

## **BYLAWS OF THE BRITISH COLUMBIA DRAMA ASSOCIATION/THEATRE BC**

### **PART 1 - INTERPRETATION**

1. (1) In these bylaws, unless the context otherwise requires:
  - "**Board of Directors**" means the governing body of the Association;
  - "**Directors**" means the directors of the Association for the time being;
  - "**Society Act**" means the *Society Act* of British Columbia from time to time in force and all amendments to it;
  - "**Registered address**" of a member means the member's address as recorded in the register of members;
  - "**Association**" means the British Columbia Drama Association/Theatre BC.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

### **PART 2 - MEMBERSHIP**

3. The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
  4. An organization or an individual may apply to the Board of Directors for membership in the Association, and on acceptance by the directors is a member. Membership is open to:
    - (a) **Organizations** - Any group or club which represents community theatre interests in the Province of BC;
    - (b) **Individuals** - Any person who subscribes to the purposes of the Association;
    - (c) **Honorary Life Members** - Any individual having made a valuable contribution to the Association and accorded the title of Honorary Life Member by the Association;
    - (d) **Associates** - Those groups or individuals who wish to be members of the Association for information and communication purposes only, and having a constructive interest in furthering the objectives of the Association.
  5. Every member must uphold the constitution and comply with these bylaws.
  6. Annual membership dues must be determined at the annual general meeting of the Association.
  7. A person ceases to be a member of the Association
    - (a) by delivering his or her resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association;
    - (b) on his or her death or, in the case of a corporation, on dissolution;
    - (c) on being expelled, or
    - (d) on having been a member not in good standing for 3 consecutive months.
  8. Annual memberships automatically terminate
    - (a) on April 1st each year for member organizations, and
    - (b) as of 12 months from the date of acceptance for individual members, except for Honorary Life Members.
  9. (1) A member may have their membership suspended or they may be expelled from the Association for cause.  
(2) The board may, in response to a complaint that has been brought to its attention, consider the expulsion of a member from the Association at a Special Board Meeting called by the President for that specific purpose.
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- (3) The board must advise the member of its intention to consider a suspension or expulsion and must invite the member to meet with the board to discuss its concerns.
- (4) Following the meeting with the member, the board must move *in camera* to make their decision. The board must inform the member of its decision within 24 hours of the *in camera* session.
- (5) Appeal Procedure
  - (a) Any member so suspended or expelled from the Association has the right to appeal that decision by delivering a Notice of Appeal in writing to the office of the Association within 14 days of the date of the suspension or expulsion.
  - (b) In the event of such an Appeal, the date of suspension or expulsion will be delayed until the appeal has been heard.
  - (c) Appeals must be heard within 30 days by an Appeal Board consisting of 3 individual members of the Association appointed by the board.
  - (d) Both the board and the appellant may make formal presentations to the Appeal Board.
  - (e) Upon completion of the appeal hearing the Appeal Board must deliberate *in camera* and render its decision to uphold or overturn the suspension or expulsion.
  - (f) The decision of the Appeal Board is final and binding on all parties.

### **PART 3 - MEETINGS OF MEMBERS**

10. General meetings of the Association must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13. 21 days written notice of any general meeting, along with an agenda and notice of any special business, must be given to every member of the Association by electronic mail or delivering such notice to the member at his or her registered address.
14. (1) Notice of a general meeting must specify the place, the date and hour of the meeting, and, in the case of special business, the general nature of that business.  
  
(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
15. An annual general meeting of the Association must be held at least every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **PART 4 - PROCEEDINGS AT GENERAL MEETINGS**

16. Special business is
  - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
  - (b) all business conducted at an annual general meeting, except the following:
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements;
    - (iii) the report of the directors;
    - (iv) the election of directors;
    - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
17. (1) Business, other than the election of a chair and the adjournment or termination of the meeting must not be conducted at a general meeting at a time when a quorum is not present.

- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 15 individual members in good standing present.
18. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
19. Subject to Bylaw 20, the President of the Association, a Vice-President, or in the absence of any of them, one of the other directors present must preside as chair of a general meeting.
20. If at a general meeting
- (a) there is no President, Vice-President, or other director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the President and all the other directors present are unwilling to act as the chair,
- the members present must choose one of their number to be the chair.
21. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.
22. (1) All resolutions proposed at a meeting must be seconded; and the chair of a meeting may move or propose a resolution.
- (2) In case of a tie vote, the chair shall have a casting vote, but shall not vote otherwise on any resolution.
- (3) All resolutions pertaining to bylaws and operating rules of the Association, to be brought to a vote at a general meeting of the Association, must be delivered in writing to the registered office of the Association, not less than 30 days prior to the date of the meeting at which they are to be voted on. Notice of such resolutions must be included in the notice of meeting sent to the members, and the text of the resolution must be made available to the members at the registered office of the Association and on the website.
23. All Individual Members and Organization Members who are in good standing are entitled to vote at a meeting of the Association except
- (a) a member under suspension, or
  - (b) a member who has failed to pay his or her current annual membership dues or any other subscription or debt due and owing to the Association and the member is not in good standing so long as the debt remains unpaid, or
  - (c) an organization who has failed to pay their current annual membership dues or any other subscription or debt due and owing to the Association and the member is not in good standing so long as the debt remains unpaid.
24. (1) Voting at general meetings shall be by show of hands, provided that a secret ballot may be held if the chair so decides, or on the request of a member in good standing.
- (2) Voting rights shall be exercised in person, or, in the case of Organization Members, through properly accredited representatives, or by proxy. Proxy forms must be made available to all members with the notice of
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a general meeting. A proxy will be valid only if the form bears the signature of the President or the Secretary of an Organization Member, or of an Individual Member or Honorary Life Member

(3) Individual and Honorary Life Members shall be entitled to 1 vote each. Organization Members may appoint one or more representatives to each general meeting who collectively shall have the following voting power:

Organizations with up to 25 members:	6 votes
Organizations with 26 to 75 members:	8 votes
Organizations with 76 to 125 members:	10 votes
Organizations with over 125 members:	12 votes

(4) Each director shall have the same voting rights at general meetings as Individual Members.

#### **PART 5 - BOARD OF DIRECTORS**

25. (1) The directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to

- (a) all laws affecting the Association;
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Association in a general meeting.

(2) A rule, made by the Association in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

26. The Board of Directors consists of

- (a) the **Executive Committee** and
- (b) the **Chair of Each Zone** (See Part 12 – Zone Structure).

27. The **Executive Committee** of the Association consists of the

- (a) President,
- (b) First Vice-President,
- (c) Second Vice-President,
- (d) Third Vice- President,
- (e) Treasurer,
- (f) Secretary,
- (g) Immediate Past President,
- (h) and any Directors appointed to fill a vacancy.

28. Executive Committee members, except for the Immediate Past President and appointees, are elected to staggered two-year terms, so that 3 members retire and 3 members are elected or acclaimed annually.

29. The Nominations Chair for the elections to the Executive Committee must be the Immediate Past President or Designate and he or she must present a slate of Officers to the general meeting designated as the "election meeting". The vacant positions with the names and biographies of the nominees must be posted at the office of the Association and on the website at least 21 days prior to the election meeting.

30. Other nominations to the Executive Committee may be made

- (a) from the floor of the election meeting, or
- (b) by written submission to the Nominations Chair up to 90 days prior to the election meeting by any member in good standing .

31. All nominees must be Individual Members, must be in good standing at 21 days prior to the election meeting, and must signify either personally or in writing that they have consented to the nomination.

