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VICTORIA ON STAGE MUSICAL THEATRE SOCIETY

BY-LAWS

(Amended September 25, 2022)

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Article - INTERPRETATION

1.1 In these by-laws, unless the context otherwise requires:

- a. "Society" means the Victoria On Stage Musical Theatre Society (VOS).
- b. "Board" means the Board of Directors of the Society.
- c. "Executive Committee" means the elected officers of the Society. The elected officers are the President, Vice-President, Treasurer and Secretary of the Board.
- d. The "objectives of the Society" refers to the Victoria On Stage Musical Theatre Society (VOS). Constitution.

Article II – MEMBERSHIP

2.1 There shall be the following classes of members:

- a. A General Member in good standing is a person who wishes to work actively to further the objectives of the Society;

- b. A Junior Member in good standing is a person who has not attained the age of eighteen years. A Junior Member shall not have a vote and cannot hold office; and
- c. An Honorary Membership will be conferred for life or for such period of time as decided by the Board of Directors of the Society. An Honorary Member shall not be required to pay any membership fee to the Society, but shall be a full voting member.

2.2 Any person interested in musical theatre may become a member of the society by completing a membership application form and presenting it to the General Manager, Producer or a Board member. Upon receipt of the completed form and membership fees paid, the person is a member of the society.

2.3 All members of the Society other than Honorary Members shall pay yearly membership fees to the Society, as established by the Board.

2.4 Each General and Honorary Member shall have a single vote at all General Meetings of the Society, on all proceedings, such votes to be cast in person or by proxy, with no limit on the number of members casting proxy votes at any one time.

Article III - TERMINATION OF MEMBERSHIP

3.1 Any member who desires to withdraw from membership in the Society may notify the Board of Directors of the Society, in writing, to that effect, and on receipt by the Board of such notice, the member shall cease to be a member.

3.2 A member shall cease to be a member if they fail to pay the annual membership fee on the date due, within thirty days.

3.3 A member shall cease to be in good standing when they fail to comply with the objectives of the society. A member may be expelled from the Society by the Board of Directors of the Society on a vote of two-thirds (2/3) of the full Board for conduct deemed detrimental to the best interests of the society.

3.4 At a Special Board Meeting of the Society, a member has the right to speak on their own behalf, to be represented by counsel, and to call witnesses.

3.5 If a member's privileges are suspended under this Article for a period of time, and unless a further complaint is received by the Board of Directors of the Society in the interim, upon the expiry of the period of suspension, if the member so requests, the Board may vote to restore the member's privileges.

Article IV – MEETINGS OF THE SOCIETY

4.1 The Annual General Meeting shall be held in September in each and every year at a place within the Province designated by the Board of Directors of the Society.

4.2 The Agenda for the Annual General Meeting shall be as follows:

- a. Notice of Meeting
- b. Roll Call
- c. Minutes of last General Meeting
- d. Business arising from the Minutes
- e. Correspondence
- f. Report of the President
- g. Report of the Secretary
- h. Audited Financial Statement
- i. Reports of Special Committees
- j. Old Business
- k. Election of Officers
- l. New Business
- m. Adjournment

4.3 A General Meeting, other than the Annual General Meeting, may be called at any time for any purpose by the Secretary upon a majority vote of the Board of Directors of the Society or upon a petition of ten percent (10%) of the voting membership.

4.4 Any persons calling a meeting of the membership of the Society shall be responsible for the administration and preparation of the meeting, including the requirements of notice.

4.5 Every notice of a General Meeting of the Society shall state the nature of the business of the meeting and such notice shall be given to every individual member at least fourteen (14) days prior to the date of such meeting.

4.6 Notice of any General Meeting shall be deemed to have been given to every individual member if mailed by regular postage or sent by electronic mail handed to every member or distributed by media including print, broadcast, outdoor or internet-based. Any accidental omission to give notice of such meeting to a member shall not invalidate any Resolution or By-law passed or any proceeding taken at such meetings.

4.7 The Board of Directors of the Society shall determine the rules of procedure at any General Meeting. If any member objects, the current edition of Robert's Rules of Order newly revised shall apply.

4.8 A quorum for the transaction of business at any General Meeting of the Society shall be twenty-five percent (25%) of the individual membership as they appear on the membership roll or 25 members, whichever is less.

4.9 Only General and Honorary Members shall be entitled to vote at any General Meeting of the Society.

4.10 All members shall be entitled to notice of all General Meetings of members of the Society, whether or not they are entitled to vote at such meetings.

