### **Section 4**

Should the candidate be rejected because of fraudulent information on the application, the initiation fees will not be refunded.

#### **Section 5**

When an applicant is accepted as a member of the Guild on payment of the initiation fees and dues, the Office Administrator shall issue a membership card with information on how to access the Constitution and Bylaws or provide a copy of the Constitution and Bylaws if requested. Every applicant shall be required to participate in a Guild orientation session.

#### **Section 6 – 25 and 50 Year Members**

A member who has 25 or 50 accumulated years of membership in Local 293 shall be eligible to receive a 25 or 50 year pin.

#### **Section 7 – Honourary Membership**

- A. An individual who has distinguished him/herself to the benefit of the Guild or the musical community may be recommended for Honourary Membership.
- B. Where the Executive Board recommends to a General Membership meeting that a person be admitted as an Honourary Member, that person shall be admitted after ratification by the general membership.

- c. Honourary members shall have all rights and privileges of Active Members except that they shall not be allowed to vote or hold office.

## **Section 8 – Life Members**

- A. A member who has accumulated thirty-five (35) years of membership in the AFM and has reached the age of sixty-five (65) years shall be eligible for Active Life Membership upon application to the Executive Board. Life members shall be required to pay annual dues as required by the Federation Bylaws in the amount of \$95.00 annually. Active life members shall continue to be members for life so long as they comply with the Constitution and Bylaws.
- B. A member who has attained the status of Life Member may opt for a reclassification of Inactive Life Member and shall pay dues to the Local of no more than \$65.00 annually. Such members shall have all rights and privileges of Active Members except that they shall not be allowed to vote or hold office.

## **Section 9**

All matters relating to transfers and travelling musicians are governed by the Bylaws of the American Federation of Musicians.

## **Section 10 – Youth and Student Membership**

- A. Youth membership shall apply to any person who joins the Guild at twenty (20) years of age or younger. This classification shall remain until their 21st birthday.
- B. Youth Members shall have all the rights and obligations that regular members have, and they shall be subject to all AFM and Local rules, regulations and Bylaws.
- C. A Youth Member shall be subject to AFM Per Capita at the same rate as regular members. A Youth Member shall pay periodic dues at a rate determined by the Executive Board (and work dues where applicable) but shall not pay LIF or FIF.
- D. Student membership shall apply to any musician who is registered as a full-time student in an accredited school, college or university. This classification shall remain until he/she is no longer a full-time student at which time he/she will become a regular member with no additional cost.
- E. Student Members shall have all the rights and obligations that regular members have, and they shall be subject to all AFM and Local rules, regulations and Bylaws.
- F. A Student Member shall pay periodic dues at the same rate as Youth members as set by the Local (and work dues where applicable) but shall not pay LIF or FIF.

## **Article II – DUES AND ASSESSMENTS**

### **Section 1 – Annual Dues**

- A. Regular members – annual dues shall be \$180.00. Members may pay in quarterly installments of \$50.00, or pay in semi-annual installments of \$100.
- B. Active Life Members – annual dues for Active Life Members shall be \$95.

- C. In-Active Members – annual dues In-Active Life Members shall be \$65.00.
- D. Youth members – annual dues for Youth Members shall be \$95.
- E. Annual dues paid in full prior (4 Quarters) to due date are eligible for a \$10.00 Early Bird Discount.
- F. Annual Dues of Executive Board members shall be paid out of general revenues of the Guild.

## **Section 2 – Work Dues**

- A. Any members of Local 293, who perform within Local 293 jurisdiction, where services are provided under a collective agreement, are subject to work dues of 2.5% for each engagement.
- B. All Electronic Media engagements taking place within the jurisdiction of Local 293, negotiated by the AFM or Local 293, shall be subject to work dues in the total amount of 2.5%. The 2.5% shall be calculated on the minimum basic fee as specified in the agreements.
- C. Any contract, other than those mentioned in a) and b) filed with Local 293 is subject to 2.5% work dues.

## **Section 3 – Assessments**

All assessments to membership shall be recommended by the Executive Board of the Guild for approval by the membership at a General Meeting

## **Article III- SUSPENSION, EXPULSION, REINSTATEMENT**

### **Section 1 – Suspension**

A member who is three (3) months in arrears shall stand suspended from the Guild. A member who is suspended for non-payment of dues and applies for reinstatement within six (6) months of the date of arrears may be reinstated by paying a \$20.00 reinstatement fee and all outstanding dues, fines and assessments owing at the time of his/her suspension

### **Section 2 – Expulsion**

- A. A member who is six (6) months in arrears shall stand expelled from the Guild. A member who is expelled for non-payment of dues and applies for reinstatement within four (4) years after the date of his/her expulsion may be reinstated after payment of a fee equal to six months' dues. *See AFM Bylaws, Article 9, Section 28(a).*
- B. A member may be expelled from the Guild by the Executive Board for:
  - Non-observance of the Constitution, Bylaws, or rules, after due process
  - Malicious statements against the AFM, Local 293 or its members, after due process
  - Disobedience of the orders of the Executive Board

Applications for reinstatement shall be on such conditions as may be imposed by the Executive Board.

### **Section 3 – Expelled Members’ Amnesty**

Any current or former member of the AFM, expelled from a Local for failure to pay quarterly or annual dues, shall not be permitted to join any Local as a new member until four (4) years after the date of his/her expulsion, unless they have paid all outstanding dues, fines and assessments owing at the time of expulsion.

### **Article IV – RESIGNATION**

If a member wishes to resign in good standing, he/she must do so in writing. His/her dues must be paid up to the date of resignation and there must be no charges pending. No resignation shall take effect to relieve a member from complying with the laws of the Guild. If the resigned member wishes to reapply at a later date, a \$20.00 reinstatement fee shall reinstate him/her, along with current periodic dues.