32. The Executive Committee shall take office at the close of the meeting at which they were elected or acclaimed and shall hold office until the close of the election meeting at the end of their term.
33. (1) Separate elections must be held for the offices of President, Treasurer, and Secretary.  
(2) An election may be by acclamation; otherwise it shall be by ballot. A plurality of votes determines election.  
(3) If no successor is elected, the person previously elected or acclaimed or appointed continues to hold office.
34. A member of the Executive Committee may resign from office at any time by giving notice in writing to the remaining members of the board, and upon acceptance of the board, the position held by the resigning member will become vacant.
35. In the case of vacancies occurring during the term of office of the Executive Committee,
  - (a) a single vacancy may be left vacant at the discretion of the board until the next election meeting, or may be filled by appointment by the remaining Officers.
  - (b) 2 or more vacancies occurring concurrently in elected positions with more than 6 months remaining until the next election meeting shall require an extraordinary general meeting to be convened for the purpose of electing Officers to fill the vacancies;
  - (c) 2 or more such vacancies occurring with less than 6 months remaining until the next election meeting shall be filled by appointment by the remaining Officers.
36. Persons elected or appointed at other than the election meeting shall remain in office for the remainder of the term only, but shall be eligible to run for office at the next election meeting.
37. No act or proceeding of the board is invalid only by reason of there being fewer than the prescribed number of directors in office.
38. The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
39. No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association.

#### ***PART 6 - PROCEEDINGS OF THE EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS***

40. (1) The Board of Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. Meetings shall be called by the President at his or her discretion, or within 30 days of receipt of a requisition by a majority of the Directors.  
(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.  
(3) The President is the Chair of all meetings of the board, but if at any meeting the President is absent, one of the Vice-Presidents shall act as the Chair; and if none is present the directors shall choose one of their number to act as the Chair of that meeting.
41. (1) The directors may delegate any but not all of their powers to committees consisting of such directors or other Appointees as they think fit.

- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after the act or thing has been done.
42. Written notice of all meetings of the Board of Directors must specify place, date and time, must be accompanied by an agenda, and must be communicated (electronically or otherwise) to directors at least 10 days before the date of the meeting
43. For a first meeting of the directors held immediately following the annual general meeting or a meeting of the Board of Directors at which an Officer is appointed to fill a vacancy on the Executive Committee, it is not necessary to give notice of meeting to the newly elected or appointed director(s) for a meeting to be duly constituted, if a quorum of the directors is present.
44. (1) Questions arising at any meeting of the directors or committee of directors shall be decided by a majority of votes.
- (2) A resolution in writing, signed by 75% of the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of the directors.
- (3) Each member of the Board of Directors or committee of the board shall have one vote. In the case of a tie vote, the Chair shall have a deciding vote, but no other vote.
45. The Executive Committee shall have power to approve extraordinary expenditures not included in the budget, and shall report in full on such expenditures to the Board of Directors at or before the next meeting of the Board.
46. A quorum of the Executive Committee shall be at least fifty per cent (50%) of the members of the committee.
47. The minutes of all meetings of the Executive Committee shall be presented to the Board of Directors at the next meeting of the Board.
48. The President shall be the Chair of the Executive Committee, and other members of the Board of Directors shall serve as the Chairs of such standing committees as are formed from time to time, with the President serving as an *ex-officio* member of all such standing committees.

#### **PART 7 - DUTIES OF OFFICERS**

49. (1) The President is the chief executive officer of the Association and shall
- (a) preside at all meetings of the Association and its Directors;
  - (b) supervise the other officers in the execution of their duties;
  - (c) apply and enforce all bylaws and rules of the Association;
  - (d) be responsible for the approval of all accounts, bills or commitments of the Association before payment, acceptance or delivery;
  - (e) watch over the assets and records of the Association;
  - (f) perform such other acts and duties as may be incident with the office and may properly be required of him by the Executive Committee;
  - (g) sign the minutes of all meetings.
- (2) The President may assign or delegate any duties as deemed expedient.
50. Any Vice-President must assist the President in the discharge of his or her duties and in the absence or disability of the President shall act in his or her stead.
51. The Treasurer must
- (a) keep such financial records, including books of account, as are required to comply with the *Society Act*,
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(b) render financial statements to the Directors, members and others when required.

