

PORTAL PLAYERS DRAMATIC SOCIETY BYLAWS (2015)
In accordance with the Society Act of the Province of British Columbia

A INTERPRETATION

- 1) In these Bylaws, unless the context otherwise requires:
 - a) “**Society**” means Portal Players Dramatic Society
 - b) “**Board**” means the Board of Directors of the Society;
 - c) “**Director**” means an Officer or Director at Large who has been elected or appointed to the Board in accordance with Section F or Section H of these Bylaws;
 - d) “**Theatre**” means the “Capitol Theatre”, 4904 Argyle Street, Port Alberni, B.C.;
 - e) “**Membership Year**” means the period from October 1st to September 30th of the following year;
 - f) “**Financial Year**” means the period from July 1st to June 30th in the following year;
 - g) “**Member**” means a Member of the Society in good standing, as defined in Section B of 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.

B) MEMBERSHIP

- 1) A Member of the Society in good standing is a person whose Annual Membership fee is paid in full and whose Membership has not been rescinded by the Society.
- 2) A Member shall cease to be a Member of the Society:
 - a) By delivering his or her resignation in writing by mail or in person to the Secretary of the Society at the address of the Society;
 - b) By failing to pay the Annual Membership fee;
 - c) On his or her death; or
 - d) On his or her expulsion from the Society.
- 3) Membership Categories are:
 - a) Individual Member
 - (i) Any person regardless of age who is a Member of the Society in good standing.
 - b) Family Membership
 - (i) A Family Membership includes all members of a family who hold a parental role in the family and all dependent persons who are part of the basic family unit.
 - (ii) Persons who are members by way of a Family Membership shall have all of the privileges and responsibilities of an Individual Member.
- 4) Special Membership Categories are:
 - a) **LIFE-MEMBER**
 - (i) A Life Membership may be conferred by the Society on any Member on the recommendation of the Board of Directors and approval by the Members present at a duly constituted meeting of the Society.
 - (ii) Each Life Member of the Society shall have all the privileges of a Member.
 - (iii) Life Members shall not be required to pay Membership fees.
 - b) **HONORARY MEMBER**
 - (i) An Honorary Membership may be conferred by the Board on any person for cause for a specific period to be determined by the Board.
 - (ii) Honorary Members shall have all of the privileges of a Member and shall not be required to pay a Membership fee for that period.

- 5) Membership Privileges:
 - a) Each Member of the Society shall be entitled to:
 - (i) Participate in all aspects of the production of plays by the Society;
 - (ii) Participate in all aspects of the administration of the Society;
 - (iii) Receive a copy of the current Constitution and By-Laws of the Society; and,
 - (iv) Vote at duly constituted Meetings of the Society.
 - b) Each Member shall have a single vote at all duly constituted meetings of the Society on any matter or matters brought before the Membership for decision:
 - (i) Normally, voting shall be by a show of hands;
 - (ii) On the recommendation of the President or at the request of a Member in good standing, voting on a specific matter may be held by secret ballot upon approval by a majority of the Members present;
 - (iii) Members must be present in person to cast their votes; and
 - (iv) No proxy votes are permitted.
 - c) In the case of an equality of votes at a duly constituted Meeting, the President shall have a casting vote, but the President shall not vote otherwise on any resolution.
- 6) Annual Membership Fees:
 - a) The Board shall present a proposal for an amendment of the Annual Membership fees to a General Meeting of the Society.
 - b) Annual Membership fees shall be established by majority vote at that meeting and shall come into effect on October 1st of each year.
 - c) The Annual Membership fee shall cover all or any part of the Membership Year regardless of the date on which the Membership fee is paid to the Society.