## **Article V – DUTIES, OBLIGATIONS AND CONDUCT OF MEMBERS**

### **Section 1**

The printed card or certificate of this Guild, with the correct receipt for dues stamped thereon, shall be the only passport for professional business – provided that the holder has not forfeited his/her right through a violation of the Constitution or Bylaws. Members must sign their membership cards. Any member whose card does not carry his/her signature may be deemed guilty of neglect and may be fined \$15.00.

### **Section 2**

No member of the Guild shall render musical services with any musician who is not in good standing in this or some other Local of the AFM except by permission of the Executive Board.

### **Section 3**

No member of the Guild shall accept or play an engagement for a leader or playing contractor who is not a member in good standing of the Guild or the AFM.

### **Section 4**

No member of the Guild shall accept a fee for his/her services in any amount less than that shown in the Tariff of Fees of the Guild. Any member performing for the door receipts must receive compensation at least equal to the minimum tariff of fees pertaining to that engagement (except as provided for in Article 10, Sections 16 – 18). Any services performed outside the jurisdiction of Local 293 shall be governed by the Federation Bylaws covering travelling engagements. Members performing outside Local 293’s jurisdiction must have a fully paid-up Guild Membership card.

### **Section 5**

No member of the Guild shall appear for an engagement in an improper condition or improper dress or conduct him/herself in an insubordinate or in an improper manner on an engagement.

### **Section 6**

No member of the Guild shall offer an inducement other than his/her musical services to obtain an engagement.

## **Section 7**

No member of the Guild shall disparage the ability or character of another member of the Guild in any manner whatsoever when negotiating an engagement with a leader or contractor.

## **Section 8**

No member of the Guild shall appear on an engagement when not in good standing.

## **Section 9**

No member of the Guild shall accept any other form of compensation in lieu of fees as set out in the Tariff of Fees, (except as provided for in the AFM Canada instructions/regulations regarding immigration).

## **Section 10**

No member of the Guild shall accept an engagement from a person, firm, association or corporation whose name appears on the Unfair List of the Guild or AFM.

## **Section 11**

When a member's contact information changes, the member must notify the Office Administrator within thirty (30) days.

## **Section 12**

Where a person makes a request in writing to the Executive Board for permission for a member to play without remuneration, the member may play if the Executive Board deems the playing non-competitive, and informs the member and the person making the request that the member may play as requested. Exception – members governed by collective agreements.

## **Section 13**

When a member accepts an engagement, the member shall personally fulfill the engagement unless there is just cause.

## **Section 14**

A member may send a substitute only with the consent of the leader, or if they are designated as "key personnel" on the contract. If a member is sick or has an extreme cause they may send an AFM substitute in good standing without the consent of the leader.

## **Section 15**

A member who accepts an engagement and does not fulfill the engagement, or sends a substitute contrary to the provisions of sections 13 and 14, shall be liable to a fine equal to double the amount of fees. Said fine is to be paid to the leader for the engagement.

## **Section 16**

When a member employed on an engagement receives compensation for one day or more for two (2) consecutive weeks, the member shall not be disengaged unless he/she has been given two (2) weeks' notice by the person employing the member, providing the engagement continues. In a like manner, the member must give two (2) weeks' notice to the leader or contractor.

## **Section 17**

It shall be the duty of every member to report immediately to the Office Administrator any and all violations of the Constitution, Bylaws and rules of this Guild.

## **Section 18**

Any member bringing charges against another member shall do so in writing to the Office Administrator and shall be known only to the Executive Board. Such charges must be pursuant to the Canadian Office Rules of Practice and Procedure (CORPP). The Office Administrator shall notify the accused, accuser and witnesses, by registered mail to appear before the Executive Board if within the jurisdiction of the Local. Should such members fail to appear after being summoned, the case shall go against said member(s) by default or laid over until the next meeting of the Executive Board, at its discretion. The Executive Board will use its full powers and will determine the validity of the charges. If, after a full and thorough investigation, the charges are found to be untrue, the names of parties bringing such charges may be published and they may be fined at the discretion of the Executive Board.

## **Section 19**

It shall be the duty of every member, on entering a membership meeting, to show his/her membership card, properly stamped, to the Sergeant-at-Arms or Marshall on demand. Only members in good standing will be admitted.

# **Article VI – RIGHTS OF MEMBERS**

## **Section 1**

Members cannot augment non-member musical units of any kind. This does not apply to:

- i) philanthropic bands/orchestras
- ii) organizations to which none but members of such organizations can be admitted
- iii) non-competitive amateur symphony orchestras
- iv) orchestras performing in Sunday school or church functions
- v) school bands
- vi) Regimental bands or orchestras.

Any other circumstance requires the permission of the Executive Board.

## **Section 2**

Any side person may file a claim against a leader or contractor on a contracted engagement within Guild jurisdiction within one (1) year of the engagement, as per Article 7 of AFM Bylaws.

# **Article VII – DUTIES OF LEADERS AND CONTRACTORS**

## **Section 1**

It shall be the duty of all Local 293 leaders or contractors to ascertain that all instrumentalists they engage are members in good standing of the AFM.

## **Section 2**

Leaders and/or contractors shall be responsible for the payment of all engagements, which must be paid to the side person, within ten (10) days of the engagement. When a leader wishes to file a claim on a contracted engagement within the jurisdiction of the Guild, such claim must be filed with the Guild office within one (1) year of the date of the engagement.

### **Section 3**

A leader, contractor or single performer shall file an approved AFM contract with the Guild office at least twenty-four (24) hours before the commencement of any engagement performed within the jurisdiction of Local 293 with the exception of miscellaneous dances, miscellaneous concerts and parades for which either an approved AFM contract or a Guild Engagement report must be filed, or recording contracts, which must be filed within fifteen (15) days of the conclusion of the sessions. AFM approved contracts shall include the names and addresses of all performers employed on the engagement and the Local to which each belongs. Guild Engagement Reports shall contain information as determined by the Guild Executive Board.

