

# THEATRE ALBERTA SOCIETY BY-LAWS

(Amended July 3, 2010)



# THEATRE ALBERTA SOCIETY BY-LAWS

The name of the Society shall be the Theatre Alberta (Society).

## 1. OBJECTIVES and NATURE

- 1.1 The objectives of the Society are:
- To educate and increase the public's understanding and appreciation of the theatre arts in Alberta.
  - To maintain and operate a circulating library of plays and theatre reference materials open to the general public.
  - To educate youth and adults regarding all aspects of the theatre arts by providing seminars, workshops, courses, and theatre camps.
  - To do such things as are incidental and ancillary to the furtherance of the above-noted objects.
- 1.2 The Society shall be a non-profit organization, whose business shall be carried out without financial gain for its members, and any profit or benefits shall be used for promoting its objectives and goals.
- 1.3 Upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees as defined in subsection 149.1 (1) of the *Income Tax Act* (Canada).

## 2. MEMBERSHIP and VOTING

- 2.1 Any person, or any organization, institution or group, who supports Article 1 of these by-laws may become a member upon completing an application for membership in such form as may be approved from time to time by the Board of Directors of the Society and upon payment of the prescribed membership fee.
- 2.2 Membership fees and categories of membership in the Society shall be determined by the members at a General Meeting, upon the recommendation of the Board of Directors, provided that the amount of the fees shall not be changed more than once in any fiscal year.
- 2.3 If any member is in arrears for fees for any year, such member shall be automatically suspended at the expiration of six months from the start of such year and shall thereafter be entitled to no membership privileges or powers in the Society until released.
- 2.4 Members may withdraw from membership or resign their membership at any time by providing written notice to the President of the Society provided, however, that any such member shall not be entitled to a refund of any fee which the member may have paid to the Society.
- 2.5 Any member upon a two-thirds vote of all members of the Society in good standing may be expelled from membership for any cause which the Society may deem reasonable.

## **2. MEMBERSHIP and VOTING (cont'd)**

- 2.6 Membership in the Society is non-transferable.
- 2.7 A member in good standing shall have the right to vote at any meeting of the members of the Society, provided that any members other than individuals shall be entitled to only one vote each.
- 2.8 All votes at meetings of the membership shall be made in person and not by proxy.
- 2.9 A mail ballot may be carried out, in a manner to be determined by the Executive Committee, when it is deemed desirable to poll the voting membership other than at a meeting of members.

## **3. BOARD of DIRECTORS**

- 3.1 The Board of Directors of the Society shall consist of the following:
- President
  - Vice President
  - Secretary
  - Treasurer
  - Immediate Past President, if one is available
    - (the above mentioned shall act as the Executive Committee)
  - A minimum of 5 elected Directors-at-large
- 3.2 Each Director must be a member in good standing of the Society.
- 3.3 Board committees of the Society shall be established by the Board of Directors in order to assist Theatre Alberta accomplish its mandate and to maintain liaison with affiliate organizations and the various theatre constituencies. Committees will be advisory to the Board and may be composed of Board members, society members and non-members.
- 3.4 Directors shall be elected to two year terms by the membership of the Society at an Annual General Meeting. Nominations must be in writing and signed by the candidate and two members of the Society who are in good standing; nominations may be made up to 1/2 hour prior to the election of Directors at the Annual General Meeting. The Board shall reflect Alberta's regional diversity and strive to maintain equal representation from each of the three constituencies: educational, community theatre and professional theatre.
- 3.5 Any vacancy occurring in the elected Directors between Annual General Meetings shall be promptly filled by appointment by the Board of Directors, but the person so appointed shall hold office only until the next Annual General Meeting.
- 3.6 The Board of Directors shall, subject to these by-laws or directions given it by the majority vote of the membership at any meeting properly called and constituted, have full control and management of the affairs of the Society and shall exercise all such powers of the Society as are not required to be exercised by the members themselves.

### **3. BOARD of DIRECTORS (cont'd)**

- 3.7 Meetings of the Board shall be held at such times and at such places as the Board of Directors may from time to time determine, provided that such meetings be held at least two times per year. Notice of meetings shall be given to each member of the Board of Directors not less than ten days before the meeting is to take place, in writing mailed to the member, or by three day's notice if given by telephone.
- 3.8 A quorum for a meeting of the Board of Directors shall be 50% of the elected members of the Board.
- 3.9 Meetings may be held without notice if a quorum of the Board of Directors is present, provided, however, that any business transacted at such meeting is ratified at the next regularly called meeting of the Board of Directors; otherwise it shall be null and void.
- 3.10 Each member of the Board of Directors shall have one vote and all matters shall be decided by a majority of votes. In cases of tie votes, the meeting Chair shall cast the deciding vote.
- 3.11 Any member of the Board of Directors who misses a meeting without notice shall be considered to have vacated their position on the Board and the position shall then be filled as provided by these by-laws.
- 3.12 Members of the Board of Directors may serve a maximum of two consecutive terms on the Board; a one year membership off the Board shall be required before seeking election to a further term or terms. The following exceptions may be made:
- a President who has had board membership for four years may be re-elected as President for one additional two year term.
  - a Treasurer who has had board membership for four years may be re-elected as Treasurer for one additional two year term.
  - a retiring President retains office as Past President for one year.

