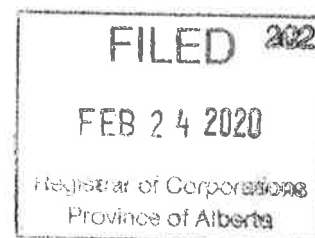


BY-LAWS OF WALTERDALE THEATRE ASSOCIATES



Article 1: Preamble

1.1 The Association

The name of the association is Walterdale Theatre Associates

1.2 The Bylaws

The following articles set forth Bylaws of the Walterdale Theatre Associates. All relevant provincial and federal statutes including the *Alberta Societies Act* take precedence over Bylaws and Policies approved and amended by the Association.

Article 2: Defining and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 Act means the *Societies Act* R.S.A, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 Annual General Meeting, which may be known or referred to as AGM, means the Annual General Meeting described in Article 7.1
- 2.1.3 Association means the Walterdale Theatre Associates.
- 2.1.4 Board means the Board of Directors of this Association.
- 2.1.5 Bylaws mean the Bylaws of this Association as amended.
- 2.1.6 Director means any person elected or appointed to the Board.
- 2.1.7 Member means a Member in good standing of the Association having paid their annual membership dues or earned membership through working volunteer hours as determined by the Board.
- 2.1.8 Registered Office means the registered office for the Association.
- 2.1.9 Register of Members means the register of members who are in good standing,
- 2.1.10 Special Meeting means the special meeting described in Article 7.2
- 2.1.11 Special Resolution means a resolution passed at the Annual General Meeting or a Special Meeting called for that purpose as described in Article 7.
- 2.1.12 Voting Member means a Member who is in good standing, having paid their annual dues or earned membership through volunteer hours
- 2.1.13 Mail means postal mail, electronic mail or other future effective alternatives.
- 2.1.14 Majority vote means 50% plus one(1).

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws:

- 2.2.1 Singular and plural words indicating the singular number also include the plural, and vice versa.
- 2.2.2 Corporation words indicating persons also include corporations.
- 2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.
- 2.2.5 "They", "them", and "their" will be used for singular and plural pronouns.

Article 3: Membership

- 3.1 Membership in the Association is open to any person who wishes to actively promote and support the objects of the Association and upon payment of such fees or other requirements as may be set by the Board. Members who have met these established requirements are considered to be "Members in Good Standing" of the Association.
- 3.2 Initial and annual dues payable by each member shall be such amounts as the Board shall set from time to time. In lieu of dues, membership for some individuals may be granted based on completion of such other requirements as established by the Board, (such as volunteer hours, etc).
- 3.3 The membership term for each member is twelve months from the date of payment of the membership or upon completion of such requirements as established by the Board.
- 3.4 Members may resign their membership at any time by submitting a notice of resignation in writing to any member of the Board of Directors. Members resigning their membership prior to completion of the one-year term of membership will not be reimbursed any portion of their membership fee.
- 3.5 Membership may be terminated or suspended as decided by the Board if a member conducts themselves in a manner deemed to be detrimental to the objects of the Association or violates standards of Member conduct as established by the board. A member whose membership is about to be terminated or suspended shall have the right to present their case in person or in writing to the Board.
- 3.6 Any member in good standing is entitled to receive notice of meeting of the Association, attend any meeting of the Association, speak at any meeting of the Association, and exercise other rights and privileges given to Members in these bylaws.
- 3.7 Any member in good standing of the Association has the right to vote for resolutions and motions presented by the Association at the Annual General Meeting or Special Meetings of the Association. Each Member is entitled to one (1) vote.
- 3.8 Any person paid by salary or contract by the Association who might otherwise be entitled to become a member is excluded from becoming a voting member.
- 3.9 No member in their individual capacity is liable for any debt or liability of the Association.