Failure to file an approved AFM contract or Guild Engagement Report as prescribed above may be punishable by a fine of \$25.00 for the first offence and \$50.00 for the second and any subsequent offence.

## **Article VIII – MEETINGS**

### **Section 1**

There will be a minimum of three (3) General Membership meetings per year. The exact date of each meeting is to be decided by the Executive Board. Notification to the membership shall be provided through the newsletter (herein referred to as Libretto) at least fifteen (15) days in advance of each meeting, or by email or by posting on the Guild's website. The quorum for general meetings shall be fifteen (15). Emergency meetings may be called by the President. Each meeting shall be opened and the roll of officers called within fifteen (15) minutes of the appointed time. The Minutes of previous meetings shall be made available to any member of the Guild upon request.

### **Section 2**

Twenty-five (25) members in good standing may demand a special meeting by giving written notice, stating the objective of said meeting, to the President. If he/she deems it necessary for the interests of the Guild, he/she shall direct the Office Administrator to convene the meeting accordingly. In the case where the President should refuse to convene such a special meeting, the members shall give their objection in writing within twenty-four (24) hours of receipt of such decision/communication. The members may then send their request, with the objection of the President, to the Executive Board who shall have the power to sustain the President's decision or direct the Office Administrator to convene such meeting within fifteen (15) days.

### **Section 3**

In accordance with AFM Bylaws, the Local 293 Executive Board shall meet at least four (4) times per year with further meetings as required by the business of the Local. The quorum for Executive Board meetings shall be five (5). Special Executive Board meetings may be called by the President.

## **Article IX – DELEGATES**

### **Section 1**

The delegates to the American Federation of Musicians Convention, Canadian Conference of Musicians or any Labour Convention shall be the President and/or the First Vice President by virtue of their office. The second delegate's expenses may be covered by the Guild at the discretion of the Executive Board. This delegate also has the prerogative of paying his/her own expenses. A third and/or alternate delegate shall be nominated and elected at the first General Meeting of the year. If elected, the third/alternate delegate will be required to pay his/her own expenses unless the Executive Board grants otherwise.

### **Section 2**

The Executive Board shall determine:

- The paid expenses of the delegates as listed in Article IX, Section 1 above.
- Any remuneration paid to a member acting in the absence of the delegates to carry on the daily business of the Guild.

### **Section 3**

All delegates must be members of the Guild for the preceding twelve (12) months prior to the election.

### **Section 4**

The Local shall pay airfare (or equivalent transportation costs), accommodation expenses and \$125.00 per diem for all AFM conferences, except for the convention delegate who is paid by the AFM convention. The Local shall also augment the AFM Convention per diem of the first delegate to match that of any other delegates from the local.

## **Article X – ELECTIONS AND INSTALLATIONS**

### **Section 1**

The nomination of officers shall be held at the second General Meeting of each election year. No member, who is not present, shall be eligible for nomination unless he/she has given proper sanction to stand for office, in writing, prior to the meeting. No member may stand for more than one office.

**No member may nominate himself/herself.** A notice placed on the home page of the Guild's website, an email sent to all members, or a notice placed in The Libretto, informing members of "Nomination of Local Officers" shall be sent at least fifteen (15) days prior to the nomination meeting.

### **Section 2**

Prior to the nominations, it shall be made known to members that, by virtue of election and/or appointment to the office of President and First Vice President, they shall also be delegates to conventions and conferences of the AFM as per Article IX, Section 1 of the Guild Bylaws. If the First Vice-President is not able to attend, the Second Vice-President shall take their place.

### **Section 3**

The term of office for all officers shall be for a period of two (2) years commencing January 1<sup>st</sup> after the election.

### **Section 4**

The election of officers shall take place at the last General Meeting of each election year. A notice placed on the home page of the Guild's website, an email sent to all members in good standing with an email address, or a notice in The Libretto, providing a "Notice of Election of Officers" shall be sent not less than fifteen (15) days prior to the Election Meeting.

### **Section 5**

For the election of the three (3) Directors of the Local, eligible voting members are entitled to vote for one, two or three candidates that have been nominated.

### **Section 6**

The sitting President shall appoint an election committee comprised of a judge, two clerks and an inspector who are members in good standing and who shall have full charge of the election. The committee shall select one scrutineer to attend to an advance poll, with the appointed judge, on the day of the Local's election. The location of the advance poll will be determined by the election committee and will be announced in the issue of the Libretto immediately preceding the General Election Meeting. A count of eligible voting members will be taken prior to voting. The ballots shall be scrutinized by the inspector and recorded by the clerks. The judge shall then declare the names of

the candidates receiving the majority of votes. A tie vote shall be decided by the casting vote of the judge who otherwise shall not be entitled to vote.

Any candidate may demand, from the presiding judge, the number of votes polled for him/her.

### **Section 7**

The sitting President shall appoint an installing officer from among the members present. The installing officer shall invest the officers with the badge of office and call upon them to make the following obligation:

"I (*giving name*) do hereby solemnly pledge my most sacred word of honour as a person that I will faithfully discharge the duties of my office as \_\_\_\_\_ of this Local during the term for which I have been elected or until my successor is duly elected and installed. I will support the Constitution and Bylaws of the American Federation of Musicians and Bylaws, Rules and Regulations of this Local, 293, and I will enforce the laws thereof to the best of my ability, without prejudice or partiality."

### **Section 8**

- a) Ballots, including used, unused and spoiled ballots, tally sheets and other related election documents must be kept in a sealed envelope or container for a period of one (1) year after the election by the Office Administrator of the Local. In the event the results of any election are contested, the President shall appoint a committee of three (3) to review the charges.
- b) After the 1 year, a motion to destroy the ballots et al will be presented for approval at a General Membership meeting.

### **Section 9**

In the event of the death, resignation or removal from office of any officer, his/her position shall be declared vacant by the Executive Board and said Board shall appoint a member in good standing of the Local to fill the position for the balance of the unexpired term.

