

THEATRE WAKEFIELD CONSTITUTION AND BYLAWS

ARTICLE I - NAME

The name of this not-for-profit corporation shall be THEATRE WAKEFIELD.

ARTICLE II - PURPOSE

As per the articles of incorporation approved by the Government of Quebec in January 2003, the purpose of Theatre Wakefield is to:

1. Promote community-driven arts and culture in Quebec, especially in the Outaouais region.
2. Provide opportunities for education and training in arts.
3. Provide opportunities for supporting professional activities in arts and culture.

ARTICLE III - MEMBERSHIP

Membership in Theatre Wakefield shall fall into three categories:

- 1) general,
- 2) voting, and
- 3) supporting,

and shall be based upon the criteria listed below, but shall be impartial with respect to general traits such as but not limited to race, creed, colour, gender identification, and age.

All members receive automatic notice of Theatre Wakefield events, casting calls, plays, schedules, volunteer recruitment, etc.

General Member

- 1) A membership form will be completed for data-base (contact info, any experience/skills)

Voting Member

- 1) An annual fee be paid, said fee to be determined by the Board¹(currently \$5 annually)
- 2) A membership form be completed (contact info, any experience/skills, any Board position of interest)

- 3) Motions will be made and seconded by existing voting members to accept new individuals as voting members at an Annual General Meeting (AGM) and passed with a simple majority.
- 4) Voting members' voting privileges are restricted to the AGM (unless they are also members of the Board of Directors).

Anyone present at the AGM may become a voting member by following the above procedures. The Board of Directors shall decide all other issues. All Board members must be voting members in good standing.

Supporting Member

- 1) Supporting members (usually an organization or other corporate /public entity) become members by invitation of the Board of Directors only.
- 2) A membership form will be completed for data-base (contact info, any experience/skills).

ARTICLE IV – ANNUAL GENERAL MEETING

There shall be an annual general meeting (AGM) within 18 months of the previous AGM, and one within each calendar year.

Theatre Wakefield shall make public notice of the AGM at least 14 days in advance.

ARTICLE V - BOARD OF DIRECTORS

Responsibilities

Board of Directors shall carry out the mandates and policies of Theatre Wakefield. Subject to the provisions of these Bylaws, the Board of Directors has full power and complete authority to perform all acts and to transact all business on behalf of Theatre Wakefield, for which each Board member is equally and jointly responsible.

Election and Term of Directors

All Board members must be voting members in good standing. Fifty percent (50%) of Board Members' terms will come up for election at each AGM. Terms will therefore be two (2) years in length, with elections staggered between 50% of the membership (or as nearly as possible) in any given year.

Board Size

There shall be a minimum of five (5) and a maximum of twelve (12) directors. These shall be elected annually at the AGM.

Meeting Frequency and Quorum

The board shall meet as required, in person or by teleconference. The board shall meet at least once a quarter between AGMs.

Two thirds (2/3) of the Board of Directors constitutes a meeting quorum, and a majority of those present must approve to pass a motion.

Special meetings with General membership to discuss matters of organizational operation may be called by a minimum of twelve (12) voting members, who must themselves attend the special meeting.

ARTICLE VI – OFFICERS OF THE BOARD – herein called the Executive Composition of the Executive

There shall be the Chair, the Vice-Chair, the Secretary, the Treasurer.

Election and Term of Officers

Officers shall be chosen by the board at the first board meeting following the AGM, and shall serve until the subsequent AGM.

Chair- It shall be the duty of the Chair to:

- a. Be the official head and public spokesperson of Theatre Wakefield.
- b. Preside at all meetings (Board of Directors and Membership).
- c. Ensure all Board resolutions are put into effect.
- d. Appoint committee Chairpersons with majority approval of elected Officers.
- e. Provide an agenda for Board and General Meetings.
- f. Be responsible for the overall operation of Theatre Wakefield and of the committees.

Vice-Chair - It shall be the duty of the Vice-Chair to:

- a. Assist the Chair in the discharge of the above-stated duties.
- b. In the absence of the Chair, shall perform the duties of that office.
- c. Be the custodian of the current Bylaws and any other relevant documentation.

Secretary - It shall be the duty of the Secretary to:

- a. Keep the minutes of each Board meeting.
- b. Conduct the correspondence pertaining to Theatre Wakefield.

- c. Be responsible for the safekeeping of such records.
- d. Provide copies of minutes of Board of Directors meetings for Board approval.
- e. Provide copies of approved minutes of Board of Directors meetings for General Membership as requested.