Article 4: The Board of Directors

- 4.1 The Board governs and manages the affairs of the Association.
- 4.2 The Board has the powers of the Association, as granted in the *Societies Act*. Subject to these Bylaws, the rights, duties, and powers of the Board shall be determined by the Board of Directors. The duties of the President, Vice President, Secretary, Treasurer and Past President are outlined below. However, details of the duties of the remaining members of the Board of Directors shall be outlined by Policy, given these duties are more likely subject to change from time to time.
- 4.3 The Board shall, by policy, establish procedures and rules of order to guide meetings of the Association.
- 4.4 All Board members will behave in a manner that is professional, courteous, and respectful and within the Association's Code of Conduct.
- 4.5 The Board of Directors to be elected annually by the Membership at the Annual General Meeting shall be as follows:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. Director for Front of House (to a maximum of two)
 - f. Director for Public Relations (to a maximum of two)
 - g. Director for Membership (to a maximum of two)
 - h. Director for Production (to a maximum of two)
 - i. Director for Technical (to a maximum of two)
 - j. Director for the Building (to a maximum of two)
 - k. If all other Board positions are filled, the membership has the option to elect up to two Directors at Large.
- 4.6 The immediate available Past President shall automatically be a member of the Board.
- 4.7 The Artistic Director is a voting member of the Board and must be affirmed at the AGM held after their selection by the board. See article 9.
- 4.8 The Board shall at no time exceed 20 members.
- 4.9 Members in good standing are entitled to be eligible for election to the Board for positions listed in article 5.5, provided they have been members in good standing for thirty (30) days prior to the election.
- 4.10 The President shall:
 - preside at all Board, General and Special meetings of the Association. In the President's absence the Vice President shall preside.
 - be an ex-officio member of all committees except the Nominating Committee.
 - serve as one of the signing officers of the Association
 - ensure that the Board and the Association adhere to the By-laws and Policies.

4.11 The Vice President shall:

- support and advise the President and preside over meetings when the President is not in attendance
- in the absence of the President step in to complete the President's term, should the President be unable to do so.
- serve as one of the signing officers of the Association.

4.12 The Secretary shall:

- take minutes in permanent form of all Board and General and Special Meetings, and such other records and documents as the Board may direct
- forward copies of all minutes to the Board members.
- inform or send notices of the various meetings as requested or shall ensure that such notices are given.
- cause to be forwarded to the provincial government authorities such notices or returns as are required under the provisions of the *Societies Act*.
- Serve as one of the signing officers of the Association.

4.13 The Treasurer shall:

- receive all monies paid to the Association, and shall ensure that they are deposited in the recognized bank account of the Association.
- properly account for the funds of the Association, and shall cause to be kept such books as necessary and as may be directed.
- shall report on the financial position of the Association to the Board, when requested, and shall prepare for submission to the Annual General Meeting of the membership, a duly audited statement of the current financial position of the Association. This statement must contain particulars of the assets and liabilities, receipts and expenditures of the Association.
- in concert with the Secretary, cause a copy of the audited statement of the current financial position of the Association to be forwarded to the provincial government in accordance with the *Societies Act*.
- serve as one of the signing officers of the Association.
- The Treasurer must be bondable.

4.14 The Past President shall:

- provide guidance and advice to the President and the Board.
- chair the Nominating Committee. If the Past President is unable to chair the Nominating Committee, that Committee will be chaired by another Director of the Association as appointed by the Board.

- 4.15 Should a member of the Board resign before their term of office is complete, the Board in its discretion, may recruit and appoint a new Board member to fill the position. This appointment would be to the end of the term of the position vacated. This temporary Board appointee need not be a member in good standing for thirty days (30) days, however, must become a member at the time of appointment.
- 4.16 All job descriptions for Directors other than the President, Vice President, Secretary, and Treasurer will be maintained in Policy.

Article 5: Meetings of the Board

5.1 The Board elected and constituted at the Annual Meeting shall:

- meet from time to time to deal with affairs of the Association, usually monthly from September to June at a time agreed to by the members of the Board.
- At the Annual Meeting the Board shall set a date and time for the first meeting of the Board.
- At the conclusion of each Board meeting the date of the next Board meeting shall be set.
- All Board meeting dates will be shared with the membership via the Association website.

5.2 The Board shall convene meetings outside of the schedule described above to deal with particular issues such as the season selection and the approval of the annual budget.

