

# BYLAWS

OF THE

## CARDSTON COMMUNITY THEATRE

### I. NAME

The name of this organization will be the "CARDSTON COMMUNITY THEATRE." (Following the Mission Statement, thereafter will be referred to as the CCT)

### II. MISSION STATEMENT

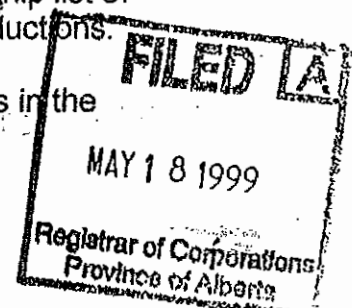
The Cardston Community Theatre exists to foster the development of the fine arts. Opportunities will be provided to allow participation directly and vicariously to those interested in developing and enjoying artistic talents.

### III. PURPOSE

- A. The purpose of this organization shall be to encourage the fine arts in the Town of Cardston and District. (Hereafter referred to as the District).
- B. To provide motivation and support for the development of the fine arts in the District.
- C. To produce a theatrical experience for the District each year.
- D. To provide an opportunity for the development of talent and skills for all members of the District.
- E. To improve social relationships, camaraderie, and promote goodwill among residents of the District.
- F. To cooperate, share, and work with like organizations for the betterment of fine arts in Alberta.
- G. To share a theatrical experience with theatre goers beyond the district.

### IV. MEMBERSHIP

- A. Membership in the CCT shall be granted to all who have participated in a production of the CCT.
  1. The Board of Directors shall maintain a membership list of those persons who have participated in past productions.
  2. No membership fee will be required.
- B. Participation in the CCT is open to all interested persons in the District.



- C. A member may have their membership withdrawn at any time upon their written notification to the Board of Directors.
- D. A member may be expelled from the CCT for failing to comply with the bylaws of the CCT.
  1. Two weeks prior to the next Board meeting, notification will be given to a member being considered for expulsion. The member will be invited to that meeting to defend their position.
  2. Expulsion of a member will be made by a majority vote of the Board of Directors of the CCT at a regular meeting of the Board.

## V. THE BOARD OF DIRECTORS

- A. The Board of Directors shall be comprised of twelve members and be elected by a majority vote at the Annual General Meeting.
- B. All Board of Director positions will be for a 2 year term.
- C. A Board member may serve as many terms as he/she chooses upon re-election at an Annual General Meeting.
- D. The Board of Directors shall conduct and manage the business affairs and general activities of the CCT in a responsible manner. It shall act in the best interest of the CCT. It may appoint committees and sub-committees as needed.
- E. At the first regular Board meeting following the Annual General meeting, the CCT Board of Directors will select persons to fill the following positions: President, Vice-president, Secretary, Treasurer and Artistic Director. These positions will be filled by nomination and a majority vote of the Board of Directors by secret ballot unless the person is put in by acclamation. *Librarian*  
*Historian*
- F. A Board member may resign at anytime upon their written notification to the Board of Directors.
- G. A Board member may be removed from the Board of Directors for failure to comply with the bylaws of the CCT.
  1. Two weeks prior to the next Board meeting, notification will be given to the Board member in question. They will be invited to defend their position at that meeting.
  2. Removal will occur by a majority vote of the Board.
- H. In the event of a vacancy occurring on the Board between Annual General Meetings, the Board of Directors may choose to fill the vacancy at their discretion. The new Board member will be chosen by nomination and election by the Board, and will serve the remainder of the term created by the vacancy.
- I. All Board members will serve on a voluntary basis and will not receive any remuneration for services rendered to CCT unless, through their efforts in the annual production, they are granted an honorarium by motion and vote of the Board.

## VI. DUTIES AND RESPONSIBILITIES OF THE BOARD MEMBERS

- A. Responsibilities of the President

1. Shall preside at all Annual General Meetings, all regular board meetings, and all Special Meetings, and shall be an ex-officio member of all committees and sub-committees.
2. Shall be responsible to appoint a liaison officer to work with other organizations when deemed necessary.
3. Shall be responsible to see that the High School counselors receive current information regarding the CCT Scholarship available each year. Contact with the counselors should occur by the end of March each year.
4. Shall act as producer in the event that another person has not been selected by the Board.
5. Shall preside over:
  - a) Vice-president
  - b) Secretary
  - c) Treasurer
  - d) Librarian/Historian
  - e) Artistic Director
  - f) all other Board members
  - g) Producer
  - h) Director
  - i) Cast and Crew of all Productions

**B. Responsibilities of the Vice-president**

1. Shall perform the duties of the President in the President's absence.
2. Shall be in charge of all professional development activities.
3. Shall be in charge of all matters dealing with the Bylaws.
4. Shall perform any other duties as deemed necessary by the board.