## **Article XI – DUTIES OF OFFICERS**

### **Section 1 – PRESIDENT**

Salary (honorarium) of the President shall be established by the Executive Board and presented to the Guild at a membership meeting during which members shall be duly notified of said recommendation.

### **Section 2 – FIRST VICE-PRESIDENT**

The First Vice-President shall, in the absence of the President, perform the duties of the President.

### **Section 3 – SECOND VICE-PRESIDENT**

The Second Vice-President shall, in the absence of both the President and First Vice-President, perform the duties of the President.

### **Section 4 – OFFICE ADMINISTRATOR**

The salary of the Office Administrator shall be established by the Executive Board and presented to the Guild at a membership meeting during which members shall be duly notified of said decision.

The Office Administrator shall:

- a) Attend all meetings of the Guild and Executive Board
- b) Cause correct minutes to be taken of all general or special meetings of the Guild, and preserve same for future reference
- c) Preserve the books, papers and documents of the Guild and transfer these to his/her successor
- d) Notify each applicant for membership of his/her acceptance or rejection
- e) Cause to be delivered or mailed to all members, all summonses or requests to appear before the President, Executive Board or Trial Board
- f) Notify all members of the Executive Board of all regular, special or adjourned meetings of the Executive Board at least forty- eight (48) hours before said meeting
- g) Supply to the editor of the Libretto copies of all amendments to the Constitution and Bylaws of the Guild
- h) Compile and have published in the Libretto, in each issue, a list of all members in default
- i) Compile and have published in the Libretto, in each issue, the Unfair List
- j) Supply to the editor of the Libretto all material required to be published and all material deemed necessary to the Guild
- k) Supervise the publication of the official newsletter of the Guild, the Libretto (contents to be approved by the President or his/her delegate)
- l) Send out copies of the Libretto to all members as required by the Bylaws
- m) Collect all monies due to the Guild from members and others; cause to be deposited to the credit of the Guild all monies received, except monies directed by the Executive Board to be retained for petty cash, in a bank designated by the Executive Board
- n) Keep correct and adequate records and accounts of all monies received, receivable, paid and payable and of all assets of the Guild
- o) Complete and deliver to members all membership cards
- p) Attend to payment of all accounts of the Guild as ordered by the Executive Board
- q) Properly insure all property of the Guild as ordered by the Executive Board
- r) Have these records and accounts and all materials in his/her custody available for inspection by the President and/or the Executive Board
- s) Provide a complete financial statement of the Guild to be reviewed at the first general meeting of each year
- t) Compile and update a directory giving the names of the membership with instrumentation and contact information
- u) Perform such other duties as may be assigned to him/her by the President or Executive Board.

## **Section 5 – SERGEANT-AT-ARMS**

It shall be the duty of the Sergeant-at-Arms to attend to the door at all meetings of the Guild, examine the members' cards and, if the member is in good standing, allow him/her to enter after signing the attendance book. For others seeking entry, permission from the Chair must be given before entry is permitted.

## **Section 6 – MARSHALL**

It shall be the duty of the Marshall to assist the Sergeant-at-Arms at meetings and perform such other duties as may be required of him/her by the presiding officer.

## **Section 7 – DUTIES OF THE EXECUTIVE BOARD**

Five (5) members of the Executive Board shall constitute a quorum at its meetings. A meeting shall not commence without a quorum. Lacking a quorum, the Executive Board may go into committee but all recommendations need to be approved by the Executive Board at its next meeting.

The Executive Board shall:

- a) Meet as often as necessary to carry out its duties and functions in a proper and expedient manner. Special meetings shall be called by the President upon receipt of a written request signed by five (5) members of the Executive Board
- b) Decide all matters referred to it by the President and Office Administrator
- c) Appoint an independent auditor to inspect the books and records of the Office Administrator and such other books as may be necessary to furnish a report to the Executive Board
- d) Have prepared, prior to the first general meeting of each year, a complete financial statement for the preceding year showing all monies received, receivable, paid and payable and all assets of the Guild
- e) Appoint committees at its discretion to make investigation, reports and recommendations
- f) Hire sufficient office personnel and other services, professional and otherwise, as in its opinion is necessary
- g) Supervise and control the property and affairs of the Guild and in its discretion do or make any decisions necessary and consistent with the Constitution and Bylaws to further the welfare and objects of the Guild
- h) In the case of any application for membership to the Local, the Executive Board retains the right to accept or reject the applicant as a member.
- i) Carry out all duties required by the Constitution and Bylaws
- j) May act as a Trial Board. All complaints and charges against a member or members for violation of obligation or breach of any rule or regulation of the Guild shall be dealt with by this Board or its appointees

## CONDUCT

**Appendix 1 (Code of Conduct)** forms part of the Bylaws – all Executive Board Members must read and sign the Hamilton Musicians' Guild Code of Conduct.

- a) Where a member of the Executive Board divulges any business of the Executive Board, without the approval of the Executive Board or before publication in the Libretto, the member shall be required to explain his/her actions to other Board members with the possibility of forfeiting his/her office, after due process.
- b) Where an officer has a conflict of interest in a matter before the Executive Board, he/she shall declare his/her conflict and recuse themselves from all discussion and voting until the matter is completed.
- c) No officer or employee of the Guild shall accept monies, gifts or benefits from a business, firm or corporation which books or is an agent for musicians that could be interpreted by the Executive Board as a conflict of interest. An officer or employee found guilty of such a violation shall forfeit his/her office or employment forthwith.
- d) A member of the Executive Board who misses two consecutive meetings of the Board (**without just cause**) of which he/she has been notified may, at the discretion of the Board, lose his/her membership on the Board. Such removal from the Board must have a fifty-one percent (51%) majority vote of the Board.
- e) When a member of the Executive Board has been charged for misappropriation, for his/her own use (directly or indirectly), of funds of the Guild, such member shall be immediately suspended pending a ruling by AFM.

