



P.O. Box 1372 Brockville Ont., K6V 5Y6

Revised January 21, 2018

Operating By-Laws
Index.

<u>By-Law No 1: Head Office.</u>	Page #6
<u>By-Law No 2: Seal.</u>	Page #6
<u>By-Law No 3: Board of Directors</u>	Page #7
a) Affairs	
b) Election	
c) Maximum term	
d) Society membership.	
 <u>By-Law No 4: Vacancies on the Board of Directors</u>	 Page #7
a) Filled during the year	
b) Filled at the AGM	
i) By a Nominating Committee report	
ii) By nominations from the floor.	
 <u>By-Law No 5: Filling vacancies</u>	 Page #7
a) By a quorum of Directors	
b) At a Special Meeting of Members	
c) Vacancy created by Directors	
d) Remaining term in office	
 <u>By-Law No 6: Meetings of Directors and Quorum</u>	 Page #8
a) Quorum	
b) Notice	
c) Form of Notice	
d) How meetings can be called	
e) Date and time of meetings	

- f) Meeting following the AGM
- g) Rules of order
- h) Open to members
- i) In-camera meetings.

By-Law No 7: Committees.

Page #8

- a) Board may appoint or dissolve
- b) Board may appoint Chairperson

By-Law No 8: Errors in Notice.

Page #9

By-Law No 9: Voting at Meetings of Directors

Page #9

- a) Majority
- b) Equality of votes
- c) Declaration as to result.

By-Law No 10: Powers and duties

Page #9

- a) Promoting membership
- b) Protection of Corporation assets
- c) Approval of contracts
- d) Approval of annual budget
- e) Payment of expenses
- f) Investing extra monies
- g) Maintaining financial records
- h) Approving of legal counsel.

By-Law No 11: Remuneration of Directors.

Page #9

By-Law No.12: Officers

Page #9

Mandated officers

- a) May hold more than one position
- b) Positions elected by & from the Directors
- c) Officers need not be members.

By-Law No 13: Duties of the President and Vice President

Page #10

- a) The President shall:

- i Determine representation to other organizations
 - ii Chair all meetings
 - iii General management and supervision
 - iv Sign By-Laws
 - v Initiates a Work Plan
- b) The Vice-President shall:
 - i Act during absence of President
 - ii Other duties.

By-Law No 14: Duties of Secretary Page #10

- a) Minutes of meetings
- b) Notices
- c) Membership records
- d) Security of Seal and files
- e) Additional assigned duties.

By-Law No 15: Treasurer Page #11

- a) Maintain financial records
- b) Banking transactions
- c) Disburse funds
- d) Monthly reconciliations
- e) Detailed report on Revenue and Expenses
- f) Additional assigned duties.

By-law No 16: Duties of other Officers. Page #11

By-Law No 17: Protection of Directors and others. Page #11

By-Law No 18: Conflict of Interest. Page #11

By-Law No 19: Limits on borrowing powers Page #12

- a) Authorized by general membership
- b) Borrow money
- c) Securities
- d) Encumber assets of the Corporation.

By-Law No 20: Execution of contracts Page #12



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Revision Date January 21, 2018

Operating By-Laws of The Brockville Operatic Society Inc.

Definitions:

In these By-Laws, unless the context otherwise requires:

- a) “Act” means the not-for-profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, amended or re-enacted from time to time;
- b) “Board” means the Board of Directors of the Corporation;
- c) “By-Laws” means these By-Laws and all other By-Laws of the Corporation as amended and which are, from time to time, in force;
- d) “Chair” means the Chair of the Board;
- e) “Corporation” means the Corporation that has passed these By-Laws under the Act or that is deemed to have passed these By-Laws under the Act;
- f) “Director” means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- g) “Members” means the collective membership of the Corporation; and
- h) “Officer” means an officer of the Corporation.

By-Law No 1: **Head office**

The head office of the Corporation shall be in the City of Brockville, in the County of Leeds, in the Province of Ontario, and at such place therein as the Directors may, from time to time, determine.

By-Law No 2: **Seal**

The Seal, and impression thereof which is shown alongside, shall be the Corporate Seal of the Corporation and affixed to all contracts and minutes of meetings.

By-Law No 3: **Board of Directors**

- a) The affairs of the Corporation shall be managed by a Board comprised of 9 or 11 or 13 thirteen Directors. -
- b) Directors will be elected annually by the Members at the Annual General Meeting by a ballot
- c) A Director is elected by a majority of those present or by proxy
- d) The term of office shall be from the date of the meeting, at which they are elected or appointed, until the next Annual Meeting or until their successors are elected or appointed
- e) Directors can serve for a maximum of four (4) consecutive terms (years)
- f) Directors can serve again after one year's absence from the Board
- g) All Directors must obtain a current and valid Vulnerable Sector check, at the expense of the Corporation, within 30 days of being elected
- h) A Director must be a member in good-standing at the time of the elections and throughout his/her term.

