



# By-Laws

## ARTICLE I MEMBERSHIP

### **Terms under which a person may be admitted to the Society.**

1. There shall be the following classes of membership
  - a. Life Membership -- entitles the member to all rights and privileges of the Society
  - b. Honourary Membership -- entitles membership for the duration of one year. Honourary members will have no voting privileges but will be eligible for all other rights and privileges of the Society.
  - c. Patron -- Patrons are required to provide a yearly patronage fee to be set by the Directors of the Society. Each Patron shall have one (1) vote along with all the other rights and privileges of the Society.
  - d. General Membership -- each General Member is to provide a yearly membership fee to be set by the Directors of the Society. Each General Member shall have one (1) vote along with all other rights and privileges of the Society.
  - e. Show Membership -- entitles a member to volunteer on a particular show. Show members will have no voting privileges but will be eligible for other rights and privileges of the Society until the close of that particular show.
2. The Society may, at any time, confer on any citizen, without levy of fee, an Honourary Membership in the Society, the duration of which shall be one (1) year, by passage of an ordinary resolution at any meeting of the Directors of the Society.
3. The Society may at any time confer on any citizen, without levy of fee, and who has rendered meritorious service to Cranbrook Community Theatre Society, in the general field of drama, a Life Membership in the Society by passage of an ordinary resolution at any meeting of the Directors of the Society.
4. Each member is entitled to have one (1) voting privilege in the Society. Honourary Member and Show Member will have no voting privileges.
5. The membership fees for each class of member shall be determined by the Board of Directors and shall be subject to ratification by the General Membership at the next Annual General Meeting or Special General Meeting.
6. The said membership fees shall be due and payable as follows:
  - a. Upon application for membership. The Annual Fee will cover for one year from the date of the application.
  - b. Annual Membership fees payable on the date one year following the previous annual payment.
7. The subscribers to the Constitution and those By-Laws shall have the same rights as any other member.
8. The subscribers to this Constitution and these By-Laws shall have the same duties as any other member.
9. It is the duty of each member, in order to remain in good standing in the Society, to comply with the By-Laws of the Society and pay when due the membership fee, if any, for the current year.

## ARTICLE II – Termination of Membership

### **Conditions under which a membership in the Society ceases:**

1. Any members may make written application to the Board of Directors to be deleted from the membership in the Society and upon receipt of such notice by the Board, the member shall cease to be a member.

2. A member shall cease to be a member if he, or she, or it, fails to pay the annual membership fee, if any, on the due date.

**Conditions under which a member may be expelled from the Society:**

3. A member of any class of membership may be expelled from the Society by a Special Resolution of the members passed in a general meeting called for that purpose.
4. At any meeting described in the above Article II, clause (3), such a member has the right to speak on his, or her, or its own behalf.

**ARTICLE III – Meetings of the Membership**

**Month of the Annual Meeting**

1. The Annual General Meeting shall be held within three (3) months of the financial year end of the Society in the City of Cranbrook, British Columbia on a suitable day to be fixed by the Board of Directors of the Society.

**Notice of General or Special Meetings**

2. Every notice of any Annual, General or Special meeting of the Society shall state the general nature of the business of the meeting, and such written notice shall be given to every member fourteen (14) days before such meeting is to take place.

**The manner in which the notice is to be given**

3. The notice of any Annual, General or Special Meeting shall be deemed to be given to every member if mailed, electronically conveyed, or handed to every member.

**The manner in which the meeting is held**

4. Any special meeting or annual general meeting of the members of the Cranbrook Community Theatre Society may be held by:
  - (i) telephone, video conferencing or any other method, if the method permits all persons participating in the meeting to communicate with each other during the meeting, or
  - (ii) any other method that is permitted at the time the meeting is held under the Society Act (British Columbia) and the regulations thereunder as in effect at the time of the meeting.
5. Special General Meetings may be called by the President, or any two (2) Directors, or at the request of not less than ten (10) percent of the membership, if the general nature of the business of such a meeting is specified in writing to the Board of Directors. Fourteen (14) days of notice in writing must be given to all members before the date of such meeting.
6. The rules of procedure at an Annual, General or Special Meeting shall be determined by the Board of Directors or if any member objects the 'Roberts Rules of Order' shall apply.

**Quorum for meetings of the Members**

7. A quorum for the transaction of business at any Annual, General or Special Meeting of the Society shall be ten (10) members, either present in person or represented by written proxy. Should there be at any time less than ten (10) members in the Society then the total of these members shall constitute a quorum.

### **Voting rights of Members**

8. All members may vote at any meeting of the members of the Society, except that Honorary Members and Show Members will not have a voting right, and also that the member is in good standing for at least one (1) month prior to that meeting.
9. Each member in good standing of the Society may carry no more than two (2) only proxy votes on behalf of one (1) or two (2) other members in good standing of the Society. The proxy carrier must carry a written statement, signed by the absent member, indicating his, her or its right to vote on behalf of the said absent member.

### **ARTICLE IV – Directors and Officers**

1. The Society is governed by a Board of Directors elected from the membership. Each Director must be a voting member in good standing.
2. The first Directors of the Society shall be the subscribers to this Constitution and these By-Laws. The Directors shall all retire at the first annual meeting whereupon four (4) Directors shall be elected for one (1) year terms and four (4) Directors for two (2) year terms. At each successive annual meeting four (4) Directors shall be elected for two (2) terms by members of the Society.