C) MEMBERSHIP SUSPENSIONS AND EXPULSIONS

- 1) A Member may have their Membership suspended or they may be expelled from the Society for cause.
- 2) The Board may, in response to a complaint that has been brought to its attention, consider the suspension or expulsion of a Member from the Society at a Special Board Meeting called by the President for that specific purpose.
- 3) The Board shall advise the Member of its intention to consider a suspension or expulsion and shall invite the Member to meet with the Board to discuss its concerns.
- 4) Following that meeting with the Member, the Board shall immediately move *in camera* to decide whether or not to proceed with the suspension or expulsion of the Member.
- 5) The Board shall inform the Member of its decision within 24-hours of the *in camera* session.
- 6) Appeal Procedures
 - a) Any Member so suspended or expelled from the Society shall have the right to appeal that decision within 7 days of the date of the suspension or expulsion by delivering a Notice of Appeal in writing to the office of the Society.
 - b) In the event of such an Appeal, the date of suspension or expulsion shall be delayed until the appeal has been heard.
 - c) Appeals shall be heard within 2 weeks by an Appeal Board consisting of 3 past Board Members.
 - 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 shall deliberate *in camera* and render its decision to uphold or overturn the suspension or expulsion.
 - f) The decision of the Appeal Board shall be final and binding on all parties.

D) DENIAL OF ACCESS TO THEATRE PREMISES

- 1) The Board shall be empowered to refuse any person admission to the Theatre premises, on grounds of present or past conduct that may be or has been deemed to be detrimental to the best interests of the Society.

E) MEETINGS OF THE SOCIETY

- 1) General Meetings
 - a) General Meetings of the Society may be held at such times and places as the Board shall decide.
- 2) Annual General Meetings
 - a) The Annual General Meeting of the Society shall be held not later than December 31st each year on a date identified by the Board.
 - b) The order of business at the Annual General Meeting shall be as follows:
 - (i) Agenda for the Meeting;
 - (ii) Minutes of the last Annual General Meeting of the Society
 - (iii) Business arising from the Minutes;
 - (iv) President's Annual Report;
 - (v) Treasurer's Annual Report including
 - Presentation of Year End Financial Statements
 - (vi) Annual Committee Reports
 - (vii) Other Business
 - (viii) Assumption of the Chair by the Nominating Committee Chairperson
 - (ix) Election of Officers and Directors including
 - President
 - Vice-president
 - Secretary
 - Treasurer
 - Directors at Large
 - (x) Installation of the newly elected Board
 - (xi) Any further business.
 - (xii) Adjournment
- 3) Extraordinary General Meetings
 - a) An Extraordinary General Meeting shall be called by the Board to address specific issues that it deems to be urgent in nature.
 - b) Normally, an Extraordinary General Meeting will be concerned with a single matter on which the Board requires guidance from the Membership.
 - c) An Extraordinary General Meeting of the Society may be requested by a group of Members by way of a petition to the Board signed by at least 10% of the Members of the Society.
 - (i) The petition shall identify the matter to be considered at the Extraordinary General Meeting, including a motion or series of motions that outline the action the petitioners are requesting the Board to undertake on behalf of the Society.
 - (ii) Within 7 days of receiving such a petition, the Board shall call for an Extraordinary General Meeting of the Society to address the issue and motions contained in the petition.
 - (iii) The petitioners will present their concerns to the Members at the Extraordinary Meeting and move their motions for consideration and decision by the Members.

- (iv) The subsequent activities of the Board shall be governed by the passage or failure of these motions.
- 4) Notice of Meetings
 - a) Members shall be notified officially of General Meetings of the Society not less than 2 weeks in advance of the Meeting date.
 - b) The Notice of Meeting shall specify the place, the date, and the hour of the meeting.
 - c) In the case of an Extraordinary General Meeting, the Notice shall outline the general nature of the business of that Meeting.
 - d) In the event that materials are available for review by the Members in advance of the Meeting, the Notice shall state where and when Members will be able to obtain those materials.
 - e) Accidental omission of Notice of Meeting or non-receipt of such a Notice by any Member of the Society shall not invalidate the proceedings of that Meeting.
 - 5) Meeting Quorum
 - a) At all General Meetings of the Society, 10 Members will constitute a quorum, except as noted in Sections 9e. and 9g. below.
 - b) No business other than the election of a Chairperson and the adjournment or termination of a General Meeting shall be conducted when a quorum is not present.
 - c) If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until such time as there is a quorum present or the meeting is adjourned or terminated.
 - d) If within 30 minutes after the time appointed for a General Meeting a quorum is not present, the meeting shall stand adjourned to a later date to be determined by the Board.
 - e) If, at the adjourned Meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present shall constitute a quorum.
 - f) In the case of a General Meeting that has been convened at the request of the Members, if within 30 minutes after the appointed time for the Meeting a quorum is not present, the Meeting shall be terminated.
 - g) If within 40 minutes from the time appointed for an Annual General Meeting a quorum is not present, the Members then present shall constitute a quorum with the exception that no Amendments to the Constitution and Bylaws of the Society may be passed under those circumstances.

