



BY-LAWS OF THE THEATRE ARTS GUILD

(As Amended – Annual General Meeting - September 12, 2011)

ARTICLE 1: AMENDMENTS

- 1.1. Amendments to the by-laws shall be passed at a General Meeting or at a Meeting of the Board of Directors.
- 1.2. Amendments passed at a General Meeting shall require the consent of two-thirds of the voting members in attendance. Every member shall be given a minimum of one month's written notice of amendments.
- 1.3. Amendments passed at a Meeting of the Board of Directors shall require the consent of every director, whether present or absent, and unless meanwhile passed at a General Meeting, shall cease to have force upon the expiration of the term of office of the Board of Directors which passed them. Every director shall be given a minimum of one week's written notice of amendments.

ARTICLE 2: MEMBERSHIP

- 2.1. All persons shall be eligible for membership in the Guild and shall not be discriminated against for any reason that is contrary to the Nova Scotia Human Rights Act.
- 2.2. There shall be five classes of membership: regular, senior, student, family and honorary.
- 2.3. Memberships shall be valid for a twelve-month period beginning September 1st and ending August 31st. Upon the expiration of this period, holders of these memberships shall have one month in which to renew them (through the payment of a continuing fee) before their privileges shall elapse. Honorary memberships shall be valid for life.
- 2.4. Memberships shall be conferred under the authority of the Board of Directors on non-members and lapsed members upon the submission of a written application and the payment of a joining fee.
- 2.5. Honorary memberships shall be conferred at a General Meeting with the consent of a majority of the members in attendance on persons who have made an outstanding contribution to the work of the Guild.
- 2.6. Any information collected from members will be used solely by the Guild for its operations. Identifying information regarding our members will not be shared, rented, sold, or loaned.
- 2.7. Members shall be entitled to:
 - attend General Meetings,
 - attend open meetings of the Board of Directors,
 - head departments and committees,
 - pay a discounted entrance fee to productions and workshops,

- receive 'Contact', the Guild newsletter,
 - receive a copy of The Theatre Arts Guild bylaws upon request,
 - vote at General Meetings, and
 - submit their names for nomination and election to the Board of Directors.
- 2.8. Membership cards shall be issued to every member and shall be presented upon request whenever privileges are claimed.

ARTICLE 3: BOARD OF DIRECTORS

- 3.1. The Board of Directors, which shall be composed of members, shall be nominated and elected on an annual basis at a General Meeting by the members in attendance.
- 3.2. Members who submit their names for nomination and election to the Board of Directors shall require a nominator and a seconder in order to be declared nominated and a plurality of the votes cast, in order to be deemed elected.
- 3.3. The Board of Directors shall contain a minimum of ten positions including:
- a president, who shall oversee the work of the Guild;
 - a vice president, who shall assist the president in their duties and assume them in their absence;
 - a secretary, who shall record and communicate the will of the Board of Directors;
 - a treasurer, who shall keep the books of the Guild; and
 - a minimum of six directors at large who shall take responsibility for different, aspects of the work of the Guild as circumstances warrant.
- 3.4. Dissatisfaction with the conduct of the Board of Directors shall, as a last resort, be registered through a motion of non-confidence. This motion shall be passed at a General Meeting with the consent of two-thirds of the members in attendance and shall result in the dissolution of the Board of Directors in question. An interim administration, composed of four members, shall thereupon be appointed with the consent of a majority of the members in attendance. This administration shall direct the work of the Guild until the nomination and election of a new Board of Directors at the time and in the manner prescribed above. Every member shall be given a minimum of one month's written notice of notice of a motion of non-confidence.
- 3.5. Vacancies that occur on the Board of Directors between elections shall be filled at a meeting of the Board of Directors with the consent of a majority of the directors in attendance.
- 3.6. Directors whose conduct is consistently unsatisfactory shall be subject to removal at a meeting of the Board of Directors with the consent of two-thirds of the directors in attendance, provided that they have been given an opportunity to explain themselves.

ARTICLE 4: COMMITTEE HEADS

- 4.1. Committee heads shall be appointed at a Meeting of the Board of Directors with the consent of a majority of the directors in attendance from among members.
- 4.2. These appointments shall terminate upon the expiration of the term of office of the Board of

Directors, which made them, but committee heads whose conduct is consistently unsatisfactory shall be subject to dismissal at any time, provided that they have been given an opportunity to explain themselves. Dismissals shall be effected at a Meeting of the Board of Directors with the consent-of a majority of the directors in attendance.

ARTICLE 5: MEETINGS

- 5.1. Meetings of the Board of Directors and General Meetings shall be chaired by the president or, in their absence, by the vice president or, in the absence of both, by a director who is nominated and elected for the purpose by the directors in attendance.
- 5.2. Meetings of the Board of Directors and General Meetings shall be conducted in accordance with "Robert's Rules of Order".

General Meetings

- 5.3. General Meeting shall, be held, at a minimum, on an annual basis. Additional General Meetings may be called as required.
- 5.4. General Meetings shall be convoked at a meeting of the Board of Directors with the consent of a majority of the directors in attendance or by one-fifth of members.
- 5.5. Every member shall be given a minimum of one month's written notice of a General Meeting.
- 5.6. Twelve voting members shall constitute a quorum at a General Meeting.

Board of Directors Meetings

- 5.7. Meetings of the Board of Directors shall be convoked by the president or by two directors.
- 5.8. Every director shall be given a minimum of one week's written notice of a meeting of the Board of Directors.
- 5.9. Four directors shall constitute a quorum at a meeting of the Board of Directors.
- 5.10. The Board may convene an *in camera* Board of Directors Meeting when deemed necessary.

ARTICLE 6: THE SEASON

- 6.1. The season shall be set at a meeting of the Board of Directors with the consent of a majority of the directors in attendance.
- 6.2. Every effort shall be made to set the season six months before the first scheduled production to open to the public.

ARTICLE 7: FEES

- 7.1. The joining, continuing and entrance fees shall be set at a meeting of the Board of Directors with the consent of a majority of the directors in attendance and shall enter into force on the day they are published in "Contact".
- 7.2. The entrance fee shall be waived under the authority of the Board of Directors in cases where a courtesy is warranted.

ARTICLE 8: REPORTS

- 8.1. Every director shall table an annual report at the annual General Meeting.
- 8.2. The annual financial statements, together with the report of an auditor appointed under the authority of the Board of Directors, shall be tabled at the annual General Meeting.

ARTICLE 9: DAY-TO-DAY OPERATIONS

- 9.1. Operating procedures governing theatrical production and management shall be spelt out, in manuals for the benefit of members.
- 9.2. These manuals shall be reviewed and, if necessary, updated on an annual basis.

ARTICLE 10: PUBLICATIONS

- 10.1. "Contact" shall be the name of the official newsletter of the Guild.
- 10.2. "Contact" shall be published periodically to keep members apprised of the work of the Guild.
- 10.3. Additional publications, such as websites and brochures, may be made available to members, patrons and the public from time to time. All publications must meet the approval of the Board of Directors.
- 10.4. All official Guild correspondence and publications shall bear the logo of the Guild.