## INDEMNITY

Where an officer of the Guild performs an act or duty:

- a) After a resolution has been passed at a meeting of the Guild instructing him/her and authorizing such action

- b) After he/she is instructed by the Executive Board and instructions are contained in the minutes of a meeting of the Executive Board
- c) To comply with the Constitution or Bylaws such officer shall be indemnified by the Guild for any losses, costs, damages and expenses which the officer, his/her heirs, executors or administrators may suffer, pay, sustain or be put to for or by reason of him/her performing the act.

A sufficient financial arrangement to cover any eventuality of this nature should be in place as determined by the Executive Board.

## **Section 8 – TRAVEL ALLOWANCE**

When a member of the Executive Board or an appointed member representative of the Guild is authorized to travel and is required to use his/her vehicle for Local 293 business, he/she shall be reimbursed at the currently accepted rate for business travel as posted on the Treasury Board of Canada website.

## **ARTICLE XII – REMOVAL OF OFFICERS**

### **Section 1**

Any officer of the Local may be charged for removal from office for misfeasance or malfeasance by any member in good standing of the Local. If charged, and deemed to have merit, the charge shall be filed with the Office Administrator

### **Section 2**

Charges against an officer must allege serious misconduct in office, or repeated failure to perform substantive duties of his/her office as prescribed in the Bylaws of the Local. The charges must be specific as to the alleged act(s) of serious misconduct and/or duties he/she is alleged to have failed to perform.

### **Section 3**

The charged officer must be notified of the specific charges in writing by the Office Administrator or President, as the case may be, within ten (10) days of the Executive Board action or filing of the petition.

### **Section 4**

The President (or the Vice-President if the President is the charged party)

- a) Shall refer the charges to the AFM for disposition or,
- b) Call a special membership meeting to elect a five (5) member Trial Board, which shall conduct a hearing of the charges. One member of the Trial Board shall be an officer of the Local, but all must be members in good standing. Notice of this special membership meeting shall be sent to all members in good standing at least fifteen (15) days prior to the meeting and shall contain the date, time and place of the meeting in addition to the purpose of the meeting.

### **Section 5**

The Trial Board shall call and conduct a full and fair hearing of the charges at the earliest feasible date but no sooner than fifteen (15) days after the Trial Board's selection. Immediately following the hearing, the Trial Board shall render its decision as to the guilt or innocence of the accused and advise the Office Administrator or President, as the case may be, of its decision.

## **ARTICLE XIII – TRUSTEES**

### **Section 1**

The Trustees shall be the President, First Vice-President and Second Vice-President

### **Section 2**

The Trustees shall place their signatures with the bank where the monies of the Guild are deposited. Signing authority for cheques shall require any two (2) of the Trustees. Where alternate signatures are required, the Trustees or Executive Board will be empowered to act.

### **Section 3**

The Trustees shall allow auditors to examine all securities and properties in their safekeeping for purposes of making an audit as required by the Executive Board.

## **Article XIV – COMMITTEES**

### **Section 1**

The chairperson of each committee shall be appointed by the President of the Local and must be a member in good standing.

### **Section 2**

All reports and recommendations of committees must be submitted by the chairperson to the Executive Board for approval.

### **Section 3**

Any agreement between any symphonic orchestra and the Hamilton Musicians' Guild, for fees and conditions of the players, shall be ratified by secret ballot by a simple majority of all eligible players of the orchestra who are Local 293 members in good standing.

## **Article XV – TRIALS AND HEARINGS**

### **Section 1**

The Executive Board shall have authority to hear and decide all charges against members and to impose appropriate fines or other disciplinary action.

### **Section 2**

No member shall be put on trial for any allegation unless charges have been preferred in writing to the Office Administrator.

### **Section 3**

Charges must be submitted to the Office Administrator within one (1) year of the date of the occurrence from which such charges arose.

### **Section 4**

Notice of charges shall be given in writing to the charged member by the Office Administrator. The notice shall contain the following:

- a) The nature of the offense
- b) The provisions of the Bylaws at issue

- c) The date, time and place of the alleged offense
- d) Sufficient facts to provide the charged member with adequate information to prepare a defense
- e) The date, time and place of the Hearing

## **Section 5**

A member shall be given at thirty (30) days from the mailing of the notice of charges to prepare his/her defense for the Hearing on such charges.

## **Section 6**

Any member shall be accorded a full and fair Hearing before the Executive Board prior to any disciplinary action being taken. A charged member shall have the right to bring witnesses and/or representatives of choice to the Hearing.

## **Section 7**

All communication regarding charges and disciplinary action shall be forwarded by the Office Administrator to the charged party by registered mail.

## **Section 8**

Any member found guilty of charges shall be advised, in writing, by the Office Administrator of his/her rights to appeal the decision of the Executive Board to the Canadian Office as provided in the Federation Bylaws and Canadian Office Rules of Practice and Procedure (CORPP).

## **Section 9**

When the Executive Board or the Trial Board conducts an inquiry into a violation by a member, it shall not be responsible for any loss that may be incurred to a member as a result of its decision whether its decision is reversed or in error.

## **Article XVI – PENALTIES AND FINES**

### **Section 1**

Except as otherwise provided for elsewhere in these Bylaws, a member on trial who is found guilty shall be subject to a fine as determined by the Executive Board.

### **Section 2**

Unless otherwise allowed by the Executive Board, a member shall pay fines to the Office Administrator within thirty (30) days after proper notification

### **Section 3**

All matters of dispute between members or officers and other matters of dispute pertaining to the operation of Local 293 must be settled by the Executive Board, whose decision shall be final.

### **Section 4**

All members have the right to appeal in writing within thirty (30) days of receipt of the decision to the AFM Canada Executive Director, if not satisfied with the ruling.