### **Appointment of Directors**

3. The Board of Directors shall consist of no more than twelve (12), each elected to a two-year term. Up to six (6) of these positions shall be elected in odd numbered years and the remaining up to six (6) elected in even-numbered years.
4. No more than two (2) members of a family or group type membership may be elected to the Board of Directors.
5. Any vacancies in the Board of Directors may be filled by appointment by the Directors.
6. Meetings of the Directors may be called by the President, any two (2) or more Directors of the Board or by any five (5) or more voting members of the Society.

### **Duties and Power of the Board of Directors**

7. The Board may set up whatever committees are necessary.
8. The management and administration of the affairs of the Society shall be vested in the Board of Directors, and this Board shall be directly responsible to the membership.

### **Directors Meetings**

9. The Directors shall determine their own procedure.
10. A quorum for a meeting of the Board of Directors shall be a majority of the members forming the Board.
11. A resolution in writing signed by all Directors personally by hand or electronically conveyed shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

### **Directors Remuneration**

12. No Director shall receive remuneration for his or her duties

### **Removal of Directors**

13. Directors shall cease to hold office upon their ceasing to be members of the Society or if they are absent from three (3) or more meetings of the Board without cause.
14. Five (5) percent of the members, but in no case less than ten (10) members can require the Board to call a special meeting of the Society for the purpose of removing any member from the Board of Directors and/or substituting a new member in that position.

### **Officers of the Society**

15. The Officers of the Society shall consist of the President, Vice President, Secretary, Treasurer, Production Manager and Building Manager. No Director shall hold more than one office.
16. No member shall be elected to the position of President unless he, or she has served as a Director on the Board within the previous two (2) years.

### **Election of Officers**

17. The officers of the Society shall be elected by the Directors from among the Directors at the first meeting of the Directors following the meeting of members at which the Directors were elected (i.e. Annual General Meeting)

### **Duties and Powers of the Officers**

18. The duties of the Officers shall be as set out in the Policy Manual of the Society
19. The duties of the Officers shall be as follows until the Society has adopted a Policy Manual at which time the duties shall be set out in the Policy Manual.
  - a. The President shall preside at general and Board meetings and shall perform all the duties incidental to his office and will be an ex-officio member of all committees.
  - b. The Vice- President shall preside in the absence of the President, and in the absence of both the President and the Vice-President, the Board shall appoint one of its members to act temporarily.
  - c. The Secretary shall maintain permanent records of all general and Board meetings, and shall conduct all the official correspondence of the Society.
  - d. The Treasurer shall receive all the money payable to the Society and deposit the same in the name of the Society in a Chartered bank designated by the Board, and maintain a permanent set of records which shall be subject to annual audit. All disbursements must be paid by the Treasurer and approved by the Board of Directors. At least two (2) of three (3) signing authorities shall be required for cheques written, President, Vice-President and Treasurer (Treasurer must be one at all times).
  - e. The Production Manager will formulate and co-ordinate, through committee if necessary, a programme for the year in terms of workshops, productions and other relevant activities. Before implementation, this programme and any major subsequent change will be submitted to the Board for ratification.
  - f. The Building Manager, through committee if necessary, will plan and co-ordinate the use of the facility or facilities of the Society to obtain the best possible usage of the facilities. The Building Manager shall be required to draft an overall schedule for the year and present it to the Board for ratification.
20. Officers of the Society will receive no remuneration for the performance of their duties.
21. Officers of the Society may be removed as Officers by a majority vote of the Board. Officers so removed shall remain members of the Board.

### **ARTICLE V- Borrowing Powers.**

1. The Board of Directors shall have the power to raise or secure the payment of money in such manner as the Society shall think fit subject to all laws and provisions laid down in the Society Act.

### **ARTICLE VI- Audits of the Accounts of the Society**

1. The Directors shall present before the members of the Society at the Annual General Meeting a financial statement showing the income and expenditure, assets and liabilities of the Society during the preceding fiscal year.

#### **ARTICLE VII – The Seal**

1. The Seal of the Society shall be kept in the custody of the President of the Society.

#### **Affixing the Seal**

2. The Seal of the Society shall not be affixed to any document or instrument unless authorized by the Directors and then only by and in the presence of such officers as the Directors may authorize, and such persons stated be authorized to affix the seal of the Society and shall sign every instrument to which the seal is affixed in their presence.

#### **ARTICLE VIII – Maintenance of Minutes and Other Books and Records**

1. The Directors shall see that the minutes of members meetings and minutes of Directors meetings and all other book and records of the Society required by the By-Laws are regularly and properly kept.

#### **ARTICLE IX – Inspection of the Records of the Society**

1. The books and records of the Society shall be open to inspection by any voting member of the Society at all reasonable times at the office of the Society.

#### **ARTICLE X – Altering the By-Laws**

1. The By-Laws of the Society may be amended at any General, Special or Annual Meeting of the Society by a special resolution adopted by seventy-five (75) percent majority vote of the members of the Society present at any such meeting.
2. Notice to amend any By-Law or to introduce a new one shall be given in writing at a meeting of the Society previous to the meeting or mailed or e-mailed in advance to the members fourteen (14) days before the meeting at which it is to be considered.
3. Any special resolution shall be deemed passed if the majority of the members present vote in favour of such resolution or motion.

#### **PREVIOUS CONSTITUTIONAL PROVISIONS**

##### **Operations**

1. The Society shall be carried on without purpose of gain for its members, and any profits or other accretions to the Society shall be used in promoting its objects.

##### **Dissolution**

2. In the event of winding-up or dissolution of the Society, any funds and property of the Society remaining after satisfaction of its debts and liabilities shall be transferred to such organizations, or organization, promoting the same objects of this Society, as may be determined by the members of the Society at the time of winding-up or dissolution.

##### **Unalterable Clauses**

3. Clauses One (1), Two (2), and Three (3) are unalterable

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