

Bylaws of the Globe Theatre Society
September, 2020

1. DEFINITIONS

1.1 Act means *The Non-profit Corporations Act, 1995* of the Province of Saskatchewan.

1.2 Ex officio director means a director who is not elected but who has full voting rights and is counted for quorum.

1.3 Society means The Globe Theatre Society, continued under the Act.

2. MEMBERSHIP IN SOCIETY

2.1 The membership of the Society is open to all individuals who make an annual donation of \$35 or more. The cut-off date for paid members to be eligible to vote at the AGM will be determined by the date of the notice of the AGM.

2.2 The Board of Directors may appoint honorary members of the Society, to be designated as Honorary Patrons of the Society, who shall be either:

- (a) persons who are well known for their interest and activities in support of theatre in Saskatchewan; or
- (b) persons who hold prominent elected or appointed positions in the community.

2.3 The Board of Directors shall review the appointment of Honorary Patrons at the first meeting of the Board of Directors following every Annual General Meeting.

2.4 The Board of Directors may appoint honorary members of the Society, to be designated as Honorary Life Members of the Society, who shall be persons who have provided outstanding service to the Society.

2.5 Honorary Life memberships shall only be removed for cause by a motion of the Board of Directors.

2.6. Membership in the Society is terminated where a member resigns in writing, dies, or is required to resign by two-thirds of the Board of Directors on the grounds that the member has failed to comply with applicable laws or the bylaws of the Society, provided that the member be given an opportunity to be heard in accordance with the Act.

3. ANNUAL AND SPECIAL GENERAL MEETINGS

3.1 An Annual General Meeting of the Society must be held each year, preferably in the month of September. In accordance with the Act, the Society shall cause written notice of the Annual General Meeting to be sent to each member of the Society at his or her address last known to the Society, and to the Society's Auditor at least 15 days and no more than 50 days prior to the Annual General Meeting.

Included in the notice of AGM will be: clarification of membership; board positions available; nominations for board positions, including bios; agenda for AGM and proxy/transfer form; bylaw changes presented (if any)

- 3.2 The business transacted at an Annual General Meeting must include the following:
- (a) consideration and adoption of the minutes of the last Annual General Meeting and any Special General Meeting held since that time;
 - (b) consideration of the Chair of the Board's Globe Theatre Society Annual annual f Report;
 - (c) consideration ~~and adoption~~ of the Chair of the Audit and Finance Committee's financial report, including: adoption of audited financial statements, adoption of and Auditor's Report, and appointment of the Auditor;
 - (d) consideration of the Chair of the Governance and Nominating Committee's report including election of the Board of Directors and adoption of any Bylaw revisions;
 - (e) consideration of the annual reports of the Society's CEO Executive Director and Artistic Director;
 - (f) any new business included with the notice of the meeting;
 - ~~(g) consideration and adoption of the Governance and Nominating Committee report including election of the Board of Directors, Bylaw revisions, and appointment of the Auditor; and~~
 - ~~(g) any other agenda items to be added to the agenda with the approval of 3/4 of members attending the meeting.;~~
 - ~~(h) questions and new business from the floor.~~

3.3 A majority of the members of the Society who attend at the Annual General Meeting of the Society may pass, amend or repeal Bylaws of the Society, which amendment shall be effective on the date of the meeting.

3.4 In accordance with the Act, a Special General Meeting of the Society may be called at any time by the Chair of the Board and shall be called by the Chair of the Board on the request of a majority of the Board of Directors or at least 5% of the members. In accordance with the Act, the Chair of the Board shall cause written notice of the Special General Meeting to be mailed to each member of the Society, and to the Society's Auditor, at least 15, and not more than 50, days prior to the Special General Meeting. The only business that can be conducted during the course of a Special General Meeting is that purpose for which it was called.

3.5 A quorum of any meeting of members of the Society shall be 25 members.

3.6 The Society may hold member meetings by electronic or other means in accordance with the Act.

4. BOARD OF DIRECTORS

4.1 The affairs of the Society are to be governed by a Board of Directors which, in accordance with the Articles of Incorporation, is to consist of not fewer than 9, nor more than 25 persons, who must be members of the Society and the age of 18 years or more.

4.2 The Directors are to be elected at the Annual General Meeting, except that the immediate Past Chair of the Board, if otherwise qualified and available and willing to serve, shall be an ex officio Director.

4.3 Directors shall be elected annually for a term of one or two years so that, excluding the Past Chair of the Board, as nearly as possible, one-half of the Directors have one year to serve and one-half have two years to serve as a Director. No Director shall serve more than eight consecutive years unless elected or serving as an officer of the Board.

4.4 The impossibility of complying strictly with paragraph 4.3 does not affect the authority of the Board of Directors.

4.5 The Governance and Nominating Committee shall propose a slate of candidates and their term of office to the Annual General Meeting of the Society. Nominations can be made from the floor provided that the candidate has provided the Governance and Nominating Committee with 21 days prior written notice of their intent to stand for election.

4.6 If a Director's position becomes vacant, a majority of the remaining Directors may (and shall if the number of Directors falls below 9) appoint a member to serve as a Director until the next Annual General Meeting.

4.7 Newly-elected Directors assume office at the close of the Annual General Meeting at which they are elected and serve, unless they retire sooner, until the close of the Annual General Meeting in the year of the expiration of their term.

4.8 Board members who are absent from ~~h~~Board meetings on three consecutive occasions are required to report to the Chair of the Board on their continued interest in the Globe Theatre and their commitment to continue serving on the Board. The tenure of board members who miss one-half of the number of all regularly-scheduled board meetings held between annual general meetings will terminate unless extended or renewed by a majority vote of the Board.

