

## GRANDE PRAIRIE LIVE THEATRE SOCIETY BYLAWS

- 1.0 The name of the society shall be "Grande Prairie Live Theatre Society" hereinafter referred to as "GPLT"
- 2.0 Grande Prairie Live Theatre Society shall be registered under the Societies Act.
- 3.0 MEMBERSHIP

### 3.2 Membership Criteria

Membership shall include all individuals who meet one or more of the following criteria:

- 3.2.1 Payment at least 30 days in advance of a given meeting of the membership fee established from time to time by the Board.
- 3.2.2 Achievement of Participating Membership status through the level of volunteer commitment established from time to time by the Board.
- 3.2.3 Purchase of a subscription to the GPLT Season.
- 3.2.4 Becoming an official Sponsor for a GPLT season or production within a Season (one voting membership per official sponsor).
- 3.2.5 Being named by a special resolution of the Board of Directors as a Lifetime Member.

### 3.3 Term of Membership

Memberships shall be valid for the duration of one fiscal year following the fiscal year in which the terms, conditions and exceptions noted below are met:

- 3.3.1 *Paid Memberships* shall be valid for the fiscal year in which the membership fee is paid excepting that those paid during the final six weeks of a fiscal year shall be valid for the duration of that year and the ensuing fiscal year.
- 3.3.2 *Participating Memberships* earned through volunteer commitment during one fiscal year shall be valid for purposes of participation in the AGM that year, and for the ensuing fiscal year.

3.3.3 *Subscriber Memberships* shall be valid during the fiscal year in which the subscription is held.

3.3.4 *Sponsor Memberships* shall be valid during the fiscal year in which the sponsorship is paid.

3.3.5 *Lifetime Memberships* shall be without term.

#### 3.4 Termination of Membership

3.4.1 A member wishing to withdraw from membership may do so by giving written notice to the Secretary.

3.4.2 Should the Board of Directors deem that the continued involvement of a member in the activities and affairs of GPLT is seriously deleterious to the achievement of the aims of GPLT, the Board may by a two-thirds majority vote of all members of the Board revoke all membership rights and privileges of that individual.

This clause shall only be invoked after the Board has exhausted all reasonable means of resolving the issues of concern.

#### 3.5 Official Membership List

The Secretary with assistance of GPLT Staff shall be responsible for maintaining a current and accurate membership list, and shall have this list available at all Annual or Special General Meetings of GPLT.

### 4.1 MEETINGS

#### 4.2 General Meetings

##### 4.2.1 Annual General Meeting

GPLT shall hold an Annual General Meeting within sixteen weeks of the end of each fiscal year for the purposes of election of officers, approval of the audited financial statement, approval of the budget for the ensuing year and such other business as the Board may decide.

##### 4.2.2 Special General Meetings

4.2.2.1 The Board of Directors, at its discretion, may by simple majority vote, call a Special General Meeting of the membership.

4.2.2.2 The Secretary shall, with assistance of GPLT Staff, shall

call a special meeting of members in accordance with the Societies Act, on the written request of 50 members. If the Secretary does not provide notice of a meeting within forty-five (45) days of receiving the request, any member who signed the request may call the meeting. The members making the request shall include in the request the reason for calling the Special General meeting.

#### 4.2.3 Notice

Notice of the time and place of a meeting of members shall be given by the Secretary with assistance of GPLT Staff, to members entitled to vote at the meeting by telephonic, electronic or other communication facility to members entitled to vote at the meeting, during a period of 30 to 45 days before the day on which the meeting is to be held. It will also be posted in the lobby, and on GPLT web and media sites.

#### 4.2.4 Quorum

The quorum for any General Meeting shall be 25 members or 40% of the total membership whichever is less. Members must be present in person, including members deemed to be virtually present as defined in paragraph 4.1.5.

#### 4.2.5 Conduct of Meetings

All meetings shall follow procedures set out in Robert's Rules of Order. The Board may choose to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Societies Act, by means of any telephonic, electronic or other communication facility made available for that purpose.

#### 4.2.6 Conduct

All meetings shall follow procedures set out in Robert's Rules of Order with the exception that only motions dealing with financial matters shall require a seconder. The Board may choose to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of directors. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, any

person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility made available for that purpose.

#### 4.2.7 Board Quorum

A quorum of the Board of Directors shall be five members present in person, telephonically, electronically or by other communication facilities the Board chooses.

#### 4.2.8 Board Committees

The Board may from time to time appoint any committee or other advisorybody, as it deems necessary or appropriate for such purposes and, subject to the Societies Act, with such powers as the board shall see fit. Any such committee will have their policies, terms, and mandates determined by the board. Any committee member may be removed by resolution of the Board of Directors.

### 5.0 ELECTION AND DUTIES OF THE BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

The Directors shall manage the affairs of the society.

#### 5.1 Eligibility for Office

All members in good standing, and included on the Official Membership List, shall be eligible to run for positions on the Board of Directors and executive positions as defined below.