F) THE BOARD OF DIRECTORS OF THE SOCIETY

- 1) The Board of Directors shall consist of at least 5 Directors and not more than 11 Directors, including the following Officers:
 - a) Past President (*ex officio*),
 - b) President,
 - c) Vice-president,
 - d) Secretary, and
 - e) Treasurer.
- 2) Additional Directors may be elected to the Board at the Annual General Meeting upon the recommendation of the Board, provided that the total number of Directors (including Officers) shall always be an uneven number.
- 3) A Director may resign from office at any time by giving notice in writing to the Board.
 - a) Upon acceptance of the resignation by the Board, the position held by the resigning Director shall become vacant.
 - b) In the case of vacancies occurring during the term of office of the Board of Directors:

- (i) A single vacancy may be left vacant, at the discretion of the Board, until the next Annual General Meeting; or
- (ii) The position may be filled by appointment by the remaining Directors.
- (iii) If 2 or more Board vacancies exist concurrently with more than 6 months remaining until the next Annual General Meeting, the Board shall convene an Extraordinary General Meeting for the purpose of filling the vacancies by the normal election process.
- (iv) If 2 or more such vacancies occur with less than 6 months remaining until the next Annual General Meeting the vacancies may be filled by appointment by the remaining Board members.
- (v) Any vacancy on the Board filled by Board appointment shall be presented for confirmation at the next General Meeting of the Society.
- (vi) Persons elected or appointed at other than the Annual General Meeting shall remain in office only for the unexpired term of the position.

G) DUTIES OF THE OFFICERS AND DIRECTORS OF THE SOCIETY

- 1) The Board of Directors of the Society shall:
 - a) Manage the affairs of the Society in an efficient and effective manner, and in accordance with the Constitution and Bylaws of the Society;
 - b) Maintain and protect the rights and privileges of the Members of the Society;
 - c) Set budgets for the general operation of the Society, for any Committees that may be established from time to time, and for any productions or other activities undertaken to enable the Society to fulfill its purpose as defined in its Constitution; and
 - d) Call such General Meetings of the Society as are required in these Bylaws or which the Board deems necessary from time to time for the conduct of the business of the Society.
- 2) The President shall:
 - a) Serve as Chairperson of the Board of Directors;
 - b) Serve as Chief Executive Officer of the Society;
 - c) Be *ex officio* a Member of all Committees of the Society; and
 - d) Preside at all General Meetings of the Society.
- 3) The Vice-President shall:
 - a) Assist the President; and
 - b) Assume the duties and the powers of the President during the President's absence.
- 4) The Secretary shall:
 - a) Conduct correspondence on behalf of the Society;
 - b) Keep a record of the minutes of all General Meetings of the Society and of all meetings of the Board;
 - c) Distribute copies of the minutes of all Board meetings to the Board Members who shall, in turn, be responsible for the dissemination of relevant information to the members of the Committees they represent;
- 5) The Treasurer shall:
 - a) Be responsible to the Board for administering the financial affairs of the Society;
 - b) Ensure proper accounting records are kept in respect of all financial transactions of the Society;
 - c) Ensure all monies payable to the Society are collected;
 - d) Manage the Society's banking and investment accounts;
 - e) Ensure the Society's outstanding accounts are paid;
 - f) Maintain a petty cash account, not to exceed \$1500.00;