By-Law No 4: **Vacancies on the Board of Directors**

The office of a Director shall be vacated immediately:

- a) If the Director resigns office by written notice to the President and/or Secretary, which resignation shall be effective at the time it is received by either the President or the Secretary or at the time specified in the notice, whichever is the later
- b) If the Director dies or becomes bankrupt
- c) If the Director is found to be incapable of managing property by a court or under Ontario law

- d) If, at meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

By-Law No 5: **Filling vacancies:**

A vacancy on the Board shall be filled as follows:

- a) A quorum of Directors may fill a vacancy among the Directors
- b) If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in By-Law 3a), the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any member
- c) If the vacancy occurs as a result of the Members removing the Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d) The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director for a period of not more than four (4) terms.

By-Law No 6: **Meetings of Directors and Quorum**

- a) A majority of Directors shall form a quorum for the transaction of business
- b) Except as otherwise required by Law, the Board may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence
- c) Notice of such meetings shall be telephoned or emailed to each Director not less than four (4) days before the meeting is to take place or shall be mailed to each Director not less than seven (7) days before the meeting is to take place. The statutory declaration by the Secretary or the President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice
- d) Directors' meetings may be called by the President or Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two (2) Directors
- e) At the Annual General Meeting, the Board shall establish the day and time of the monthly meeting, for the next year, which day and time shall be re-affirmed at the first Board meeting after the Annual General Meeting.

- f) A Directors meeting may be held, without notice, immediately following the Annual General Meeting of the Corporation. The Directors may consider or transact any business, either special or general, at any meeting of the Board
- g) All meetings of Directors shall be governed by Roberts Rules of Order
- h) Meetings of the Board are open to Members but only Directors may vote. Members are only permitted to participate in discussion when invited to do so by the Chair, with the Board's permission
- i) A majority of Directors present may request an 'in camera' discussion which will be open to Directors only.

By-Law No 7: Committees

Committees may be established by the Board as follows:

- a) Subject to the limitations on delegation, set out in the Act (Bill 65), the Board may, by resolution, establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference of any such committee. The Board may dissolve any committee by resolution at any time
- b) The Board may appoint, from their number or from the membership at large, a Chairperson of a committee and delegate to that person any of the powers of the Directors, excepting those set out in the Act that are not permitted to be delegated.

By-Law No 8: Errors in notice, Meeting of Directors

No Error or accidental omission in giving such notice for a Board meeting shall invalidate such meeting or make void any proceedings taken the meeting.

By-Law No 9: Voting at Meeting of Directors

- a) Each Director has one (1) vote
- b) Questions arising at any meeting of Directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent
- c) In case of an equality of votes, the question is deemed defeated
- d) A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution unless so requested by the Directors
- e) Matters decided by an electronic vote shall be ratified by the Board at their next meeting
- f) Proxy voting is not permitted at Board meetings.

By-Law No 10: **Powers and duties of the Board**

These shall include:

- a) Promoting membership in the Corporation
- b) Maintaining and protecting the Corporation's assets and property
- c) Approving all contracts for the Corporation
- d) Approving an annual budget for the Corporation
- e) Approving payment of expenses for operating and managing the Corporation
- f) Investing any extra monies
- g) Maintaining all accounts and financial records of the Corporation
- h) Approving legal counsel as necessary.

By-Law No 11: **Remuneration of Directors**

The Directors shall receive no remuneration for acting as such, providing that they may be reimbursed for reasonable expenses they incur in the performance of their duties.

By-Law No 12: **Officers**

- a) There shall be a President, Vice-President, Secretary and a Treasurer, or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer and such other Officers as the Board may determine, by By-Law, from time to time
- b) One person may hold more than one office, except for the offices of President and Vice-President
- c) The President and Vice-President shall be elected by the Board from among their number at the first meeting of the Board after the annual election of the Board of Directors. In default of such election, the then incumbents, being members of the Board, shall hold office until their successors are elected
- d) The President may not serve more than two (2) consecutive terms in office
- e) The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time
- f) The Directors may, by resolution determined by a ballot, remove a Director before the expiration of his/her term of office if the Director misses three (3) Board meetings, without just cause as decided by the board.
- g) Any officer shall cease to hold office upon resolution of the Board
- h) Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties as approved by the board.