Article V - VOTING

5.1 A majority vote, that is a majority of the votes cast, ignoring spoiled ballots, is sufficient for the adoption of any motion that is in order, except those listed below which require two-thirds (2/3) vote:

- a. To amend the Rules (requires previous notice also);
- b. To suspend the Rules;
- c. To make a Special Order;
- d. To take up a Question out of its Proper Order;
- e. To extend the Limits of Debate;
- f. To Close or Limit Debate; and
- g. To reconsider the previous Question.

Article VI - ELECTIONS

6.1 At least thirty (30) days before the Annual General Meeting, the Board shall appoint a Nominations Chairperson who shall be empowered to appoint a Nominating Committee, and to act as Chairperson of that Committee.

6.2 Until the date of the Annual General Meeting, the Nominating Committee shall actively solicit nominations for office, receive nominations for offices, ascertain if the nominees are willing to become candidates, and ensure that each nomination is seconded.

6.3 An interim list of candidates who have already indicated their willingness to stand for office shall be presented to the Board before including with the notice of the Annual General Meeting.

6.4 The election of officers shall be by ballot at the Annual General Meeting to be held at the time and at the place as deemed by the Board of Directors of the Society (when nominations from the floor will be in order). A plurality vote shall elect. If there is only one candidate for an office, by unanimous consent the ballot may be dispensed with and the election of such officer be by acclamation.

6.5 All officers shall be elected for a term of two (2) years or until their successors are elected and qualified. A person shall normally not be eligible for the office of President for more than three (3) consecutive terms, although they may be re-elected after vacating the office for one (1) year. New officers shall officially commence their duties October 1, following their election.

6.6 The Six (6) elected Members-At-Large shall be elected for a term of one (1) or two (2) years each, as determined by the Executive Committee, at the Annual General Meeting in the manner and at the same time and place as aforesaid.

6.7 The elected officers of the Society shall be the President, Vice President, Secretary, Treasurer and six (6) Members-At-Large, and shall, together with the Past President, be the Board of Directors of the Society.

6.8 The officers of the Society shall be elected in the following order:

- a. President;
- b. Vice President;
- c. Secretary;
- d. Treasurer; and
- e. Members at Large for each of the following committees:
 - a. Marketing,
 - b. Future Shows,
 - c. Operational Planning,
 - d. Fundraising,
 - e. Equity Diversity and Inclusion, and
 - f. Technical.

Order of election to be set by the Nominations Committee

6.9 Any vacancy in the Board of Directors of the Society may be filled by appointment by the Board; such appointee shall hold office for the duration of the existing term.

6.10 Officers of the Society may be removed from office by Special Resolution at a meeting of the General Membership.

Article VII - APPOINTMENTS

7.1 The Board of Directors of the Society may make the following appointments for a term of one (1) year or until their successors are selected and qualified:

- a. Education and Training;
- b. Buildings and Grounds Manager;
- c. Historian;
- d. Entertainment and Social Activities; and
- e. Costume Loft Coordinator.

7.2 Attendance by any of the above appointees that are not members of the Board shall be by invitation only, subject to the approval of the chairperson.

7.3 Only members in good standing may be appointed to any position in the Society.

Article VIII - BOARD OF DIRECTORS ORGANIZATION

8.1 The Board of Directors of the Society shall consist of all elected officers.

8.2 The meetings of the Board of Directors of the Society shall be held once a month or more frequently at the time and place decided upon by the Committee. Notice of Committee meetings shall be given by the Secretary to all Committee members at least forty-eight (48) hours before the date of the meeting.

8.3 50% plus 1 elected members of the Board of Directors of the Society shall constitute a quorum. Only a member that has served on the Board of Directors of the Society for at least one full year may be elected to the Executive Committee. In the absence of an individual that meets this criteria, the Executive Committee may appoint a suitable candidate to serve in this position until the next general election.

8.4 Any three (3) members of the Board of Directors of the Society may call a special meeting of the Board. Each member of the Board, with the exception of the chairperson, shall have one vote, and all decisions of the Board shall be by a majority vote.

8.5 The management and administration of the affairs of the Society shall be vested in the Board of Directors of the Society. In addition to the powers and authority given by the By-laws or otherwise expressly conferred upon them, the Board members may exercise all such powers of the Society and do all such acts on its behalf as are allowed by the Society Act, the Society Act Regulations or any of these By-laws required to be exercised or done by the Society at any General meeting. The Board of Directors of the Society members shall have full power to make such rules and regulations as they deem necessary provided that such rules and regulations are not inconsistent with the Constitution of the Society and these By-laws, specifically including:

- a. That the Board shall be the final authority in the interpretation of the Constitution and By-laws.
- b. That the Board shall take full responsibility for all assets of the Society and control expenditures;
- c. That the Board shall authorize the President, the Vice President, the Treasurer, the Secretary, to sign bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and all documents on behalf of the Society;
- d. That the Board shall be responsible for establishing rental guidelines for Hughes Hall, together with rental fees.