52. The Secretary must take minutes of all meetings of the Board of Directors and Executive Committee as well as for all general meetings of the Association.

53. Copies of all minutes of all Board meetings must be distributed to all members of the Board, who are responsible for the dissemination of the information among those they represent.

54. Other directors shall have such responsibilities as determined by the Executive Committee or the President.

#### **PART 8 - BORROWING**

55. In order to carry out the purposes of the Association the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

56. A debenture must not be issued without the authorization of a special resolution.

57. 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 – ACCOUNTS**

58. The Board must cause true accounts, in accordance with Generally Accepted Accounting Principles (GAAP) and the International Financial Reporting Standards (IFRS) to be kept of:

- (a) all sums of money received and expended and the matters in respect of which the receipts and expenditures took place;
- (b) assets and liabilities;
- (c) all other transactions affecting the financial position of the Society.

59. The Board must present to the members of the Association at each annual general meeting the financial statements showing income and expenditures of the Association during the preceding fiscal year, and the budget for the current year.

60. The fiscal year of the Association must terminate at such time as the Board determines.

#### **PART 10 – BYLAWS**

61. On being admitted to membership, each member is entitled to an electronic copy of the Constitution and Bylaws of the Association.

62. These bylaws must not be altered or added to except by special resolution.

#### **PART 11 – FINANCE**

63. An annual budget shall be presented by the Executive Committee to the Board of Directors at a meeting prior to the annual general meeting of the Association.

64. The annual budget as approved by the Board of Directors shall be presented by the Treasurer at the annual general meeting and recorded as part of the minutes thereof.

65. (1) The Board may employ an Executive Director, or such administrative officer or officers as it, from time to time, considers necessary or desirable for the efficient carrying out of the work and objects of the Association, in accordance with such policies as may from time to time be established by the board.

(2) The remuneration of such executive staff members shall be determined by the Executive Committee.

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(3) The Executive Director shall have full authority to make expenditures as required to the limits given for such expenditures in the approved budget or as are approved by a majority of the Executive Committee.

(4) The duties of the Executive Director shall be defined by the Executive Committee, which shall also be responsible for considering terms of reference and other conditions of employment as may from time to time arise.

## ***PART 12 - ZONE STRUCTURE***

66. The Province shall be divided into zones for the purposes of:
- (a) communication
  - (b) representation on the Board of Directors;
  - (c) conducting festivals at the zone level.
67. The Board of Directors has the power to create, amalgamate or divide zones and to determine their boundaries as it sees fit.
68. Each zone shall be governed by its own Executive Council consisting of at least a Zone Chair, a Vice-Chair, a Secretary, a Treasurer (which latter two offices may be combined) and one representative from each member group, all of whom are Individual Members in good standing.
69. All Zone Executive Councils shall represent their member groups on and be responsible to the Board of Directors.
70. The Zone Chair, or in his or her absence, the Vice-Chair or a designated alternate, shall represent his or her zone on the Board of Directors.
71. The management of zone funds is the responsibility of the zone's Executive Council. However, the Zone Executive shall be accountable to the Association in this regard and shall provide an annual statement of revenues and expenditures to the board as requested.
72. It is the responsibility of the Zone Chair to conform to the directives of and to provide such written reports as the board may from time to time require.
73. For purposes including choosing a representative entry or entries to the Association's Mainstage Festival, each zone may conduct an annual festival under the auspices of the Association.
74. Each zone conducting a festival shall
- (a) set dates for such festival to conclude not later than thirty days prior to the announced date of the Mainstage Festival; and
  - (b) make such other rules and regulations for the operation and conduct of the festival as it deems necessary and are consistent with the purposes and objectives of the Association.
75. Each zone shall at the place and during the time of its zone festival at a general meeting or in such other manner as its membership shall decide appoint or elect its Zone Executive Council.
76. Each Zone Executive Council so appointed or elected shall take office immediately following such appointment or election and the names and addresses of each member of the Council shall be reported to the Association.