**C. Responsibilities of the Secretary**

1. Shall keep accurate minutes of all meetings of the CCT and Board meetings.
2. Shall be in charge of all correspondence.
3. Shall notify all CCT Board members of the regular monthly meetings and any special meetings called.
4. Shall perform any other duties as deemed necessary by the Board.

**D. Responsibilities of the Treasurer**

1. Shall properly account for the funds of the CCT and keep an accurate record of all financial transactions.
2. Shall be responsible for the annual financial statement for the Annual General Meeting.
3. Shall deposit all CCT funds in an approved bank and be responsible for any investments of the CCT.
4. Shall be responsible for paying from CCT funds, all approved bills when due.
5. Shall be responsible for grant monies which may be available to the CCT.
6. Shall be responsible for monitoring the budgets for all

- productions.
7. Shall be responsible for the keeping of the seal of the society.
- E. Responsibilities of the Librarian/Historian
1. Shall monitor the keeping of the CCT Library--Current and Historical.
  2. Shall keep a record of the membership of the CCT.
  3. Shall keep a record of membership involvement for recognition and award purposes.
  4. Shall monitor the keeping of inventories of the properties of the CCT.
- F. Responsibilities of the Artistic Director
1. Shall be immediately responsible for initiating all artistic activities and decisions for each production, including:
    - a) Art
    - b) Drama
    - c) Music
    - d) Auditions and Casting
  2. Shall provide a list of applicants for the positions of Director and Assistant Director, and shall then assist Board Members in selecting a Director for each production.
  3. Shall review all scripts or other material proposed for public production for perusal and make recommendations to the Board of Directors.
  4. Shall be responsible for monitoring and supervising all activities for each production from an artistic point of view and work in cooperation with the producer.
- G. Responsibilities of Board Members at Large
1. Shall be considered as representatives of the CCT, and shall act in its best interest.
  2. Shall act as special members of any committee when requested to do so by the Board of Directors.
  3. Shall lend their active support by accepting duties and assignments intended to insure a successful production.

## VII. MEETINGS

- A. Annual General Meeting and Special Public Meetings
1. The CCT shall hold an Annual General Meeting open to the public in the fall of each year at a date arranged by the Board of Directors.
  2. Notice of the Annual General Meeting, or other Special Public Meetings of the CCT shall be announced and publicized by at least one available means ie. television, newspaper, flyers, posters or phone, no less than seven days prior to the meeting. All such notices shall state the purpose, time, and place for which the meeting is called.
  3. The meeting will follow an approved agenda.
  4. Business to be dealt with will include the following:
    - a) reading and approving the minutes

- b) reviewing the financial statement.
  - c) any proposed amendments to the Bylaws.
  - d) nominations and voting of members to fill vacancies on the Board of Directors.
  - e) any other items deemed necessary
5. Ten (10) members shall constitute a quorum at any general or special public meeting.

B. Board of Directors' Regular Meetings

1. Regular Board of Directors meetings will be held monthly. No regular meetings will be scheduled during July and August.
2. The meeting will follow an approved agenda.
3. Business to be dealt with will include:
  - a) reading and approving the minutes.
  - b) business arising from the minutes.
  - c) review of the financial statement.
  - d) any other items deemed necessary
4. The time, date and place of the next regular meeting will be set prior to the adjournment of each regular meeting. A reminder of that meeting will be made prior to, or the morning of, the meeting date.
5. Eight (8) members shall constitute a quorum at any CCT Board of Directors regular meeting.
6. In the event of the absence of the President and Vice-president, the attending Board members would appoint a presiding officer for that meeting.
7. All Board members are expected to be at each monthly meeting as well as the Annual General Meeting. If a Board member misses three consecutive monthly meetings or a total of six meetings during the year, including the Annual General Meeting, their position on the Board may be subject to review for replacement by the Board.
8. Meetings are open to all members of the CCT as observers, delegations or invited parties.
  - a) They may only have input in the meeting if they have previously arranged to have an item placed on the agenda, and may only speak to that item.
9. The Board reserves the right to move in camera for any discussion of a sensitive nature.
10. Any follow-up action related to an in camera discussion may be dealt with by a delegation appointed by the board.

C. Special Meetings of the Board of Directors

1. Special Meetings shall constitute those called between regular monthly meetings, or during July and August, when deemed necessary by the President. In case of the President's absence, the Vice-president will have the responsibility of calling special meetings.
2. Notification of a special meeting and **contact with each**

- Board member* will be the responsibility of the secretary.
3. Eight (8) members shall constitute a quorum at any special meeting.
  4. All Board members are expected to make every effort to attend all special meetings.

