

BYLAWS
VIC JUBA COMMUNITY THEATRE OPERATIONS BOARD
SOCIETY #509866463
REVISED APRIL 24, 2007

Article 1 – Preamble

- 1.1 The name of the board shall be the "Vic Juba Community Theatre Operations Board" hereinafter referred to as the "Board."

Article 2 – Membership

- 2.1 The City of Lloydminster shall be the sole member of the Society. The City shall be represented at all meetings of the Board by a person to be appointed by City Council.
- 2.2 There shall be no membership fee payable.

Article 3 – Governance

- 3.1 The Governance Function is performed by the Vic Juba Community Theatre Operations Board. It is performed largely through setting policies, selecting a Theatre General Manager, delegating authority to act, and reviewing progress and holding the General Manager accountable.

Article 4 – Meetings

- 4.1 This Society shall hold an Annual Meeting no later than 120 days following the end of the fiscal year, of which notice in writing to the last known address of each member shall be delivered 31 days prior to the date of the meeting.
- 4.2 General Meetings of the Board may be called at any time by the Secretary upon the instructions of the Chair or Board by notice in writing to the last known address of each member, delivered eight days prior to the date of such meeting. A Special Meeting shall be called by the Chair or Secretary upon receipt of a request signed on behalf of the City of Lloydminster, setting forth the reason for calling such meeting, delivered eight days prior to the meeting.

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Article 5 – Voting

- 5.1 Any current member of the Board shall have the right to vote at any meeting of the Board. Such votes must be made in person and not by proxy or otherwise.
- 5.2 All Decisions of the Board shall be by a simple majority of members present.
- 5.3 A quorum of the Board at any meeting shall consist of a minimum of 40% of the Board membership (as defined in Article 6.3).
- 5.4 The advisory, non-voting member shall be the Vic Juba Community Theatre General Manager.

Article 6 – Board of Directors

- 6.1 Board of Directors shall mean the Board of Directors of the Society.
- 6.2 The Board shall, subject to the Bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the Chair. Meetings of the Board shall be called within 10 days notice to each member.
- 6.3 The Board of Directors shall be comprised of a minimum of seven (7) and a maximum of twelve (12) persons, each of whom will be appointed by the City of Lloydminster by resolution of City Council. In making such appointments, the City shall consider the recommendations of the Vic Juba Community Theatre Nominating Committee.
- 6.4 All Directors shall be appointed to a two-year term. To avoid a complete change of personnel in any one year, one-half of the members' terms will expire in any given year. A retiring Director may be reappointed for a further term at the expiry of the current term.
- 6.5 Offices shall be filled from the Directors and shall be determined by majority vote of the Directors and shall hold office at the pleasure of the Directors.

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- 6.6 Any Director or Officer may, at the request of the Board or the City of Lloydminster, be removed from office for any cause. Attendance at less than 60% of Board meetings shall be considered as cause for termination unless there is justification for such absence.

Article 7 – City of Lloydminster

7.1 City Council

- 7.1.1 All appointments to the Board shall be approved by City Council, in accordance with the provisions of Article 6.3.
- 7.1.2 The annual operations and capital budgets require approval by City Council prior to the new fiscal year.
- 7.1.3 The Board will provide a year-end audited statement to City Council.

7.2 City Administration

- 7.2.1 City Administration will cooperate with the Board within City Council guidelines providing information and assistance wherever possible.
- 7.2.2 The City will advise the Board of any inquiries or potential proposal which could impact on the Vic Juba Community Theatre for review and comment, subject to requests of confidentiality.

Article 8 – Executive Committee

The Executive Committee is empowered to act in emergency situations and their actions will be ratified at the next Board meeting.

8.1 Chair

- 8.1.1 The Chair shall be an ex-officio member of all Committees. He/She shall, when present, preside at all meetings of the Society and of the Board. In his/her absence, the Vice-Chair shall preside at any such meetings. In the absence of both, a Chairperson may be elected at the meeting to preside.

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8.2 Vice-Chair

8.2.1 The Vice-Chair presides at meetings in the Chair's absence. He/She will replace the Chair at various functions when asked to do so by the Chair or the Board.