5.3 The President, or in their absence the Vice President, may:

- convene a Special Meeting of the Board to deal with emergent issues. They may call a Special Meeting of the Board by telephone or email and must keep a record of each member's availability.
- notice period shall be a minimum of three (3) days in advance of the meeting date. The notice period shall be deemed to begin from the first email or telephone call.
- notice of the time, place and meeting of the Board shall be clearly and specifically described and the business to be discussed shall be specified at the time the notice is given. No other business not so specified may be discussed at the meeting.
- meetings will occur in a single room or under equivalent conditions of opportunity for simultaneous aural communication among all participants. This may include teleconferencing or electronic communication.
- "In Camera" discussion cannot take place through teleconferencing or email communication.
- Special meetings can also be called by a majority vote of the Board members.

5.4 The Quorum for any Board meeting shall be a majority of the total Board members.

5.5 If a member of the Board fails to attend three (3) consecutive meetings of the Board without reasonable excuse or fails to execute the responsibilities of their office satisfactorily or resigns the position, the Board may declare the office vacant and appoint a successor to complete the term of the position vacated. The appointee does not need to be a member of the Association in good standing for thirty (30) days at the time of the appointment, however must become a member as soon as appointed.

5.6 Any member of the Board may resign by giving notice in writing to the Secretary or the President.

Article 6: Meetings of the Association

6.1 The Annual General Meeting

- the Annual General Meeting shall be held at the place and at such a date in each year as may be determined by the Board, of which meeting due notice shall be given, by mail, to all members in good standing to be mailed at least thirty (30) days before the date set for the meeting.
- the annual election of officers will be held at the Annual General Meeting.
- annual reports of the various committees shall be given including the financial statement and the auditor's report.

6.2 Special Meetings

6.2.1 A Special Meeting is any meeting of the Association other than the AGM

6.2.2 Special meetings of the Association:

- may be called at any time by the President or in their absence by the Vice President, or by a majority vote of the Board.
- A Special Meeting shall be called by The President upon receipt of a petition signed by any twenty-five (25) members in good standing for ninety (90) days, setting forth the reasons for requesting such a meeting.

6.2.3 Notice of a Special meeting shall be mailed to the last known address of each member, and shall be mailed to the membership ten (10) days prior to the date of such meeting.

6.3 Eligibility to vote

6.3.1 Only members who are in good standing for thirty (30) days prior to the meeting are eligible to vote at any General or Special Meeting.

6.4 Quorum at General or Special Meetings

6.4.1 In order to have a valid Annual General Meeting or Special Meeting, ten (10) percent of the membership who are members in good standing at the time of the meeting, must be in attendance at the meeting.

6.4.2 Members in good standing who are not able to attend such meetings may vote by mail-in vote on special resolutions and the slate of nominations to the Board. A mail-in vote form with these options shall be distributed to members upon request at least ten (10) days prior to the meeting and completed forms must be received by the Nominating Chair one day prior to the meeting. A majority vote of those voting, both at the meeting or by mail, is required to pass any motion.

Article 7: Committees of the Board

7.1 The Board may:

- create, populate and dissolve committees as required.
- define the roles, responsibilities, and expected outcomes of all committees when the committees are created, as well as how the committee will report to the Board.

7.2 Quorum of a committee is a majority of committee members.

7.3 Nominating Committee:

- 7.3.1 Shall be chaired by the Past President, as outlined in Article 5.14. The Nominating Committee shall consist of such other members as may be appointed by the Board.
- 7.3.2 The Nominating Committee shall present a list of all candidates nominated for all offices that require election by the membership, at the Annual General Meeting of the Association.
- 7.3.3 Any member in good standing may nominate any other eligible member (member in good standing for thirty (30) days) in writing to the nominating committee up to twenty-one (21) days before the date set for the meeting.
- 7.3.4 Individuals nominated by the nominating committee must forward consent in writing to the chair of the Nominating Committee.