## VIII. VOTING

Voting will be done by a show of hands unless the matter at hand suggests the value of a secret ballot. The decision for a vote by secret ballot will be at the discretion of the presiding officer.

### A. Annual General Meeting

1. Voting privileges shall be extended to all individuals who meet the following requirements:
  - a) be a member in good standing of the CCT.
  - b) be in attendance at the Annual General Meeting.
  - c) be 18 years of age or older.
2. Voting on all matters, other than amendments to the Bylaws, will be carried by a simple majority.
3. The Presiding Officer will only vote in the case of a tie and will cast the deciding vote.
4. Election of the Board of Directors will be conducted by secret ballot.
5. In the event of only one nominee standing for a position on the board, that person is appointed by acclamation and no vote is necessary.

### B. Board of Directors meetings

1. All motions put before the Board are passed by a simple majority vote by those members in attendance.
2. All members, other than the Presiding Officer, shall have the right to vote at the regular CCT meetings. In the event of a tie, the Presiding Officer will cast the deciding ballot.
3. The chairman or members are expected to raise issues of conflict of interest. If a conflict of interest is identified the person(s) involved is expected to abstain from the discussion and vote. The chairman may solicit information from the individual(s) and/or request they leave the room until the matter is dealt with.
4. Members have the right to abstain from discussion and voting.

### C. Special Meetings

1. All members that meet the requirements outlined in VIII A. 1., other than the Presiding Officer, shall have the right to vote at special CCT meetings. In the event of a tie, the Presiding Officer will cast the deciding ballot.
2. Motions presented at a special meeting are passed by a simple majority of the those in attendance.

## IX. NOMINATING COMMITTEE

- A. The Board shall appoint a nominating committee of at least two persons to compile a list of CCT members to stand as nominees at the Annual General Meeting.
- B. Advertisement of open nominations will be made with the notice of the CCT Annual General Meeting and will include names and numbers of contact persons.
- C. Only members of the CCT with voting status may be nominated for Board of Director positions.
- D. Nominations will also be accepted from the floor at the Annual General Meeting.
- E. A candidate may nominate themselves or be nominated by another CCT member.
- F. The nominating committee will prepare a ballot of nominated members. These names will be placed in random order.

#### **X. COMMITTEES**

- A. At any time the Board may create a committee as needed to:
  - 1. study issues.
  - 2. make recommendations.
  - 3. serve as a task force.
  - 4. any other purposes the Board deems necessary.
- B. A member of the Board of Directors will head the committee.
- C. The President of the Board has ex-officio status on every committee.
- D. All committees shall report their results to the Board.
- E. A committee will be dissolved after its function is accomplished.

#### **XI. SELECTION OF ANNUAL PRODUCTION**

- A. Suggestions for each production should be made at a regular monthly Board of Directors meeting following the Spring Production.
- B. The FINAL selection decision should be made before adjourning for the summer months, but no later than September. Following the final selection the Producer will see that copies of both script and musical scores be ordered and made available to the directors and others as needed.
- C. At the October Board of Directors meeting, the Director(s) will present to the Board, an outline for the annual production. The Board will then proceed to fill the needed department head and production staff positions.

#### **XII. DUTIES OF PRODUCTION STAFF**

- A. Producer
  - 1. Shall be responsible for ordering the scripts and music for each production.
  - 2. Shall be responsible for and work closely with the director(s) and department heads in each of the following areas:
    - a) Lights
    - b) Sets
    - c) Props

- d) Stage Manager
  - e) Costumes
  - f) Makeup
  - h) Hair
  - l) All other areas inherent to the theatrical production
3. Shall call production meetings as needed to correlate time schedules and the efforts of each department.
  4. Shall have the ultimate responsibility for the smooth outcome of each CCT production.
  5. Shall report to the Board of Directors.
  6. Shall appoint an assistant(s) as deemed necessary.
- B. Drama Director
1. Shall report directly to the Producer.
  2. Shall be responsible for the overall presentation of the annual production.
  3. Shall work closely with the Department Heads mentioned in XII. A. 2. above.
  4. Shall work in cooperation with the Musical Director.
  5. Shall appoint an assistant(s) as necessary.
- C. Musical Director(s)
- This position may be filled by two persons: one as Choral Director and the other as Orchestral Director.
1. Shall work in cooperation with and report directly to the Drama Director.
  2. Shall be responsible for the overall musical presentation.