8.6 Only a member in good standing may serve on the Board of Directors of the Society. Upon ceasing to be a member of the Society, a person shall no longer be permitted to hold office.

8.7 No member of the Board of Directors of the Society shall receive remuneration for their duties as a member of the Board. Board members may receive an honorarium for those tasks or roles (e.g. Stage Manager), for which the Society has normally / historically bestowed an honorarium.

8.8 Any Board member who is directly or indirectly interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other Board members.

8.9 Any Board member who misses three consecutive meetings of said Board of Directors of the Society without excuse or prior leave of absence shall be deemed to have surrendered their position on the Board. They may continue to be considered a Member of the Society.

Article IX - DUTIES: ELECTED POSITIONS

9.1 The President shall:

- a. Preside at all meetings of the Board of Directors of the Society;
- b. Be “ex officio” member of all Sub-Committees;
- c. Be a member of the Human Resources Sub-Committee;
- d. Sign official documents as specified in Article VIII 8.2 (c) and Article XII 12.3, subject to Article XI 11.5 (b);
- e. Coordinate the distribution of complimentary tickets;
- f. Negotiate contracts with the Royal and McPherson Theatres Society and other theatres, with Copyright Agents and the Musicians’ Association, et al;
- g. Give general direction in all aspects of the Society; and
- h. Give general direction to the Board of Directors of the Society on the appointment of positions listed in Article VII Sections 7.1, 7.2 and 7.3.

9.2 The Vice-President shall:

- a. Perform the duties of the President in the absence or the inability of the President to discharge said duties;
- b. Be empowered to co-sign all official correspondence including those listed in Article VIII 8.2 (c) and Article XII 12.3, subject to Article XI 11.5 (b); and
- c. Assist in the work of the Society as directed by the Board of Directors of the Society.

9.3 The Secretary shall:

- a. Undertake roll call at general meetings;
- b. Notify the General Manager of the dates and times of General Meetings;
- c. Record the minutes of all meetings and distribute copies to all Board of Directors of the Society. These minutes are to be made available to Society Members upon request;
- d. Be empowered to co-sign all official correspondence including those listed in Article VIII 8.2 (c) and Article XII 12.3, subject to Article XI 11.5 (b); and
- e. Perform such duties as may be delegated by the Board.

9.4 The Treasurer shall:

- a. Be custodian of the funds of the Society, making deposits and disbursements as required by the Board of Directors of the Society;
- b. Be empowered to sign all official correspondence including those listed in Article VIII 8.2 (c) and Article XII 12.3, subject to Article XI 11.5 (b);

- c. Keep accurate records of all transactions and also make available at General Meetings, or as requested by the President or the Board of Directors of the Society, an accounting of all monies of the Society;
- d. Prepare books for audit as specified in Article XI 11.4;
- e. Prepare reports as required by the Society By-Laws and the Board;
- f. Prepare invoices for accounts receivable; and
- g. Be responsible for preparing financial data for all Grant Applications.

9.5 The Members-at-Large shall be Chairperson and assume responsibility for one of the following Sub-Committees:

- a. Marketing;
- b. Future Shows;
- c. Operational Planning;
- d. Fundraising;
- e. Equity Diversity and Inclusion; and
- f. Technical.

9.6 The Past-President shall:

- a. Advise the Board of Directors of the Society, and assist the President as required;
- b. Participate actively in Board meetings, and/or any special meetings called by Board members or members at large;
- c. Support the President in their position through mentoring, coaching, and advising;
- d. Provide a historical context for decision-making and revising planning, objectives, etc.;
- e. Chair the Human Resources Sub-Committee as required; and
- f. Evaluate the effectiveness of organizational diversity and inclusion structures, policies and processes and recommend changes as required.

9.7 The Marketing Sub-Committee shall be responsible for:

- a. Developing the marketing strategy for each production and the Society and presenting their recommendations to the board for consideration; and
- b. Once the plan is approved the committee will work closely with the General Manager and Production Teams on the execution of the plan.

9.8 The Future Shows Sub-Committee shall be responsible for:

- a. Researching the demographics of past shows to determine suitability of future productions;
- b. Recommending to the Board a short list of productions for presentation;
- c. Recommending to the Board a short list of Directors Music Directors, Choreographers and others deemed necessary for specific productions; and
- d. Recommending to the Board the need for specific Workshops, arranging the supervision and running of same.

