

## The Constitution of The Company of Fifers & Drummer

These rules outline the structure and administrative procedure of The Company of Fifers & Drummers, Inc., which is incorporated as a non-stock, non-profit corporation under the Non-Stock Corporation Act of the Connecticut General Statutes.

The Company of Fifers & Drummers, Inc. shall hereafter in this document be referred to as "The Company."

### Article I. PURPOSES.

The purposes of The Company are as follows:

- to promote and advance scientific research, education, knowledge, and preservation with respect to the music, history, and traditions of the fife and drum in the United States
- to foster research and study in this field, particularly among corps members, musical scholars, historians, and collectors

These purposes are to be accomplished through means which include publications, workshops, public exhibits and displays, musters, and field shows. The objects of this organization are exclusively scientific and educational.

The Company seeks:

- to perpetuate the American heritage of fife and drum music
- to encourage the development of young fifers and drummers
- to support the formation of new fife and drum units
- to support and render assistance to school systems desirous of forming such field units
- to promote a greater understanding and appreciation for the music of fife and drum among all people
- to foster the spirit of fraternalism within the fife and drum community by creating closer harmony among individuals and groups
- to develop a broader understanding among units for the great variety of musical persuasions within the framework of fife and drum
- to encourage greater instrumental proficiency on the part of all fifers and drummers regardless of musical persuasion
- to establish a permanent Archives and Museum to chronicle the history and development of fife and drum, primarily in America, but also including allied and complementary history and developments from other nations
- to identify, collect, and preserve historical artifacts and music related to fifes and drums, and their use
- to develop and maintain cooperative relationships with historical, educational, and service organizations
- to encourage the international exchange of musical ideas among military field music groups from other nations

It is the accomplishment of these purposes that we seek to effect, and that in large part depends on a spirit of cooperation and good fellowship best illustrated by the words of a beloved predecessor, who remarked to a gathering of Ancients in February, 1946:

"As long as we shall have for our objective a fraternal spirit, a touch of the elbow and comradeship among our members, we shall manage to solve all of tomorrow's problems and grow stronger in unity and purpose year after year after year."

## **Article II. MEMBERSHIP.**

The classes, rights, privileges, qualifications, obligations and the manner of election or appointment of members are as follows:

### **Section 1. Eligibility for membership.**

Any ancient fife and drum corps or similarly-approved unit is eligible for membership, provided such organization is sponsored by one (1) member corps in good standing and not opposed by more than ten percent (10%) of the total voting membership.

Any individual member of the public is eligible for membership.

### **Section 2. Classes of membership.**

- **Ancient.** A musical unit which uses as its primary instrumentation the unkeyed fife, rope-tensioned snare drum, and "rudimental" two-stick rope-tensioned bass drum, and which plays traditional and historically-oriented field music.
- **Associate.** A musical unit which does not qualify for membership under Ancient, but which generally supports the purposes of The Company.
- **International.** A musical unit from another nation, which generally supports the purposes of The Company.
- **Institutional.** Any institution which generally supports the purposes of The Company.
- **Individual.** Any individual member of the public who generally supports the purposes of The Company.
- **Company.** This class of membership may include subclasses such as Honorary, Junior, and Life which are differentiated only by the amount and manner of payment of dues.

### **Section 3. Attainment of membership.**

**Ancient Corps.** Ancient fife and drum corps seeking membership in The Company shall submit to The Company an appropriate completed membership application along with payment in full for the current yearly dues. The applying corps must be sponsored by one (1) member corps of The Company in good standing.

The Executive Committee shall review the application and vote on whether to recommend the applying corps for membership. The application and resultant recommendation shall be presented to the voting membership present at the next general meeting of The Company. If a favorable majority vote is received, the applying corps shall then enjoy all rights and privileges of membership. The applying corps shall be notified in writing in either case, and if membership is denied, the advance payment of dues shall be returned.

**Other Memberships.** Applicants for other classes of membership shall submit to The Company an appropriate completed membership application along with payment in full for the current yearly dues. An application may be denied by the Executive Committee for conduct or character judged detrimental to purposes of The Company. Otherwise, these applicants shall then enjoy all rights and privileges of non-voting membership.

### **Section 4. Good Standing**

**Ancient Corps.** Ancient fife and drum corps shall be considered in good standing so long as their dues are paid up to date and they have maintained their character as described in their membership application on file.

**Other Categories.** All other categories of membership shall be considered in good standing so long as their dues are paid up to date.

### **Section 5. Suspension of membership.**

Ancient Corps. Ancient fife and drum corps whose dues are in arrears by one (1) or two (2) annual payments, will have their memberships suspended, and lose their voting privileges. They will be reinstated upon payment of outstanding dues.