##### 5.1.1 Youth Member of the Board

A maximum of one member between the ages of sixteen and twenty may be elected to the Board as a Youth Member-at-Large at each Annual General Meeting.

#### 5.2 Composition of the Board of Directors and the Executive

The Board of Directors shall be composed of the following positions:

- President
- President Elect
- Vice-President
- Secretary
- Treasurer
- Four General Members-at-Large

- One Youth Member-at -Large
- The Executive includes the President, President Elect, Vice-President, Secretary, Treasurer.

### 5.3 Election and Terms of Office

#### 5.3.1 President (Final Year of a three Year Term)

At the conclusion of the Annual General Meeting, the President Elect for the year just completed shall assume the position of President.

#### 5.3.2 President Elect (Second Year of a Three Year Term)

At the conclusion of the Annual General Meeting, the Vice-President for the year just completed shall assume the position of President Elect.

#### 5.3.3 Vice-President (First Year of a Three Year Term)

The Vice-President shall serve a one-year term as Vice-President followed in consecutive years by a one-year term as President Elect and followed by a one-year term as President.

#### 5.3.4 Secretary

The Secretary shall be elected to a two-year term, alternating election years with the Treasurer.

#### 5.3.5 Treasurer

The Treasurer shall be elected to a two-year term, alternating election years with the Secretary.

#### 5.3.6 Four General Members-at-Large

Four General Members-at-Large shall be elected to serve for two year terms with two positions being elected in alternating years.

5.3.6.1 The election of General Members at Large shall be by Preferential Balloting. Members at the Annual General Meeting will rank all candidates on a single ballot. The ballot counting officers will ensure votes above the winning threshold are proportionately distributed, until all positions are filled.

#### 5.3.7 Youth Member at Large

One Youth Member-at Large shall be elected to serve for a one-year term at each Annual General Meeting.

5.3.8 Any Member of the Board may serve a maximum of six years, or no more than three- two year terms. They may serve a maximum of seven years, or, no more than three terms, if their last term is the three year term Vice-President/President-Elect/President. While all past Board members are welcome to serve on any of GPLT's committees or projects, they are not eligible to sit on the Board for two years from their last term, regardless of the number of years they have served.

### 5.4 Removal from Office

A member of the Board who is absent from three consecutive Regular Board Meetings, or three of the previous six Regular Board Meetings, without giving notice of absence and providing reasons that are

acceptable to the Board for their absence, may be removed from the Board by resolution passed by a two-thirds majority of the full Board.

## 5.5 Duties of Officers Vacancies on the Board of Directors

5.5.0 In the event that any position on the Board of Directors, including the executive becomes vacant between Annual General Meetings, the Board of Directors shall appoint a member in good standing to fill the vacancy for the duration of the current term consistent with the following guidelines respecting the positions of President, President Elect, and Vice-President:

5.5.1 If the Position of President becomes vacant:

The vacant position of President would normally be filled by the current President Elect. If the current President Elect fills this vacant position less than six months prior to the next Annual General Meeting, they shall continue as President in the ensuing year.

5.5.2 If the Position of President Elect becomes vacant:

The current Vice-President will normally be appointed to the position of President Elect. If the current Vice-President fills this vacant position less than six months prior to the next Annual General Meeting, they shall continue as President Elect in the ensuing year.

5.5.3 If the Position of Vice-President becomes vacant:

The Board of Directors shall appoint a member in good standing to fill the vacancy for the duration of the three year term.

## 5.6 Duties of Officers

5.6.1 The President shall:

- preside at all General and Special Meetings of GPLT membership, and of the Board of Directors
- be an ex-officio member of all GPLT committees and projects
- with staff, be responsible for the preparation of all agendas
- enforce the bylaws and policies of GPLT
- with the support of the Secretary, ensure all bylaws, policies, procedures, committee and project mandates are properly recorded, reviewed, and amended as needed
- with the support of the Secretary, review and update any documents, guides or handbooks for new or prospective Board members
- with the Board and possible committee members, recruit to ensure a full slate of candidates for elections held at the Annual General Meeting
- in coordination with staff leadership, serve as the official spokesperson for GPLT
- serve as the primary contact between the Board and GPLT staff leadership.

5.6.2 The President Elect shall:

- act on behalf of the President, at the request of the President
- assume the full duties and responsibilities of the President should the President be unavailable or unable to perform their duties
- with the support of the Vice President and designated committees, plan the ensuing GPLT Season.

#### 5.6.3 The Vice-President shall

- with support of the President Elect - review, enhance, develop and update committees, projects and initiatives supporting productions
- support the President-Elect in their responsibilities and duties
- with the support of the President-Elect, review and update any documents, guides or handbooks for show production teams
- Participate in ongoing Board activities

#### 5.6.4 The Secretary shall, with staff support:

- ensure that notice of meetings is given to members in accordance with the Bylaws
- ensure a current and accurate Membership List is maintained
- record and distribute minutes of all Board of Directors meetings
- ensure for the care and keeping of the official minutes of all GPLT Special, General, and Board meetings.
- support the President, to ensure all bylaws, policies, procedures, committee and project mandates are properly recorded, reviewed, and amended as needed
- support the President, in reviewing and updating any documents, guides or handbooks for new or prospective Board members
- such other duties and responsibilities as may be agreed to from time to time.