9.9. Operational Planning Sub-Committee shall be responsible for:

- a. Recommending to the Board changes to the Society’s Constitution, By-Laws, and Procedures;
- b. Reviewing the Constitution, By-Laws, and Procedures to ensure that they reflect the objectives and direction of the Society;
- c. Assisting members with understanding the Constitution, By-Laws, and Procedures, as the Board of Directors of the Society has interpreted them;
- d. Researching future opportunities beneficial to the sustainability of the Society;
- e. Providing direction and guidance to the Board to strategically align the Society for future growth; and
- f. Representing the Society as a whole in future ventures.

9.10 The Fundraising Sub-Committee shall be responsible for:

- a. Coordinating all fundraising efforts for the Society.

Article X - DUTIES: APPOINTED POSITIONS

10.1 Each Sub-Committee Chairperson shall:

- a. Appoint all the members of their Sub-Committee (from members of the Society who are in good standing);
- b. Name one of the Sub-Committee members to Vice-Chairperson of that Sub-Committee;
- c. Appoint members to fill any vacancies that may occur on that Sub-Committee (from members of the Society who are in good standing); and
- d. Present a report in writing at Board and General Meetings.

10.2 The following appointed positions may be held by non-Board members of the Society:

- a. Education and Training Sub-Committee shall be responsible for:
 - i. Developing plans for fulfilling the society’s strategic focus areas of encouraging and supporting opportunities for professional development and training on stage, through increased use of Workshops and formalized youth and mentorship programs; and
 - ii. Working with the Education and Training Program Director to support all aspects of the society’s musical theatre educational programming.
- b. The Buildings and Grounds Manager shall be responsible for:
 - iii. Be responsible for maintaining the property in good repair;
 - iv. Submit requests for funds required for such maintenance, and other recommendations to the Board of Directors of the Society for approval;
 - v. Maintain an inventory of all equipment, tools and materials located in each Hall;
 - vi. Be responsible for the enforcement of the Rules of the House established by the Board;

- vii. Make recommendations to the Board, when required, in establishing rental rates;
 - viii. Represent the Society on the Strata Council;
 - ix. Represent the Society for the purpose of signing contracts to for services related to the operation of the buildings and grounds; and
 - x. Present a report in writing at the General Meetings.
- c. Entertainment and Social Activities Sub-Committee shall be responsible for:
- i. Organizing events which promote the fellowship, goodwill and camaraderie of the Society.
- d. The Costume Loft Coordinator shall be responsible for:
- i. the care and maintenance of the theatre costume collection;
 - ii. Screens donated items for their suitability for the theatre collection; and
 - iii. Managing all aspects of the rental of costumes to outside parties.
- e. The Society Historian shall be responsible for:
- i. Creating and maintaining a library of scripts, scores, catalogues, programmes and other material pertaining to the Society; and
 - ii. Maintaining the historical records and other memorabilia of the Society.

10.3 The following appointed positions must be held by elected members of the Board of Directors of the Society:

- a. Marketing Sub-Committee shall be responsible for:
- i. Developing the marketing strategy for each production and the Society and presenting their recommendations to the board for consideration; and
 - ii. Once the plan is approved the committee will work closely with the General Manager and Production Teams on the execution of the plan.
- b. Future Shows Sub-Committee shall be responsible for:
- i. Researching the demographics of past shows to determine suitability of future productions;
 - ii. Recommending to the Board a short list of productions for presentation;
 - iii. Recommending to the Board a short list of Directors Music Directors, Choreographers and others deemed necessary for specific productions; and
 - iv. Recommending to the Board the need for specific Workshops, arranging the supervision and running of same.
- c. Operational Planning Sub-Committee shall be responsible for:

- i. Recommending to the Board changes to the Society’s Constitution, By-Laws, and Procedures;
 - ii. Reviewing the Constitution, By-Laws, and Procedures to ensure that they reflect the objectives and direction of the Society;
 - iii. Assisting members with understanding the Constitution, By-Laws, and Procedures, as the Board of Directors of the Society has interpreted them;
 - iv. Researching future opportunities beneficial to the sustainability of the Society;
 - v. Providing direction and guidance to the Board to strategically align the Society for future growth; and
 - vi. Representing the Society as a whole in future ventures.

- d. Fundraising Sub-Committee shall be responsible for:
 - i. Coordinating all fundraising efforts for the Society.