## **Article XVII – PROFESSIONAL COMPETENCE**

Should a controversy arise over the professional competence of a member or group of members, the President, with the sanction the Board, may appoint a committee of three (3) qualified examiners for the purpose of determining if the member or group of members has the competence

required to fulfill the engagement. Their decision shall be final in so far as the Guild is concerned. However, an appeal may be entered with the AFM Canada Executive Director. All claims regarding professional competence must be filed, in writing, with the Guild office within one (1) year of the occurrence.

### **Article XVIII – INVESTMENTS, DONATIONS ETC.**

All investments, donations etc. must be recommended by the Executive Board.

### **Article XIX – DIRECTORY AND TARIFF OF FEES**

#### **Section 1**

A directory giving the names of the membership with instrumentation and contact information shall be revised and published every three (3) years.

#### **Section 2**

A committee shall be appointed to review the Tariff of Fees prior to the publication of each new directory.

### **Article XX – CONTRACTS**

#### **Section 1**

Members of the Guild are not permitted to sign any form or contract or agreement for any engagement other than those sanctioned by the American Federation of Musicians.

Contracts must be filed for all engagements outside the Local 293 jurisdiction with the Local where the engagement takes place.

### **Article XXI – RULES OF ORDER**

#### **Section 1**

The President, having taken the chair, will direct the Sergeant-at-Arms to take his/her station at the door of the meeting room and see that it is securely closed. After calling the meeting to order, the President will request the Marshall to confirm that all attendees are in good standing. The Chair will direct all other officers to take their respective places.

#### **Section 2**

All rules of order, not herein provided for, shall be governed by Robert's Rules of Order.

#### **Section 3**

No questions shall be entertained unless moved by two (2) members, nor open for consideration until stated by the Chair.

## **Section 4**

When a question is before the meeting, no motion shall be received except:

- to adjourn
- to lay on the table the previous question
- to postpone indefinitely

Such motions shall have precedence in the order which they are named and will be decided without debate.

## **Section 5**

All questions not otherwise provided for shall be determined by a majority vote.

## **Section 6**

When a member intends to speak on a question he/she shall rise, address the Chair, confine his/her comments to the question and avoid personalities. Should more than one member rise at the same time, the Chair shall decide who is entitled to the floor.

## **Section 7**

No member shall speak:

1. more than twice on the same question, or
2. more than once until all others have had an opportunity or
3. more than five (5) minutes unless given special permission by the Chair

## **Section 8**

The President, while presiding, shall state every question coming before the meeting and immediately before putting it to a vote shall ask, "Is the meeting ready for the question?". Should no member rise to speak, the President shall rise to state the question. After he/she has risen no member shall speak upon it unless by consent of the President. He/she shall pronounce the votes and decision of the meeting on all subjects. If the decision is appealed the question shall be stated thus, "Will the meeting sustain the Chair in its decision?" The appeal must be decided without debate.

## **Section 9**

A member may be called to order while speaking. At this point all debate is suspended and the member must take his/her seat until the question of order is decided.

## **Section 10**

The President may speak to points of order in preference to other and shall decide questions of order. Any member may appeal to the meeting and said appeal must be decided without debate.

## **Section 11**

After a motion of resolution has been stated by the Chair, or read by the Office Administrator, it may be withdrawn before a decision or amendment by consent of the meeting. An amendment to a motion under consideration must be accepted by the meeting or by the mover of said motion before it is embodied in the original.

## **Section 12**

Every motion shall be written should the Chair or Office Administrator so desire.

## **Section 13**

An amendment to an amendment is in order, but none further.

## **Section 14**

No question shall be put to a vote, or a vote taken while a member is speaking.

## **Section 15**

All special committees shall be appointed by the Chair unless otherwise ordered or provided for.

## **Section 16**

Any of these rules may be added to, altered, repealed or suspended at any regular or special meeting of the members by a majority vote of the members present, with the exception of those rules mandated by the American Federation of Musicians Bylaws. The parliamentary reference shall be Roberts Rules of Order, current revision.

## **Article XXII – ORDER OF BUSINESS**

- A. Calling the roll
- B. Moment of Silence
- C. Reading of the minutes of the last regular and special meetings
- D. Report of the President
- E. Report of the Office Administrator
- F. Continuing Business
- G. New Business
- H. Appointment of committees
- I. Notices of motion
- J. Good and welfare
- K. Adjournment

## **REVOCATION**

*All previous Bylaws of Local 293 passed heretofore are repealed.*



*Larry Feudo  
President  
Local 293*



*Reg Denis  
First Vice-President  
Local 293*

Date: November 27, 2024

## **APPENDIX 1 – Code of Conduct**



### **Executive Board and Employees**

#### **Code of Conduct**

##### **1. PURPOSE**

- 1.1 The fundamental relationship between a Board member and the Board on which they serve should be one of trust; essential to trust is a commitment to honesty and integrity. Ethical conduct within this relationship imposes certain obligations.
- 1.2 The purpose of this Code of Conduct is to set out minimum standards of ethical conduct expected of all members of the Executive Board of the Hamilton Musicians' Guild, Local 293, AFM and employees of the Guild.

##### **2. SCOPE**

- 2.1 This Code of Conduct applies to all Executive Board members of the Hamilton Musicians' Guild, including those appointed or elected, voting or non-voting, emeritus officers and employees.

##### **3. DUTIES**

- 3.1 The effective governance of the Hamilton Musicians' Guild is contingent on Board members fulfilling their roles and responsibilities with the highest standards of conduct.
- 3.2 Duty of Loyalty – Board members have a duty to be responsible first and foremost to the welfare of the Hamilton Musicians' Guild and must function primarily as a member of the

Board, not as a member of any particular constituency. Members of specific constituency groups such as OCSM (The Organization of Canadian Symphony Musicians) or SOCAN (Society of Composers, Authors and Music Publishers of Canada) may bring forward to Board discussions the views of their respective constituency; however, in deliberations and voting they shall always act in accordance with the best interest of the Hamilton Musicians' Guild as a whole.