- g) Serve *ex officio* as a Member of the Finance Committee; and
 - h) Ensure that the Society's Annual Financial Statements are prepared for presentation to the Membership of the Society
- 6) Directors at Large shall be responsible for such duties as are assigned from time to time by the Board or by the President.
 - 7) The Officers and Directors shall take office at the close of the Annual General Meeting at which they are elected and shall hold office until the close of the Annual General Meeting the following year.
 - 8) Should a President continue in office for more than one year, the Immediate Past President may, at his or her discretion, continue to serve in an *ex officio* capacity on the Board so long as the current President continues in office.
 - 9) No act or proceeding of the Board shall be deemed invalid only for reason of there being fewer than the prescribed number of Officers and Directors at Large in office.
 - 10) The Board may exercise all powers and do all acts and things that the Society may exercise or do which are not restricted by these bylaws or by statute or which are lawfully required to be done only by the Society in a General Meeting, subject to the following provisions:
 - a) All laws affecting the Society,
 - b) These bylaws,
 - c) Rules consistent with these bylaws which are made from time to time by the Society at a General Meeting.
 - 11) No rule, made by the Society at a General Meeting shall retroactively invalidate a prior act of the Board that would have been valid under the rules in effect at the time the Board took action.
 - 12) The Members may, by Special Resolution remove a Director from office before the expiration of his or her term of office, and may elect a successor to complete that term of office.
 - 13) The removal of a Director from office by the Members shall constitute expulsion from the Society and shall be subject to the review and appeal procedures outlined in Section C - Membership Suspension Or Expulsion.
 - 14) No Director shall be remunerated for being or acting as a Director.
 - 15) Directors may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
 - 16) The Board of Directors may meet together at such times and places as it deems necessary to conduct the affairs of the Society, and shall adjourn and otherwise regulate its meetings and their proceedings in such manner as it sees fit.
 - 17) Board Meetings shall be called by the President at his or her discretion, or within 30 days of receipt of a request for a meeting by a majority of the Directors.
 - 18) The quorum for Board meetings shall be a majority of Directors then in office.
 - 19) Spending powers of the Board shall be governed by but not limited to the following:
 - a) For any **non-capital project** (other than a production) with a net budget expenditure of more than two thousand five hundred dollars (\$2,500.00), the Board shall seek the approval of a majority of Members present at a General Meeting;
 - b) For any **capital expenditures** (acquisition or replacement of equipment, renovations to the facilities, etc., exceeding seven thousand five hundred dollars (\$7,500.00), the Board shall seek the approval of a majority of Members present at a General Meeting

H) ELECTION OF OFFICERS AND DIRECTORS TO THE BOARD

- 1) Immediately following the Board Meeting at which the date is set for the next Annual General Meeting, the Immediate Past President or another Member in good standing shall be appointed by the Board to serve as the Nominating Committee Chairperson.
- 2) The Nominating Committee Chairperson shall be empowered to form a Nominating Committee, and to act as Chairperson of that Committee.
- 3) From that time until the date of the Annual General Meeting, the Nominating Committee shall seek and receive Nominations for Positions on the Board which are to be filled by election at the Annual General Meeting, including Officers of the Board and Candidates for election as Directors at Large.
 - a) Only Members of the Society in good standing for 180 days prior to the Annual General Meeting may stand for election to the Board.
 - b) Candidates for election may be nominated and seconded only by Members of the Society in good standing.
- 4) The Nominating Committee will ascertain that nominees are willing to stand as candidates for office and shall ensure that each is duly seconded.
- 5) A list of the candidates who have indicated their willingness to stand for election shall be available at the Theatre at the time of the posting of the formal Notice of Meeting.
- 6) At the Annual General Meeting, the Nominating Committee Chairperson shall:
 - a) Become Chairperson of the meeting during the period in which the elections are being held;
 - b) Appoint scrutineers who shall not be Members of the Nominating Committee; and
 - c) Preside over the election of Officers and Directors.
- 7) Separate elections shall be held for each Officer of the Board and for other Board vacancies in the following order:
 - a) President;
 - b) Vice-president;
 - c) Secretary;
 - d) Treasurer; and,
 - e) Directors at Large.
- 8) Only Members of the Society in good standing may vote in the elections.
- 9) Prior to each election, the Chairperson shall announce the names of candidates already nominated and seconded for that position and shall call 3 times for further Nominations from the floor.
- 10) Should Nominations be forthcoming, the Chairperson shall ask each nominee if they are willing to stand for election, and if they are so willing, will call for a seconder to the nomination.
- 11) The Chairperson will continue to call for any further nominations to a maximum of 3 times.
- 12) Upon determining that there are no further Nominations the Chairperson will close Nominations.
- 13) The nominator and the seconder for each candidate may speak in support of their candidate for not longer than 1 minute each and, at the discretion of the Nominating Committee Chairperson, the candidates may also speak on their own behalf for not longer than 1 minute.
- 14) Upon completion of the speeches the Chairperson shall proceed with the election.
- 15) Elections may be by acclamation; otherwise they shall be determined by secret ballot.
 - a) Ballots shall be counted by the scrutineers.
 - b) A plurality of votes shall determine the successful candidate.
 - c) In the case of a tie vote, the person with the lowest number of votes shall be dropped from the ballot and the Members shall vote again.
 - d) This process shall be repeated until a candidate has been elected.
- 16) The result of each election shall be announced prior to proceeding with the next election in order.