Article 8: Artistic Director

- 8.1 The Artistic Director shall go through a selection process instituted by the Board.
- 8.2 The Artistic Director shall serve a two-year term from the date of the selection process. The term of office shall coincide with their season.
- 8.3 The Artistic Director need not be a member in good standing of the Association at the time of applying for the position but must become a member at the time of selection by the Board.
- 8.4 If the Artistic Director resigns before completion of their term then the replacement of the Artistic Director shall proceed in the same manner as defined in 9.1.
- 8.5 The Artistic Director shall be responsible for selecting the plays for the next season to present to the Board for approval. Other responsibilities of the Artistic Director will be outlined in Policy.
- 8.6 The Artistic Director shall serve as a liaison between the directors of the productions and the Board.

Article 9: Minutes, Books and Records

- 9.1 The Board shall keep and file all necessary books and records of the Association as required by the Bylaws, the *Societies Act*, or any other statute or law.
- 9.2 The books and records of the Association shall be kept at such place or places as the Board from time to time thinks fit. They shall be open for inspection by a member in good standing upon written request, at a time and place mutually convenient to that member and the Board officer in charge of the particular books or records requested. The officer in charge of the particular books or records requested may appoint a proxy to deal with the matter if that officer is not available to deal with the request.

Article 10: Property of the Association

- 10.1 The Board shall have the power of the Association to deal with any property acquired by it, either real or personal, and to enter into contract on behalf of the Association, either for the acquisition or rental of any real or personal property as may be necessary for the purposes of the Association.

Article 11: Fiscal Responsibility

- 11.1 The Board shall prepare a budget of projected revenues and expenditures for the Society Association within the first two months of the financial year. A statement comparing budgeted to actual revenues and expenditures shall be presented at the Annual General Meeting pertaining to that year.
- 11.2 Each year, there must be an independent audit of the Association's finances conducted by a qualified professional third party appointed at the Annual General Meeting. The appointed party must be recognized by an appropriate provincial or national professional organization.
- 11.3 With the approval of the Association obtained at a Special Meeting, the Board may borrow, raise or secure the payment of money in such manner as it may think fit for the purpose of carrying out the objects of the Association.
- 11.4 The fiscal year of the Association ends July 30 of each year.
- 11.5 The Registered Office of the Association is located in Edmonton, Alberta.

Article 12: Remuneration for Directors or Association Members

- 12.1 A director or member of the Association may receive remuneration for work performed, provided that the work performed has been awarded in accordance with normal contractual bidding, and subject to the approval of the Board.

Article 13: Signing Officers

- 13.1 As noted under Article 5, the President, Vice President, Treasurer, and Secretary are signing officers of the Board. However, the Board may designate other signing officers if the situation warrants.
- 13.2 All cheques shall be signed by any two signing officers as may be designated by the Board.
- 13.3 The Board may authorize staff to sign cheques for certain amounts and in certain circumstances as outlined in policies approved by the Board through resolution of the Board.
- 13.4 No individual with signing authority may sign any cheque or expense claim from which they would financially benefit

Article 14: Seal

- 14.1 A seal adopted by the Board shall be the common seal of the Association. The seal shall be under the control of the Board, and be affixed to all deeds, transfers, and licenses entered into by the Board.
- 14.2 When the seal is used, it shall be authenticated by the signature of a signing officer designated by the Board.

Article 15: Amendment of By-Laws

- 15.1 No by-law of the Association shall be rescinded, altered or added to except by special resolution of the members at a Special Meeting called for that purpose or at an Annual General Meeting, a Notice of Motion of the special resolution must be forwarded in writing to all members in good standing and mailed twenty-one (21) days prior to the date of such Meeting. A three-quarters majority of all members in attendance entitled to vote and voting shall be required to pass the special resolution.

Article 16: Insurance

- 16.1 The Board is responsible for maintaining and renewing insurance policies to safeguard the Association, staff, and volunteers against liability costs.
- 16.2 The Board is responsible for securing Director's insurance in an amount sufficient, as determined by the Board, to safeguard the Directors and the Association.

Article 17: Protection and indemnity of Directors

- 17.1 Each Director holds office with protection from the Association. The Association indemnifies each director against all costs or charges that result from any act done in their role for the Association. The Association does not protect any Director for acts of fraud, dishonesty, bad faith or defamation.

Article 18: Dissolution

- 18.1 Upon the dissolution of the Association and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified likeminded donees as described in section 149.1 (1) of the Income Tax Act. (As revised October 2017.)