3.3 Duty of Care – Board members are expected to act at all times in a prudent and diligent manner by:

- (i) informing themselves of the duties, ethics and legal obligations of Board members in general and conducting themselves according to such duties, ethics and legal obligations;
- (ii) informing themselves specifically as to the policies, business and affairs of the Hamilton Musicians' Guild and conducting themselves and exercising their judgment in light of such policies, business and affairs;
- (iii) regularly attending meetings and adequately preparing for and executing the duties expected of them;
- (iv) using their level of knowledge and expertise effectively in dealing with the affairs of the Hamilton Musicians' Guild; and
- (v) exercising independent judgment.

3.4 Duty of Integrity – Board members are expected to act at all times honestly and in good faith.

3.5 Duty of Confidentiality – Board members have a duty to maintain the confidentiality of information received in the course of their duties and to not use such information for any purpose outside that of undertaking the work of the Board.

3.6 Board members' conduct shall reflect social standards of courtesy, respect and dignity.

3.7 Board members shall act in accordance with the principle that the Board speaks with one voice. The Board Chair (1) or someone designated by the Chair represents the Board in public and Board members must refer to the Chair for public comments about the Board and its decisions.

1

*"Board Chair" is the President or his/her designate*

#### **4. COMPLIANCE WITH THE LAW**

4.1 Board members shall act at all times in full compliance with both the letter and the spirit of all applicable laws.

4.2 In his/her relationship with the Hamilton Musicians' Guild, no Board member shall commit or condone an unethical or illegal act or instruct another Board member, employee, or supplier to do so.

4.3 Board members are expected to be sufficiently familiar with any legislation that applies to their work to recognize potential liabilities and to know when to seek legal advice. If in doubt, Board members are expected to ask for clarification.

4.4 Falsifying any record of transactions is unacceptable.

4.5 Board members shall not only comply fully with the law, but shall also avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance.

## 5. CONFLICTS OF INTEREST

5.1 In general, a conflict of interest exists for Board members who use their position with the Hamilton Musicians' Guild to benefit themselves, friends or families.

5.2 A Board member shall not use his or her position with the Hamilton Musicians' Guild to pursue or advance the Board member's personal interests, the interests of a related person **(2)**, the Board member's business associate, corporation, union or partnership, or the interests of a person to whom the Board member owes an obligation.

**2**

*"related" person* means a spouse, child, parent or sibling of a Board member

5.3 A Board member shall not directly or indirectly benefit from a transaction with the Hamilton Musicians' Guild over which a Board member can influence decisions made by the Hamilton Musicians' Guild.

5.4 A Board member shall not take personal advantage of any opportunity available to the Hamilton Musicians' Guild unless the Hamilton Musicians' Guild has clearly and irrevocably decided against pursuing the opportunity, and the opportunity is also available to the public.

5.5 A Board member shall not use his or her position with the Hamilton Musicians' Guild to solicit clients for the Board member's business, or a business operated by a related person, close friend, family Board member, business associate, corporation, union or partnership of the Board member, or a person to whom the Board member owes an obligation.

5.6 A Board member shall avoid any situation in which there is, or may appear to be, potential conflict **(3)** which could appear **(4)** to interfere with the Board member's judgment in making decisions in the best interest of the Hamilton Musicians' Guild.

**3** "conflict" means a conflict of interest or apparent conflict of interest

**4**

"apparent" *conflict of interest* means any situation where it would appear to a reasonable person that the

Board member is in a conflict of interest situation

5.7 There are several situations that could give rise to a conflict of interest. The most common are accepting gifts, favors or kickbacks from suppliers, close or family relationships with outside suppliers, passing confidential information to competitors or other interested parties or using confidential information inappropriately. The following are examples of the types of conduct and situations that can lead to a conflict of interest:

(i) influencing the Hamilton Musicians' Guild to lease equipment from a business owned by the Board member's spouse or a related person;

- (ii) influencing the Hamilton Musicians' Guild to allocate funds to an institution where the Board member or his or her relative works or is involved;
- (iii) participating in a decision by the Hamilton Musicians' Guild to hire or promote a relative of the Board member;
- (iv) influencing the Hamilton Musicians' Guild to make all its travel arrangements through a travel agency owned by a relative of the Board member;
- (v) influencing or participating in a decision of the Hamilton Musicians' Guild that will directly or indirectly result in the Board member's own financial or other gain.

5.8 Board members shall fully disclose all circumstances that could conceivably be construed as conflict of interest.

## **6. DISCLOSURE**

- 6.1 Full disclosure enables Board members to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty can arise.
- 6.2 A Board member shall, immediately upon becoming aware of a potential conflict of interest situation disclose the conflict, in writing, to the Board Chair. This requirement exists even if the Board member does not become aware of the conflict until after a transaction is complete.
- 6.3 If a Board member is in doubt whether a situation involves a conflict, the Board member shall immediately seek the advice of the Board Chair. If appropriate, the Board may wish to seek advice from the office of the Vice President from Canada of the AFM.
- 6.4 After disclosing the conflict, the Board member:
  - (i) shall not take part in the discussion of the matter or vote on any questions in respect of the matter (although the Board member may be counted in the quorum present at the Board meeting);
  - (ii) may remain in the room if the meeting is open to the public, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict;
  - (iii) shall, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed; and
- 6.5 shall not attempt, in any way or at any time, to influence the discussion or the voting of the Board on any question relating to the matter giving rise to the conflict.
- 6.6 Unless a Board member is otherwise directed by the Board Chair, a Board member shall immediately take steps to resolve the conflict or remove the suspicion that it exists.
- 6.7 If a Board member is concerned that another Board member is in a conflict of interest situation, the Board member shall immediately bring his or her concern to the other Board member's attention and request that the conflict be declared. If the other Board member

refuses to declare the conflict, the Board member shall immediately bring his or her concern to the attention of the Board Chair. If there is a concern with the Board Chair, the issue shall be referred to office of the Vice President from Canada, AFM.