**Section 6. Termination of membership.**

Ancient Corps. Ancient fife and drum corps whose dues are in arrears by three (3) annual payments, will have their memberships terminated, and to be reinstated must re-apply as new members.

Ancient fife and drum corps believed not to have maintained their character as described in their membership application on file, may have their membership status reviewed by the Executive Committee. If the Executive Committee so concludes, the membership status shall be presented to the voting membership present at the next general meeting of The Company. If an unfavorable majority vote is received, the membership of the Ancient corps shall be terminated.

Any membership may be terminated by the Executive Committee for conduct or character judged detrimental to purposes of The Company.

**Article III. DUES.**

The amount of dues and the due dates for their payment shall be determined annually by the Executive Committee for each class of membership at its November meeting and shall be announced at the next general meeting.

**Article IV. VOTING.**

**Section 1.** Each voting member, an Ancient musical unit in good standing, shall have one vote, regardless of the number of members in the corps.

**Section 2.** Each voting member, by a method of its own choosing, shall designate one delegate and one alternate delegate to The Company, and notify The Company of such designation in writing. For any given meeting, should neither the delegate nor alternate be available to attend, a corps may designate a substitute in writing. Each designated representative, delegate, alternate, or substitute, shall be at least eighteen (18) years of age.

**Section 3.** Only designated representatives authorized in accordance with the provisions of Section 2 above, shall be allowed to vote at any meeting of The Company. The vote shall be cast by the delegate if present, the alternate if the delegate is not present, or a substitute if neither is present.

**Section 4.** All designated representatives shall prove their credentials to the Second Vice President, if challenged.

**Section 5.** Matters submitted to the members for vote by the Administrative Officer in charge of a meeting shall be decided by the vote of a majority of the designated representatives voting at the meeting.

**Section 6.** Voting at all General and Annual meetings of The Company shall be by voice vote or a show of hands of the designated representatives. If a roll-call vote is requested by any designated representative, the Secretary shall conduct the vote and maintain a record of the voting. The President shall have discretion in authorizing a vote by closed ballot.

**Section 7.** Whenever a vote by mail is decided on by the Executive Committee, the Secretary shall prepare a ballot stating the issue or issues upon which the vote is to be taken, and oversee the mailing of the ballots to each corps which is entitled to a vote. The mailing shall allow sufficient time for the ballots to be received, acted upon intelligently, and returned before any deadline imposed. Envelopes containing returned ballots shall be

opened and counted under the supervision of the Executive Committee at their next meeting scheduled after the deadline imposed for returning the ballots.

The vote of members in a mail vote shall be determined from the total number of members who actually vote by mail, rather than from the total number of members entitled so to vote.

**Section 8.** The election of officers shall be by mail vote, in accordance with the provisions of Section 7 above, except that:

- the Nominating Committee shall prepare and mail the ballots - the Nominating Committee shall open the ballots and count the votes

**Section 9.** No proxy votes shall be allowed.

#### **Article V. MEETINGS.**

**Section 1.** General meetings of The Company shall be held in April, September, November, and February.

**Section 2.** The Annual meeting shall be held in April following the General meeting.

**Section 3.** Notification of the annual meeting and all general meetings shall be provided to the voting member corps by the Secretary no fewer than ten (10) nor more than sixty (60) days before the next meeting date. In addition, notice to the total membership shall be provided by means of the website and the newspaper of The Company.

**Section 4.** A list of members corps entitled to vote shall be made available to any voting member corps from the time notice of the meeting is made until the meeting is concluded.

**Section 5.** The Executive Committee shall meet prior to each General meeting of The Company. Meetings may be held at other times and dates as determined either by the President, any two (2) other members of the Executive Committee, or any two (2) Trustees. The President will then direct the Secretary to provide at least two-day prior notification of such meetings to all members of the Executive Committee.

**Section 6.** The Trustees will meet at times and dates as determined by any two (2) Trustees, who will then provide at least two-day prior notification of such meetings to the other Trustees.

**Section 7.** The Executive Committee and the Trustees each may take action without a meeting upon consent of a majority of its respective members. Written confirmation of such vote signed by each member voting shall be delivered to the Secretary at the next Executive Committee meeting.

#### **Article VI. ELECTIONS.**

Elections for all officers of The Company shall be held biennially by mail on odd numbered years. The Nominating Committee shall prepare a slate of candidates and present it to the Executive Committee for approval. After approval, the Nominating Committee shall mail the ballots to the voting member corps by the end of February of the election year, with the requirement that they be returned by the date of the Annual Meeting in April.

#### **Article VII. QUORUMS.**

**Section 1.** A Quorum for the transaction of business at any meeting of The Company shall consist of the designated representatives of at least 13 voting members or ten (10) percent of the voting membership at the time of such meeting, whichever is greater.