8.3 Secretary

8.3.1 It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. He/She shall have charge of the seal of the Society which whenever used shall be authenticated by the signature of the Secretary and the Chair, or, in the case of death or inability of either to act, by the Vice-Chair. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the Chair and the Board.

8.3.2 The Secretary shall also keep a record of all the members of the Society and their addresses, and send all notices of the various meetings as required.

8.4 Treasurer

8.4.1 The Treasurer makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch, or trust company chosen by the Board. The Treasurer, will present a detailed account of revenues and expenditures to the Board as requested. He/She ensures that an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting. He/She chairs the Finance Committee of the Board, is a member of the Executive Committee, and carries out other duties assigned by the Board.

Article 9 – Board Committees

9.1 Standing Committees

9.1.1 Each calendar year, the Board Chair will name Board members to serve on a Standing Committee. The Chair of each Committee shall be a Board member and each Committee is free to add members-at-large.

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9.1.2. Finance & Administration Committee: This Committee will consider, report, and make recommendations to the Board with respect to financial matters, policies, procedures, human resource issues and general administration. Rental of the Theatre and/or equipment and salary administration shall be a function of this Committee.

9.1.3 Marketing & Programming Committee: This Committee's purpose includes reviewing ways to increase Theatre rentals, patron attendance, and ticket purchases through the use of promotional brochures, advertising, web pages, emails, etc. The Theatre's role as a presenter will also be subject to this Committee's review and recommendations for specific shows. The operation of the bar and concession will be under the purview of this Committee as well as the recruitment and recognition of volunteers.

9.1.4 Property & Maintenance Committee: This Committee will ensure that the Vic Juba Community Theatre is properly maintained and security is provided to the highest possible standard and to identify budgetary requirements to achieve this goal. It will also ensure that all rules, regulations, codes and acts are adhered to in regard to the Provincial Occupational Health and Safety Act. Capital acquisitions and major repairs will be reviewed by this Committee before they are passed on to the Board for endorsement.

9.2 Nominating Committee

9.2.1 A Nominating Committee consisting of two Board Members not on the Executive, and the Chair of the Board, shall be established annually.

9.2.2 The Nominating Committee shall bring forth to the Board Members recommendations to serve as Board Members and then these names will be submitted to the City of Lloydminster for consideration.

9.3 The Ad Hoc Committee

9.3.1. The Board may establish Ad Hoc Committees to examine, consider, report, and take action on matters delegated to it by the Board. Members from the community at large may be

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appointed to Committees. The Chair of the Committee will be a Board Member.

9.3.2 The ad hoc Committees are accountable to the Board and shall report back to the Board at regular meetings.

Article 10 – General Manager

10.1 The Vic Juba Community Theatre General Manager will be responsible for day-to-day operations based upon the approved operating policies, procedures, guidelines, and budgets.

Article 11 – Conflict of Interest

11.1 When a conflict of interest arises, the member affected shall disclose the general nature of the interest and leave the room until the matter is dealt with.

11.2 If a member is temporarily absent from a meeting and has a pecuniary interest in any matter that was discussed, he/she shall disclose the same on their return.

11.3 The pecuniary interest and abstention shall be duly recorded in the minutes.

Article 12 – Auditing

12.1 The books, accounts, and records of the Society shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at an Annual Meeting. Such auditor at the Annual Meeting of the Society shall submit a complete and proper statement of the standing of the books for the previous year. The fiscal year end of the Society shall be December 31st.

12.2 The books and records of the Society may be inspected by any member of the Society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board shall at all times have access to such books and records.

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Article 13 – Remuneration

- 13.1 Unless authorized at any meeting and after notice for same shall have been given, no officer or members of the Society shall receive any remuneration for his/her services.

Article 14 – Borrowing Powers

- 14.1 For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, but this power shall be exercised only under the authority of the Society.

Article 15 – Bylaws

- 15.1 The Bylaws may be rescinded, altered, or added to by a "Special Resolution" presented at the Annual Meeting.