6.8 If a Board member does not agree that a conflict exists, the Board member shall leave the meeting and the Board Chair shall put the question to the Board for discussion and vote. A majority ruling by the Board shall determine the issue and the Board's decision shall be final.

## **7. OUTSIDE BUSINESS INTERESTS**

7.1 Board members shall declare possible conflicting outside business activities at the time of appointment. Notwithstanding any outside activities, Board members are required to act in the best interest of the Hamilton Musicians' Guild.

7.2 No Board member shall hold a significant financial interest, either directly or through a relative or associate, or hold or accept a position as an officer or Board member in an organization in a material relationship with the Hamilton Musicians' Guild, where by virtue of his or her position in the Hamilton Musicians' Guild, the Board member could in any way benefit the other organization by influencing the purchasing, selling or other decisions of the Hamilton Musicians' Guild, unless that interest has been fully disclosed in writing to the Hamilton Musicians' Guild.

7.3 A "significant financial interest" in this context is any interest substantial enough that decisions of the Hamilton Musicians' Guild could result in a personal gain for the Board member.

7.4 These restrictions apply equally to interests in other associations that may compete with the Hamilton Musicians' Guild in all of its areas of activity.

## **8. CONFIDENTIAL INFORMATION**

8.1 Board members may have access to confidential information by reason of their employment or their official designation within the Guild. Board members must not make such information available unless it is public information or unless otherwise directed to do so by the Board Chair. Where Board member is unsure of the status of information, before making any release he/she shall discuss it with the President who may see fit to consult with the office of the Vice President from Canada, AFM.

For Example, particular care should be exercised in releasing information relating to the following matters:

- items under litigation;
- personnel matters;
- information which infringes on the right to privacy of others;
- sources of complaints about a variety of matters where the identity of the complainant is given in confidence;
- items under negotiation.

The above is not intended to be an exhaustive list of examples.

- 8.2 Confidential information includes proprietary technical, business, financial, legal or any other information which the Hamilton Musicians' Guild treats as confidential.
- 8.3 Board members shall not, either during or following the termination of their appointment, disclose such information to any outside person unless authorized by the Board Chair.
- 8.4 Similarly, Board members shall never disclose or use confidential information gained by virtue of their association with the Hamilton Musicians' Guild for personal gain, or to benefit friends, relatives, a related person or associates.
- 8.5 If in doubt about what is considered confidential, a Board member shall seek guidance from the Board Chair.

## **9. MEDIA RELATIONS**

- 9.1 Only the President or his/her authorized designate should comment to the media on Hamilton Musicians' Guild policy matters unless otherwise instructed to do so by the Executive Board. This is not intended to restrict the ability of Board member to express an opinion on general interest matters, where the Board member makes it clear that he/she is commenting as a private individual and not in his/her capacity as a Board member of the Hamilton Musician's Guild.

## **10. OUTSIDE EMPLOYMENT OR ASSOCIATION**

- 10.1 A Board member, who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to the interest of the Hamilton Musicians' Guild, shall discuss the implications of accepting such a position with the Board Chair recognizing that acceptance of such a position might require the Board member's resignation from the Hamilton Musicians' Guild Executive Board.

## **11. ENTERTAINMENT, GIFTS AND FAVOURS**

- 11.1 It is essential to fair business practices that all those who associate with the Hamilton Musicians' Guild, as suppliers, contractors or Board members, have access to the Hamilton Musicians' Guild on equal terms.
- 11.2 Board members and related persons shall not accept entertainment, gifts or favors that create or appear to create a favored position for doing business with the Hamilton Musicians' Guild. Any firm offering such inducement shall be asked to cease.
- 11.3 Similarly, no Board member shall offer or solicit gifts or favors in order to secure preferential treatment for themselves or the Hamilton Musicians' Guild.
- 11.4 Under no circumstances shall a Board member offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any Board member experiencing or witnessing such an offer shall report the incident to the Board Chair immediately.

- 11.5 Gifts and entertainment shall only be accepted or offered by a Board member in the normal exchanges common to established business relationships for the Hamilton Musicians' Guild. An exchange of such gifts shall create no sense of obligation on the part of the Board member.
- 11.6 Inappropriate gifts received by a Board member shall be returned to the donor.
- 11.7 Full and immediate disclosure to the Board Chair of borderline cases will always be taken as good-faith compliance with these standards.

## **12. COMPLIANCE**

- 12.1 The Hamilton Musicians' Guild shall behave, and be perceived, as an ethical organization and accordingly, each Board member shall adhere to the minimum standards described herein and to the standards set out in applicable policies, guidelines or legislation.
- 12.2 Integrity, honesty, and trust are essential elements of the Hamilton Musicians' Guild success. Any Board member who knows or suspects a breach of this Code of Conduct has a responsibility to report it to the Board Chair.
- 12.3 To demonstrate determination and commitment, each Board member shall review and declare compliance with this Code of Conduct upon joining the Board and annually.

## **13. BREACH**

- 13.1 A Board member found to have breached his/her duty by violating the minimum standards set out in this document may be liable to disciplinary action as per AFM and Local 293 Constitution and Bylaws and may lead to grounds for dismissal or forfeiture of office.

## **14. WHERE TO SEEK CLARIFICATION**

- 14.1 Normally, the Board Chair or the office of the Vice President from Canada, AFM shall be responsible to provide guidance on any item concerning standards of ethical behavior.

**I ACKNOWLEDGE that I have read and considered the Code of Conduct for Board members of the Hamilton Musicians' Guild and agree to conduct myself in accordance with the Code of Conduct for Board members.**

### 2024/2025 Executive Board

NAME	SIGNATURE	DATE
Larry Feudo		
Reg Denis		
Paul Panchezak		
Ron Palangio		
Ryan McKenna		
John Morris		
Loralee McGuirl		
Bruce Tournay		