**Section 2.** A Quorum for the acts of the Administrative Committee, the Executive Committee, or the Trustees shall consist of a majority of the members of such body serving at the time a vote is taken

## **Article VIII. OFFICERS.**

**Section 1.** Elected officers of The Company shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer known as Administrative Officers, and ten (10) other members known as Executive Officers.

**Section 2.** Administrative Officers must be Individual Members of The Company in good standing and at least twenty-one (21) years of age at the time of their election.

**Section 3.** Executive Officers must be Individual Members of The Company in good standing and at least eighteen (18) years of age at the time of their election.

**Section 4.** The Administrative and Executive Officers shall be elected by a plurality of the voting members of The Company voting in each election.

**Section 5.** The Administrative Committee may nominate and the Executive Committee approve special positions created for the purpose of promoting the goals of The Company. The duties, authority, and terms of such special positions shall be set forth in the resolutions creating them.

**Section 6.** Any Officer may resign by filing a written resignation with the Secretary. Unless the resignation shall state otherwise, it shall be effective upon receipt by the Secretary.

**Section 7.** Any Officer may be removed for cause by the affirmative vote of three-fourths (3/4) of the Executive Committee present at any meeting. The notice for any meeting at which a vote is to be taken on the removal of any Officer, Executive or Administrative, shall state such business on the agenda for that meeting. For cause shall be conduct inconsistent with the general standards of conduct for directors set forth in Section 33-1104 of the Connecticut General Statutes, as the same may be amended from time to time.

**Section 8.** An office, vacated for any reason, shall be filled by a person nominated by the Administrative Committee and approved by a two-thirds (2/3) vote of the Executive Committee.

## **Article IX. DUTIES OF THE OFFICERS.**

**Section 1.** The President shall:

- preside at all meetings of The Company
- conduct its business in accordance with the Certificate of Incorporation and the Constitution
- decide on the pertinence of all questions and debates
- have the right to speak on all subjects by vacating the Chair

Except in deciding a tie, the President may not vote unless acting as a corps delegate after having presented the proper credentials to the Second Vice President prior to the opening of the meeting. If this privilege is used, the President may not then vote to break a tie on that particular issue.

The President shall also:

- preside at all Executive Committee and Administrative Committee meetings
- conduct the business of these committees as prescribed in the Constitution.

**Section 2.** The First Vice President shall:

- perform the duties of the President in the absence of the President
- take the chair when requested by the President

When acting as President in presiding over a meeting, the First Vice President shall be governed by the same rules of voting as the President.

**Section 3.** The Second Vice President shall:

- oversee questions of delegate credentials at all meetings and other gatherings of the company where this may be an issue
- take responsibility for the comfort and convenience of the members at all meetings
- perform the duties of the President in the absence of the President and the First Vice President

**Section 4.** The Secretary shall:

- keep all records of The Company - take minutes of all meetings, including Administrative and Executive Committee meetings, reporting same to the body in writing within 30 days
- have custody of all official records of the Company

The secretary may appoint not more than two (2) assistant secretaries to serve as necessary, subject to the approval of the Executive Committee.

**Section 5.** The Treasurer shall:

- keep all financial records of the Company
- be the only authorized person to sign checks for the Company, unless the authority is expressly delegated to others, on the recommendation of the Treasurer, by the Executive Committee
- have custody of all financial books and records of The Company

If check-writing authority is delegated, the Treasurer shall oversee and require reports at least quarterly concerning expenditures and income of funds delegated

**Section 6.** The Executive Officers shall:

- attend all meetings of the Executive Committee
- oversee committee operations
- take responsibility for any member corps assigned to them.

Any member of the Executive Committee may be assigned a definite task by the President, with the approval of the remaining committee members. These duties shall be performed efficiently and reports made to the body when requested.

## **Article X. TERMS OF OFFICE.**

The Administrative Officers and Executive Officers shall be elected biennially and serve for a period of two (2) years.

## **Article XI. TRUSTEES.**

**Section 1.** There shall be a minimum of five trustees of The Company.

**Section 2.** Eligibility for the office of Trustee shall be as follows:

- Service as an Administrative Officer for at least two terms (4 years), or
- Service as an Administrative Officer for one term (2 years) and as Executive Officer for at least two terms (4 years), or
- Service as an Executive Officer for at least three terms (6 years).

In any of the above cases, the terms need not be consecutive.

**Section 3.** Trustees will serve without limitation as to term, but may be removed from office for cause by a three-fourths (3/4) majority of the Executive Committee or the unanimous vote of the remaining Trustees. For cause shall be conduct inconsistent with the general standards of conduct for directors set forth in Section 33-1104 of the Connecticut General Statutes, as the same may be amended from time to time. The notice for any meeting at which a vote is to be taken on the removal of any Trustee shall state such business on the agenda for that meeting.