- 17) If any vacancy on the Board is not filled by way of election, the person previously elected or acclaimed or appointed to that position may, at their discretion, continue to hold office.
- 18) Newly elected Officers and Directors at Large shall assume their positions immediately following the adjournment of the Annual General Meeting.

I) COMMITTEE STRUCTURE

- 1) Committees of the Society
 - a) The Board may from time to time establish such Committees as it deems necessary to carry out the activities of the Society.

J) CONTROL OF SOCIETY FUNDS

- 1) Bank Accounts
 - a) The funds of the Society shall be deposited in a Chartered Bank in the City of Port Alberni, in the name of Portal Players Dramatic Society,
 - b) All cheques drawn on the bank account of the Society shall be signed by 2 of the following Officers:
 - (i) Treasurer
 - (ii) President,
 - (iii) Vice-President, or
 - (iv) Secretary.
 - c) From time to time, at the discretion of the Board of Directors, Society funds may be placed in Term Deposits at then current rates of interest.
- 2) Borrowing Powers
 - a) Should the Board feel that it is necessary to borrow funds to carry out a project, it shall convene an Extraordinary General Meeting of the Society to consider a Special Resolution to approve the borrowing.
 - b) The reasons for the borrowing proposal shall be set out in general in the Notice of Meeting and presented in full detail by the Board at the Meeting.
 - c) Special Resolutions authorizing borrowing up to a maximum of ten thousand dollars (\$10,000.00) may be approved by a simple majority of the Members in attendance at the Meeting.
 - d) Special Resolutions authorizing borrowing in excess of ten thousand dollars (\$10,000.00) will require a two-thirds majority of the Members in attendance at the Meeting.
- 3) Examination of Accounts
 - a) 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:
 - (i) all sums of money received and expended and the matters in respect of which the receipts and expenditures took place;
 - (ii) assets and liabilities;
 - (iii) all other transactions affecting the financial position of the Society.
 - b) The Board must present to the members of the Society at each annual general meeting the financial statements showing income and expenditures of the Society during the preceding fiscal year, and the budget for the current year.

K) FILING OF ANNUAL REPORT

- 1) The Society shall file the list of Directors elected at the AGM in accordance with the Society Act of the Province of British Columbia.

L) AMENDING THE CONSTITUTION AND BYLAWS OF THE SOCIETY

- 1) The Constitution and Bylaws of the Society shall be amended only by Special Resolution as defined in Section L.3, below.
- 2) When the Board wishes to propose an amendment to the Constitution and/or Bylaws of the Society it shall provide due notice of a Meeting for that purpose, which Notice shall include in writing its intention to present a Special Resolution to amend the Constitution and/or Bylaws of the Society.
- 3) A Special Resolution to amend the Constitution and/or the Bylaws of the Society shall be a resolution which must be passed by a majority of not less than seventy-five percent of the Members present at a General Meeting of the Society called for that purpose.

M) INSPECTION OF THE BOOKS AND THE RECORDS OF THE SOCIETY

- 1) A Member may inspect the Books and Records of the Society at any reasonable time, after giving due notice to the Board by way of a written request for such inspection.