Treasurer - It shall be the duty of the Treasurer to:

- a. Be responsible for the funds of Theatre Wakefield.
- b. Keep a correct and itemized account of all receipts and disbursements.
- c. Deposit all monies in the name and to the credit of Theatre Wakefield in a timely manner.
- d. Only disburse funds with the approval of the Board of Directors or the committee chairperson. Withdrawals from the organization's account over \$1,000 shall be made only with signatures of the Chair or the Treasurer and a designated member of the Board of Directors, or, if required by extraordinary circumstances, any two (2) of the elected officers from the Executive (Chair, Vice Chair, Secretary, Treasurer).
- e. Maintain the accounting system using generally accepted accounting principles.
- f. Render to the members of the Board at the monthly Board meeting, an account of the financial condition of Theatre Wakefield.
- g. Present a complete annual financial statement to the Board and General Membership at the AGM.
- h. Require receipts and invoices for all expenditures.

ARTICLE VII - COMMITTEES

Committees of the board shall be struck or dissolved as required by the Board.

ARTICLE VIII - FINANCIAL OPERATION

Revenues

All revenue – including, but not limited to, that from events and grants – shall be the property of Theatre Wakefield. It shall be deposited into the organization's account with the designated financial institution in a timely fashion by the Treasurer, or other designated signatory to the bank account.

Expenditures

No single expenditure over \$1,000 shall be made of Theatre Wakefield funds unless

authorized by the Board of Directors – or a designated committee charged with specific expenditures.

Financial Reports

The Treasurer shall submit a detailed financial report at each Board of Directors meeting, to include, but not to be limited to: income and expense by Committees and events.

The Treasurer will submit a general statement of the financial condition of Theatre Wakefield to the Membership at the AGM.

Fiscal Year/Budget

The fiscal year of Theatre Wakefield shall be from January 1st to December 31st.

An annual budget for the fiscal year shall be approved by the Board of Directors for the purpose of managing organizational funds. It shall be the responsibility of the elected officers or designated committee to plan the budget and present it to the Board. The budget may be reviewed and revised by the Board at any time during their administration.

ARTICLE IX - LIABILITY

Theatre Wakefield shall not be liable to any member or guest, or to the relative of any member or guest, for injury or loss to person or personal property at any meeting or activity sponsored by Theatre Wakefield.

ARTICLE X - PARLIAMENTARY PROCEDURE

In the absence of any provision in these Bylaws to the contrary, all meetings of Theatre Wakefield and the Board of Directors shall be governed by the parliamentary rules and usage contained in the current edition of ROBERT'S RULES OF ORDER.

ARTICLE XI – AMENDMENTS TO THESE BYLAWS

Amending a bylaw

These Bylaws may be amended in whole or in part by a two thirds (2/3) majority vote of Members present at an AGM.

Proposing an Amendment

Amendments may be proposed to the membership by a motion of the Board of Directors. These shall be included in the announcement of an AGM.

Annual Review of Bylaws

These bylaws shall be reviewed by the last Board meeting *before* every AGM.

Appendix A

Conflict of Interest Policy

Theatre Wakefield's effectiveness and credibility depends on a reputation of integrity and the faithful discharge of a public trust as represented through the actions of Board members. As it is reasonable that Board members also work with other organizations, this policy provides direction on avoiding and dealing with conflicts. In particular, it is noted here that Theatre Wakefield regularly provides administrative support to various externally-funded projects which individual Board members may have a direct role in designing, developing, and/or delivering. In such instances, these Board members are not specifically employees of Theatre Wakefield. However, they are eligible to receive project honoraria for their work on said projects.

Board members will regularly disclose any involvement with other organizations, vendors, or other associations which might theoretically produce a conflict. Board members who find themselves in a potential conflict of interest shall declare it, in advance if possible, to the President, who will bring it to the Board's attention for a decision on appropriate action.

Where there is a potential conflict of interest in regard to a matter under discussion or decision on the matter, the individual may recuse him or herself from that discussion or decision, be asked to refrain from participating, or withdraw entirely from the meeting. In such an instance, the minutes of the meeting shall reflect the disclosure, the manner of withdrawal of the individual, the record of vote indicating the absence, and the course taken.

Should a board member apply for direct employment by Theatre Wakefield (as opposed to working on externally-funded projects), he or she must first temporarily resign from the Board, and, if hired, resign for the duration of employment.