**Section 4.** Two (2) new members may be added to the office of trustee every five (5) years. Nominations shall be made by the Trustees and approved by a three-fourths (3/4) majority of the Executive Committee. This nomination shall be approved at the next annual meeting by a three-fourths (3/4) majority of the voting members present.

**Section 5.** The Trustees shall oversee the activities of the Company to ensure that no activity is inconsistent with its tax exempt purpose. In the event that the Trustees determine that an activity of the Company is inconsistent with its tax exempt purpose, they shall report the same to the Executive Committee and ensure that said activity terminates forthwith.

**Section 6.** Acts of the Trustees shall be decided by a majority vote of the Trustees present and voting at a meeting.

## **Article XII. COMMITTEES.**

**Section 1.** The Administrative Committee shall consist of the Administrative Officers, and shall recommend to the Executive Committee policies and activities to be undertaken, and shall nominate all committee chairmen.

**Section 2.** The Executive Committee shall consist of the Administrative Officers and the ten (10) Executive Officers and shall govern the activities of The Company in all aspects.

**Section 3.** The Executive Committee shall create sub-committees, special committees, or standing committees, structured with or without Executive Committee members serving, for any purpose deemed necessary and shall approve, by majority vote, all committee chairpersons.

**Section 4.** Unless required otherwise in this Constitution or the Certificate of Incorporation of The Company, the acts of the Administrative Committee and the Executive Committee shall be decided by a vote of the majority of the members of each said Committee present and voting at their respective meetings.

**Section 5.** The Nominating Committee shall be appointed biennially at the annual meeting in April in even numbered years. All members of the Nominating Committee shall be appointed by the Administrative Committee and approved by the Executive Committee. The Nominating Committee shall consist of: one Trustee, one past officer, and three Individual members of The Company in good standing. No Nominating Committee member shall be a candidate for office in this election. One present officer will serve as non-voting chairman of the Nominating Committee, but may be a candidate for office in this election.

## **Article XIII. ORDER OF BUSINESS.**

At general and annual meetings, or at the national convention, the following shall be the order of business:

Call to order

Prayer

Remembrances

Roll Call  
Previous Minutes  
Old Business  
Communications  
Officers and Committee Reports  
Applications  
New Business  
Good and Welfare

The Administrative Officer in charge may, with the approval of the membership present, alter the order of business, or call for a short recess between items of business, to suit the convenience of the membership.

When an election is held, it shall be the last order of business.

#### **Article XIV. FINANCES.**

**Section 1.** The Treasurer shall be the chief financial officer of The Company and shall provide financial reports to the Comptroller and the Executive Committee when requested and to the membership at the annual meeting in April.

**Section 2.** The Treasurer shall have total control of all finances and shall be bonded by a surety company bond in an amount of One Thousand (\$1,000) Dollars in excess of the balance from all sources on hand on January 1 of the preceding year.

**Section 3.** The Treasurer may, with the approval of the Executive Committee, permit committee chairpersons, officers and other appointees of the Executive Committee serving in some special capacity to maintain a checking account, provided a resolution authorizing said account is signed by the President then serving.

#### **Article XV. THE COMPANY PRAYER.**

The following is the prayer of The Company of Fifers & Drummers, as prepared and offered by Father Kenneth Kinner, Chaplain Emeritus of The Company:

Almighty God, Father of freedom, Author of the blessings of liberty; we thank you for the great company of ancient musicians who in their several generations have been instruments in the search for human dignity and messengers in the pursuit of happiness; we commend all who have marched before us into Your safekeeping, seeking for ourselves such wisdom and understanding as may strengthen us as citizens of a free society, inspiring in others a like desire by our music and example; we ask Your protection for fifers and drummers throughout the land and the hope of Your divine providence for all.  
Amen.

#### **Article XVI. AMENDMENTS.**

Amendments shall be made as follows:

**Section 1.** To the Certificate of Incorporation: by a majority of the Trustees, a two-thirds (2/3) majority of the Executive Committee, and a two-thirds (2/3) majority of the voting membership. Notice of such amendment must be given to all voting members not more than ninety (90) days nor less than thirty (30) days in advance of



the vote.

**Section 2.** To this Constitution: by a majority of the Trustees and a majority of the Executive Committee,

**Section 3.** Article XV and this Section 3 of Article XVI shall not be amended.

Updated 9/15/2018 - Removed "domestic" from Ancient and Associate membership classes, allowing international corps the same voting privileges as domestic corps.

- Executive Committee Approval: 6/4/18
- Trustees Approval: 7/10/18
- General Membership Approval: 9/15/18