4.9 The Directors shall meet at least 6 times in each year. The meeting agenda and accompanying materials shall be circulated at least 3 business days in advance. Special meetings of the Board may be called by the Chair ~~or~~ when requested by the CEO-Executive Director and Artistic Director or 3 Board members. Notice of the special meeting shall include all the items to be dealt with on the agenda and no additional items may be considered. Notice shall be delivered to all Board members in person, by fax or email at least 24 hours prior to the meeting.

4.10 The attendance of a majority of Directors, either physically or through ~~a telecommunications device~~electronic or other means in accordance with the Act, constitutes a quorum for a meeting of the ~~Directors~~Directors.

4.11 In accordance with the Act, the duties and functions of the Board of Directors or a Committee of the Board of Directors may be exercised:

- (a) by a majority of the members of the Board of Directors or Committee, either physically present, or linked through a telecommunication device, at a properly-constituted meeting of the Board of Directors;
- (b) by a written resolution approved in writing, by letter, fax or email by all members of the Board of Directors or Committee.

4.12 The CEO-Executive Director and Artistic Director ~~is~~are entitled to attend a meeting of the Board and shall, if available, attend all meetings of the Board. The CEO-Executive Director and Artistic Director ~~is~~are excluded from a Board meeting or a portion of such a meeting in the following circumstances:

- the in-camera session of the Board at each meeting, or
- when the performance, compensation or contract of the GEO-Executive Director and Artistic Director is being reviewed or considered.

4.13 Meetings of the Board of Directors and Committees of the Board of Directors shall, as much as is feasible, be conducted in accordance with normal rules of parliamentary procedure Roberts Rules, but if any dispute arises respecting procedure, the ruling of the Chair of the meeting shall be final unless overruled by a motion of the majority of the members attending.

5. OFFICERS AND COMMITTEES

5.1 The Officers of the Society are the Chair of the Board, Past Chair of the Board, Vice-Chair of the Board, Member at Large, and Secretary selected from the members of the Board of Directors. Officers (except the Past Chair of the Board) serve a term of one year or until their successors are elected. In lieu of a Past Chair, a Board member at large may be elected to the Executive.

5.2 An Officer shall not hold a particular office for more than three consecutive terms.

5.3 The Officers shall be elected by the Board of Directors at the first board meeting held following the Annual General Meeting. The Governance and Nominating Committee shall propose a slate of candidates to the Board of Directors. Nominations may be made from the floor provided that the candidate has provided the Chair with 21 days prior written notice of their intent to stand for election.

5.4 In the event of a vacancy in the position of Chair of the Board, the Vice-Chair of the Board shall assume the position of Chair of the Board for the balance of the term. In the event of a vacancy in any other office, the Board of Directors shall appoint a member of the Board of Directors to serve for the unexpired portion of the term.

5.5 The Board shall have the following standing committees: an Executive Committee, an Audit and Finance Committee and a Governance and Nominating Committee. Additional committees may be formed by the Board from time to time. The Board shall determine the terms of reference, composition and accountabilities for new committees when they are formed. Except when the committee excludes the GEO-Executive Director and Artistic Director from a meeting, the GEO-Executive Director and Artistic Director is-are entitled to attend committee meetings. Exclusion should only occur when the performance, compensation or contract of the GEO-Executive Director or and Artistic Director is being considered.

5.6 The Officers constitute an Executive Committee of the Board of Directors.

5.7 The Audit and Finance Committee shall consist of a Chair and not fewer than two additional board members. The Chair is to be elected from the Board. Consistent with the Act, the majority of members must not be officers of the society.

5.8 The Governance and Nominating Committee shall consist of a Chair and not fewer than two additional board members. The Chair is to be elected from the Board. The majority of committee members must not be officers of the society.

5.9 The attendance of a majority of the members of a Committee, either physically or through a telecommunications device, constitutes a quorum for the transaction of business of the Committee.

6. DUTIES OF OFFICERS AND COMMITTEES

6.1 The Chair of the Board shall preside at all Annual and Special General Meetings of the Society and at meetings of the Board of Directors and Executive Committee. The Chair of the Board shall represent the Society as required. The Chair of the Board shall ensure that the Board of Directors and the membership at the Annual General Meeting are apprised of current and important activities of the Society.

6.2 The Vice-Chair of the Board shall assist the Chair of the Board in the administration of the Society and in the absence of the Chair of the Board shall preside at meetings and exercise the rights and duties of the Chair of the Board.

6.3 The Chair of the Audit and Finance Committee shall oversee the duties assigned by the Act and by the Board to the Audit and Finance Committee.

6.4 The Secretary shall ensure that the minutes are recorded for all Annual and Special General Meetings of the membership, Board of Directors meetings and Executive Committee meetings and shall expedite their prompt distribution. The Chair of all other committees shall ensure that minutes are recorded and provided to the Board in a timely fashion.

6.5 The duties of Officers and Committees are as set out in the Governance Policies of the Society.

7. GENERAL

7.1 The Board may from time to time by resolution appoint any officer or officers or any individual or individuals on behalf of the Society to sign agreements, instruments or other documents generally or to sign specific agreements, instruments or other documents. If no such appointment has been made, any two officers or directors of the Society may sign.

7.2 Written notices required by these Bylaws may be provided by electronic or other means of communication.

ENACTED by the Board in accordance with the Act on the _____ day of _____, 2020.

Lisa McIntyre
Secretary of The Board

CONFIRMED by the members in accordance with the Act on the _____ day of _____, 2020.

Lisa McIntyre
Secretary of the Board