- e. The Equity, Diversity and Inclusion Sub-Committee shall:
 - i. Advise the Board of Directors of the Society, and assist the Past President as required, by:
 - a. Relating equity, diversity and inclusion to the Society’s mission, values and objectives,
 - b. Recommending key diversity and inclusion goals and actionable steps to achieve them,
 - c. Helping institutionalize policies that support equity for all staff and volunteers, and
 - d. Evaluating the effectiveness of ongoing efforts and recommending adaptations as needed;
 - ii. Participate in the delivery of equity, diversity and inclusion training for staff and volunteers;
 - iii. The Chair of the Equity, Diversity and Inclusion shall assume the working group lead in any cross-functional initiative where equity, diversity and inclusion measures are the driving force for the initiative; and
 - iv. The Chair of the Equity, Diversity and Inclusion shall participate actively in Board meetings, and/or any special meetings called by Board members or members-at-large.

- f. The Technical Sub-Committee shall:
 - i. Advise the Board of Directors of the Society on the acquisition and use of production-related technology;
 - ii. Ensure an inventory is kept of all Society IT and technical property and that disposal of assets is done in a responsible manner;
 - iii. Advise on and oversee the maintenance, borrowing, or rentals of technical production equipment for shows;
 - iv. Advise on technical aspects of all productions and events in coordination with the production team;

- v. Liaise with the venue Technical Director on technical requirements in coordination with the production team; and
- vi. The Chair of the Technical Sub-Committee shall participate actively in Board meetings, and/or any special meetings called by Board members or members-at-large.

Article XI - FINANCE

11.1 Accounting Records:

- a. The Society must keep proper accounting records in respect of all its financial and other transactions.
- b. Without limiting subsection (a), the Society must keep records of the following:
 - i. all money received and distributed by the Society and the matter in respect of which receipt and disbursement took place;
 - ii. every asset and liability of the Society; and
 - iii. every other transaction affecting the financial position of the Society.

11.2 Borrowing powers:

- a. In order to carry out the purposes of the Society the Board of Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of monies in the manner they decide, and, in part but without limiting the foregoing, by the issue of debentures;
- b. No debentures shall be issued without the sanction of a Special Resolution. The members may, by Special Resolution issue a debenture limited to a period of no more than one year from the date the resolution is passed; and
- c. The members may, by Special Resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next Annual General Meeting.

11.3 Fiscal Year:

- a. The fiscal year of the Society shall run from the first (1st) day of July in each year to the thirtieth (30th) day of June in the year following.

11.4 Examination of the Accounts of the Society:

- a. The financial records of the Society must be examined annually by a qualified auditor who is appointed by the Society at the Annual General Meeting; and
- b. At a minimum the auditor must provide a "Notice to Reader" with respect to the Society's accounts, and present a written report at the Annual General Meeting.

11.5 Signing Authority:

- a. As outlined under Article VIII 8.2 (c); and
- b. Any member that has been granted signing authority for the Society; is prohibited from all involvement of any instrument whereby any or all of the other parties to the instrument are not at arm's length.

11.6 Approval by the Board of Directors of the Society:

- a. The Society must not issue, publish or circulate a financial statement of the Society other than to a member of the Board of Directors of the Society, employee or officer unless it is first approved by the Board and the approval is evidenced by the signature of two Executive members of the Board;
- b. A financial statement of the Society issued, published or circulated by the Society other than to a Board member, employee or officer:
 - i. must have attached to it every auditor's report made in respect of it; and
 - ii. must not, unless it has been audited and an auditor's report has been made on it, purport to be an audited financial statement.

Article XII - THE SEAL

12.1 Custody of the Seal of the Society shall be entrusted to the Treasurer.

12.2 The Seal of the Society shall not be affixed to any instrument except by authority of the Board of Directors of the Society.

12.3 The Seal of the Society shall only be affixed to an instrument in the presence of the Treasurer and one of the Secretary, the President, or another person appointed for this purpose by the Board of Directors of the Society. These two witnesses shall sign every instrument to which the Seal of the Society is affixed in their presence, subject to Article XI 11.5 (b).

Article XIII - AMENDING THE CONSTITUTION AND BY-LAWS

13.1 The Constitution and By-Laws of the Society shall be amended at any General Meeting of the Society by a Special Resolution adopted by a seventy-five percent (75%) majority vote of the individual members present at any General Meeting, after due notice of the meeting and the written intention of the Special Resolution has been sent to all members.

Article XIV - DISSOLUTION CLAUSE

14.1 The Society may be dissolved and wound up by special resolution at a general meeting and all assets remaining after debts have been paid or provision of payment has been made shall be paid, transferred or delivered to a Society or Societies, doing work of a similar kind within the

Capital Regional District as determined by the members by resolution at a general meeting where dissolution has been approved as per Bylaw XIII 13.1.