### **4. EXECUTIVE COMMITTEE**

- 4.1 The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and the immediate Past President.
- 4.2 The Executive Committee shall meet as required. The notice requirements, quorum and other such rules and procedure regarding meetings of the Executive Committee shall be determined by the Committee.
- 4.3 In addition to any other responsibilities and authority delegated to the Executive Committee from time to time by the Board of Directors, the Committee shall exercise in the interval between the meetings of the Board of Directors all the powers of the Board of Directors which may be lawfully delegated in the management of the business and affairs of the Society, and shall co-ordinate the activities of committees and task forces of the Board of Directors.

## **5. DUTIES of OFFICERS**

- 5.1 The President shall, when present, preside at all meetings of the Society and of the Executive Committee and the Board of Directors. The President shall be ex-officio a member of all Committees and shall chair the Executive Committee. In addition, the President shall perform such other duties as may be specified by the Board of Directors from time to time.
- 5.2 The Vice President shall assist the President and perform the duties of the President in the President's absence, and shall perform such other duties as may be specified by the Board of Directors.
- 5.3 The Secretary shall attend all meetings of the Executive Committee and the Board of Directors and keep accurate minutes of them. In case of the absence of the Secretary, these duties shall be discharged by such person as may be appointed by the Executive. In addition, the Secretary shall perform such other duties as may be specified by the Board of Directors.
- 5.4 The Treasurer shall properly account for the funds of the Society and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Executive whenever requested and prepare for submission to the Annual General Meeting a statement, duly audited as hereinafter set forth, of the financial position of the Society and Annual Budget. In addition, the Treasurer shall perform such other duties as may be specified by the Board of Directors.

## **6. BOOKS and ACCOUNTS**

- 6.1 The books, accounts and records of the Society shall be reviewed once yearly either by a duly qualified accountant or by any two (2) Directors, other than the Treasurer, appointed by the Board.
- 6.2 A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting of the Society.
- 6.3 The fiscal year of the Society shall be April 1 to March 31.
- 6.4 The books and records of the Society may be inspected by any member of the Society at the annual meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the member of the Board of Directors having charge of them. Each member of the Board of Directors shall at all times have access to such books and records.

## **7. MEETINGS**

- 7.1 The society shall hold an Annual General Meeting on or before November 30 in each year, of which meeting at least 21 days notice shall be given to all members.

## **7. MEETINGS (cont'd)**

- 7.2 General Meetings of the Society may be called at any time upon the instructions of the President by ten days notice in writing to the last known address of each member. A Special Meeting shall be called by the President upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such a meeting. The membership shall receive written notification of a Special Meeting postmarked no fewer than seven days prior to the date of the Special Meeting.
- 7.3 Fifty per cent (50%) of the Board plus 15 members in good standing shall constitute a quorum at any meeting of the membership.

## **8. REMUNERATION and FINANCES**

- 8.1 Unless authorized at any meeting, and after notice of same shall have been given, no member of the Board of Directors shall receive any remuneration for his services except for reasonable expenses incurred on approved business of the Society.
- 8.2 For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

## **9. BY-LAWS**

- 9.1 The by-laws may be rescinded, altered or added to by a special resolution passed by a majority of not less than 75% of such members entitled to vote as are present in person, at a general meeting of which at least 21 days written notice specifying the intention to propose a special resolution has been duly given.

## **10. SEAL**

- 10.1 There shall be no seal of the Society.

DATED at the City of Edmonton, in the Province of Alberta, this 19th day of March, 1989.

Amended, November 1, 1991, Red Deer, Alberta

Amended, October 30, 1992, Edmonton, Alberta

Amended, July 8, 1995, Edmonton, Alberta

Amended, July 6, 1996, Edmonton, Alberta

Amended, July 4, 1998, Edmonton, Alberta

Amended, July 3, 1999, Edmonton, Alberta

Amended, July 6, 2003, Edmonton, Alberta

Amended, July 15, 2006, Edmonton, Alberta

Amended, July 3, 2010, Edmonton, Alberta