### **XIII. CONFLICT RESOLUTION PROCEDURE**

- A. During a production, should any problems or concerns arise which cannot be resolved between the involved parties and their immediate Department Head, there will be a distinct line of authority for the resolution of problems. Appeal should be raised at the appropriate level including the following:
1. Department Head
  2. Stage Manager
  3. Assistant Director (if applicable)
  4. Directors (Music or Drama)
  5. Producer
  6. Board of Directors
- B. It is expected that reconciliation will occur at the level at which the problem occurred. If this is not possible, appeal can be made at the next higher level. It is imperative that the line of authority be followed implicitly.
- C. Each person in the line of authority is expected to act toward the resolution of the problem that is brought to their attention.

### **XIV. PROCEDURE FOR APPEAL**

An appeal to any decision made should follow through the proper line of authority. Should this appeal reach the Board of Directors, the decision of the



7.

Board is final.

#### **XV. BANKING AND SIGNING OFFICERS**

- A. The funds of the CCT shall be kept in a bank approved by the Board of Directors, in the name of "CARDSTON COMMUNITY THEATRE".
- B. The President, Vice-president and the Treasurer shall have the authority to sign and endorse on behalf of the CCT all cheques, and to arrange for bank loans when necessary. All cheques must be signed by at least two of the signing officers.
- C. The CCT may borrow money from an approved bank as deemed necessary and must be agreed upon by a majority vote of the Board.
- D. Any financial investments of CCT funds must be approved by a majority decision of the Board and be of a responsible nature.

#### **XVI. FINANCIAL STATEMENT**

- A. A Financial Review Engagement Report of the CCT shall be prepared annually by an approved accountant.
  - 1. The financial statement shall be prepared and available for distribution at the Annual General Meeting.
  - 2. Any member of the Board of Directors shall have the right to inspect the books and records of the CCT by making a request in writing to the President. The President will make known to the Board of Directors that a request has been made. Reasonable time must be given to the Treasurer to organize the books for inspection.
  - 3. Any member of the district may solicit information by contacting a Board member who will then follow the above procedure.

#### **XVII. SIGNATURE AND CERTIFICATES OF DOCUMENTS**

Contracts, documents or any instruments in writing requiring the signature of the CCT shall be signed by the President, and either the Vice-president, or the Treasurer.

#### **XVIII. REMUNERATION FOR SERVICES**

- A. Honorariums
  - 1. The Drama Director may receive an amount of no more than two thousand dollars (\$2000) for each major production directed. In the event of multiple directors, a pro rata system will be established by the Board of Directors as to the distribution of the honorarium.
  - 2. The Musical Director (if applicable) may receive an amount of no more than two thousand dollars (\$2000) for each major production directed. The same rule (as in XVIII. A. 1. above) will apply.
- B. No other member of the CCT shall receive remuneration (financial or otherwise) for services to the CCT unless approved by the Board of

Directors. It is expected that all services will be on a volunteer basis unless the Board deems otherwise.

- C. The remuneration given to the above, or to any other persons or department heads shall be subject to approval by MOTION of the Board of Directors.

**XIX. THE SEAL OF THE SOCIETY**

The seal of the society shall be kept by the Treasurer and authenticated by the signatures of the President and either the Vice-president or Treasurer. The seal is to be used only after a MOTION passed by a majority of the Board of Directors at a regular or special meeting.

**XX. AMENDMENTS TO THE BYLAW**

- A. The Bylaws of the CCT may be amended by Special Resolution of the CCT, under the provisions found in Sec. 1 (d) of the Societies Act, at the Annual General Meeting or special meeting called for that purpose.
- B. Notice of this meeting shall be announced and publicized no later than 21 days prior to the meeting and shall state the purpose, time and place for which the meeting is called.
- C. Acceptance of amendments must be made by a 3/4 majority vote of those eligible, and in attendance at the meeting.

**XXI. RATIFICATION OF THE BYLAWS OF THE CARDSTON COMMUNITY THEATRE**

Dated this 18 day of November A.D. 1998 *De*

<u><i>Alan Sheen</i></u>	<u><i>Box 554</i></u>	<u><i>President</i></u>
Name	Address	Position
<u><i>[Signature]</i></u>	<u><i>Box 565 CARDSTON</i></u>	<u><i>DIRECTOR</i></u>
Name	Address	Position
<u><i>[Signature]</i></u>	<u><i>Box 7 Cardston</i></u>	<u><i>Director</i></u>
Name	Address	Position
<u><i>Floyd J. Baxter</i></u>	<u><i>Box 1062 Cardston</i></u>	<u><i>Director</i></u>
Name	Address	Position

WITNESS TO THE ABOVE SIGNATURES:

<u><i>Judy Rasmussen</i></u>	<u><i>Box 1134 Cardston</i></u>	<u><i>Director</i></u>
Name	Address	Occupation
<u><i>[Signature]</i></u>	<u><i>Box 303 CARDSTON</i></u>	<u><i>Woodworker</i></u>
Name	Address	Occupation