#### 5.6.5 The Treasurer shall, with staff support:

- ensure the development of the budget for the ensuing year to be approved at the Annual General Meeting.
- monitor revenues and expenditures, and ensure monthly financial reports are provided to the Board
  - oversee the annual audit, and present the audited financial statement to the Board and to the Annual General Meeting.
  - recommend to the Board for its approval, where GPLT will conduct its banking and invest its liquid assets.

#### 5.6.6 Each Member-at-Large shall:

- participate in all decisions of the Board
- serve on a minimum of one committee, project, or initiative at any given time, in addition to their Board participation
- one or more Members-at-Large will be asked by the Board to lead member recognition, awards, and scholarship selection process
  - support and participate in reviewing and updating GPLT bylaws, policies, procedures, documents, guides, and handbooks
  - undertake such other duties and responsibilities requested of them by the Board from time to time.

#### 5.6.7 Transitional

At the Annual General Meeting where these By-Laws are adopted, the current President shall remain as President for a second one- year term and the current Vice-President shall assume the new position of President Elect as the second year of their three year term. A new Vice-President shall be elected to the new three year term.

#### 5.6.8 Remuneration

The Directors shall not be entitled to any remuneration for their service on the Board, but may be reimbursed for their out-of-pocket expenses while attending to the business of the Society, if such expenses are approved by the Board.

### 6.0 Financial Management

#### 6.1 Funds and Accounts

The funds of GPLT shall be deposited from time to time to the credit of GPLT in a chartered bank or other similar institution.

#### 6.2 Signing Authority

6.2.1 All GPLT cheques and other legal documents requiring formal signatures shall be signed by two signing officers formally named by resolution, as signing authorities at the first Board of Directors meeting following the Annual General Meeting.

6.2.2 The Board of Directors will normally designate the Treasurer, the President and the President-Elect as signing officers.

6.2.3 The Board may also designate the staff leadership position as a signing officer.

#### 6.3 Borrowing Authority

GPLT shall have no power to borrow money, except when proposed by the executive, and approved by a three-fourths majority at a General meeting.

#### 6.4 Access to Books and Records by Members

The books and records of GPLT may be inspected by members at any reasonable time at the theatre office.

#### 6.5 Annual Audit

A duly qualified accountant shall audit the financial records at the end of each fiscal year. A complete and proper statement of the standing of the books for the previous year shall be submitted by auditor at the Annual General Meeting.

#### 6.6 Fiscal Year

The fiscal year for GPLT shall be June 1 to May 31.



## 7.0 Regulations

The Board of Directors may from time to time enact or amend regulations for the general management of GPLT. Such regulations shall not be inconsistent with these Bylaws and shall become effective upon enactment by the executive or at the time stipulated therein.

## 8.0 Amending By-Laws

Additions, alterations or amendments to the by-laws shall first require written notice of such signed by two members in good standing to be submitted to the Secretary at least twenty-one (21) days before the next General meeting. Any such notice shall be included in the notice regarding the General meeting which is sent to all members. A Three-Fourths majority vote of the members voting in person at the General meeting shall be required to pass and approve any such proposed additions, alterations or amendments.

## 9.0 Dissolution or Winding Up

It is specially provided that, in the event of dissolution or winding-up of GPLT, all its remaining assets, after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Canada, designated by the Membership at a Special or General Meeting.

## 10.0 No Pecuniary Gain to Members

GPLT is to carry on its operations without pecuniary gain to its members and any profits or other accretions to GPLT are to be used in promoting its objects.

## 11.0 Invalidity of Provisions

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

## 12.0 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### 13.0 Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, Committee Members, or volunteers of GPLT that cannot be resolved after reasonable attempts at meeting and discussion are, as much as possible, to be resolved in accordance with mediation and arbitration mechanism of this by-law.

#### 14.0 Dispute Resolution Mechanism

- 14.1 The President (or neutral party designated by the Board) will make reasonable attempts to resolve the dispute through meetings and discussion. The results of those attempts, successful or not, will be provided to all parties, in writing.
- 14.2 If unsuccessful, The Board may choose to arrange for mediation. If so, the Board will provide options for a qualified mediator. One or both of the parties may also provide qualified mediator options. The selected mediator must be acceptable to both parties.
- 14.3 If the parties are not successful in resolving the dispute through mediation, the Board and all the parties may agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with Alberta legislation governing domestic arbitrations. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law, or mixed fact and law.
- 14.4 All costs of the mediators appointed in accordance with this section shall be borne by GPLT. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.