

# **DRAFT Bylaws of Courtenay Little Theatre Society (the "Society")**

## **PART 1 – DEFINITIONS AND INTERPRETATION**

### **Definitions**

**1.1** In these Bylaws:

"**Act**" means the *Societies Act* of British Columbia as amended from time to time;

"**Board**" means the directors of the Society;

"**Bylaws**" means these Bylaws as altered from time to time.

### **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

### **Conflict with Act or regulations**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **PART 2 – MEMBERS**

### **Application for membership**

**2.1** A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

### **Duties of members**

**2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of membership dues**

**2.3** The amount of the annual membership dues, if any, must be determined by the Board.

### **Member not in good standing**

**2.4** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

### **Member not in good standing may not vote**

**2.5** A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

**2.6** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

### **Membership dues payable annually**

**2.7** Membership dues are payable annually and are due one year from date of issue.

### **Different membership classes**

**2.8** There may be different annual membership dues established, dependent upon the class of membership granted to a member.

### **Life memberships**

**2.9** A Life membership may be awarded by the Board, in consultation with existing life members, from time to time, to acknowledge the notable contribution of service to the club or the community by an existing member. Life members are not required to pay dues and have the same rights and privileges as other members in good standing, including voting privileges.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.1** A general meeting must be held at the time and place the Board determines, a **minimum of four times annually.**

### **Ordinary business at general meeting**

**3.2** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

- 3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

- 3.4** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
  - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
    - (i) the president,
    - (ii) the vice-president, if the president is unable to preside as the chair,  
or
    - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

- 3.7** The quorum for the transaction of business at a general meeting is 3 voting members or **10% of the voting members**, whichever is greater.

### **Lack of quorum at commencement of meeting**

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present, **the meeting is terminated.**

### **If quorum ceases to be present**

- 3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **Adjournments by chair**

**3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

## **Notice of continuation of adjourned general meeting**

**3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

## **Order of business at general meeting**

**3.12** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

## **Methods of voting**

**3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

**3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

**3.15** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The Society must have no fewer than 3 and **no more than 10 directors.**

### **Election or appointment of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board, as follows:

**(a) The term for each Board director will normally be two years.**

**(b) Terms will be staggered so that 50% of the Board directors are elected each year: two to director positions (president, vice-president, secretary and treasurer) and up to three directors at large.**

**(c) An immediate past president may be appointed for a single two year term in lieu of the election of one director at large.**

**(d) For the first year, 50% of the directors will be elected for a one year term. All other directors will be elected for two year terms. Beginning in the second year, all Board directors will be elected (or in the case of the past president, appointed) to serve two year terms.**

### **Directors may fill casual vacancy on Board**

**4.3** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

## **Term of appointment of director filling casual vacancy**

- 4.4 A director appointed by the Board to fill a casual vacancy ceases to be a director at the next annual general meeting. The remaining term for the original director, if any, is then filled by election at the annual general meeting in order to preserve the pattern of renewing 50% of the director positions annually.**

## **Removal of Director after continued absences**

- 4.5 A director who is absent without reasonable cause for more than three (3) meetings may be removed from office by the directors.**

## **PART 5 – DIRECTORS’ MEETINGS**

### **Calling directors’ meeting**

- 5.1** A directors’ meeting may be called by the president or by any 2 other directors.

### **Notice of directors’ meeting**

- 5.2** At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

- 5.3** The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors’ meetings**

- 5.4** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

- 5.5** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

## **Committees of the Board**

- 5.6** The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committees.

(i) a committee formed by the directors will conform to any rules imposed on it by the directors, and will report their actions to the directors.

(ii) subject to the directors’ directions, the committee may determine its own procedures, including meeting times and adjournments.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

(a) president;

(b) vice-president;

(c) secretary;

(d) treasurer;

**(e) past president, if any, may be appointed to a two year term voting position in lieu of one director at large.**

### **Directors at large**

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

**(a) Upon the election of a new president, the immediate past president may consent to be appointed as a voting director for a term of two years immediately following their term as president in lieu of one director at large.**

**(b) At the end of the two year term, if the new president continues for a successive term, the past president position is temporarily suspended and the position reverts to an elected director at large position.**

### **Role of president**

**6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

**6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of secretary**

**6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

(a) issuing notices of general meetings and directors' meetings;

(b) taking minutes of general meetings and directors' meetings;

- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

**6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

**6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

### **Role of past president**

**6.8 The role of the past president is to serve as a mentor and resource for the new president.**

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Signing authority**

**7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society by one or more individuals authorized by the Board to sign the record on behalf of the Society.**

## **PART 8 – BORROWING**

- 8.1** In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decided and in particular but without limiting that power by the issue of debentures.
- 8.2** A debenture must not be without the sanction of a special resolution.
- 8.3** The members may, by special resolution, restrict the borrowing powers of the directors but a restriction imposed expires at the next annual general meeting.

## **PART 9 – NOTICES**

- 9.1** A notice may be given to a member, either personally or by **email** to the member's registered address.
- 9.2.** A notice sent by email shall be deemed to have been given on the second day following the day on which the notice is sent.
- 9.3** Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given.
- 9.4** Notice of the Annual General Meeting shall be by **email and local newspaper announcement at least** fourteen days in advance of that meeting. Notice shall contain at least the time, date and place for the meeting .

## **PART 10 – WINDING DOWN OR DISSOLUTION OF THE SOCIETY**

- 10.1** In the event of the winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations promoting the same purposes as this Society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that such organization referred to in this paragraph shall be a registered charity recognized by Revenue Canada Taxation as being qualified.
- 10.2** The purposes of the Society shall be carried out without personal financial gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.

**10.3.** Paragraphs 8.1 and 8.2 were previously unalterable in the Society's Constitution in accordance with the Society Act.

## **PART 11 -- BYLAWS**

**11.1** These bylaws shall not be altered or added to except by special resolution, providing fourteen days notice has been given to the membersh