- i) The Directors may, by resolution determined by a ballot, remove a Director before the expiration of his/her term of office if the Director fails to perform the duties assigned to them in a reasonable time, and satisfaction to the board.

By-Law No 13: **Duties of the President and Vice-President**

The President:

- a) Determines the representation of the Corporation to outside parties
- b) Chairs all meetings of the Members of the Corporation and of the Board
- c) Is charged with the general management and supervision of the affairs and operations of the Corporation
- d) With the Secretary or other Officer, appointed by the Board for the purpose, signs all By-Laws
- e) Ensures that a Work Plan is developed and implemented.

The Vice-President shall:

- a) Exercise the duties and powers of the President during the absence or inability of the President and during the absence or inability of the Vice-President the directors shall elect any other Director for this purpose
- b) Perform other duties as from time to time the board may assign.

By Law No 14 **Duties of the Secretary**

The Secretary:

- a) Attends all meetings of the Corporation and of the Board and keeps accurate minutes of these meetings
- b) Makes sure all notices of various meetings are sent
- c) Is the custodian of the Seal of the Corporation and of all goods, papers, records, correspondence, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized, by a resolution of the Board, to do so and to such person or persons as may be named in the resolution
- d) Ensures that all non-fiscal reports are prepared and filed as required by law or requested by the Board
- e) Performs other duties as from time to time the Board may assign.

By-Law No 15: **Duties of the Treasurer**

The Treasurer, or the person performing the usual duties of a treasurer, shall:

- a) Keep full and accurate accounts of all receipts and disbursements of the Corporation in proper Books of Accounts

- b) Deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board
- c) Disburse funds of the Corporation under the direction of the Board and not without supporting third-party documentation
- d) Makes sure that a record of names and addresses of all Members of the Corporation is kept up to date
- e) Make sure a detailed account, of revenues and expenditures, is presented to the Board as requested
- f) Presents the Statement of Financial position and the Statement of Earnings at the Annual General Meeting
- g) Ensures that all fiscal reports are prepared and filed as required by law or requested by the Board
- h) Performs other duties as from time to time the board may assign.

By-Law No 16: **Duties of other officers**

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires.

By-Law No 17: **Protection of Directors and others**

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employees of the Corporation provided they have:

- a) Complied with the Act and the Corporation's Articles and By-Laws
- b) Exercised their powers and discharged their duties in accordance with the Act.

By-Law No 18 : **Conflict of interest**

A Director, who is in any way, directly or indirectly, interested in a contract or transaction, or proposed contract or transaction, with the Corporation, shall make the disclosure required by the Act. Except as provided for in the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve such contract or transaction.

By-Law No 18: **Limits on borrowing Powers**

- a) The authorization, by resolution of two-thirds (2/3) of the Membership in attendance at a regular or special meeting, is required before the Directors may:
- b) Borrow money on the credit of the Corporation
- c) Issue, sell or pledge securities of the Corporation

- d) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any obligation or liability of the Corporation.

By-law No 20: **Execution of contracts**

- a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by either the President or Vice-President and by the Secretary or Treasurer. The Secretary shall affix the Seal of the Corporation to such instruments as required
- b) Contracts in the ordinary course of the Corporation's operations may not be entered into unless authorized by a resolution of the Board
- c) Notwithstanding any provisions to the contrary contained in the By-Laws of the Corporation, the Board must direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed by resolution of the Board
- d) Any Director or Officer may certify that a copy of any instrument, resolution, By-Law or other document of the Corporation is a true copy thereof.

By-Law No 21: **Financial Year**

Unless otherwise ordered by the Board, the Fiscal Year of the Corporation shall terminate on the 31st day of May in each year.

By-Law No 22: **Cheques and deposit of Securities**

- a) i Only the designated Officers of the Corporation, being the President, Treasurer and Secretary, shall sign cheques drawn on the monies of the Corporation and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation
- ii Two (2) signatures are required on all cheques
- b) The Board may, by resolution from time to time, designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping
- c) The withdrawal of any and all securities deposited must be accompanied by two (2) signatures and authorized by a resolution of the Board
- d) The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board and shall, in no event, be liable for the due application of the securities so withdrawn from deposit or the proceedings thereof.

By-Law No 23: **Books and Records**

The Directors shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept.

By-Law No 24: **Membership**

All Unpaid participants in any BOS production must be a member in good standing.

- a) The classes of membership are:
 - i. Basic adult – a person eighteen years and older
 - ii. Basic Family – a family unit to a maximum of four (4) persons living in the same household
 - iii. Youth- a person seventeen years and younger.
 - iv. Friend
 - v. Benefactor
 - vi. Patron
 - vii. Life members are active members honored for their involvement in the Corporation
- b) To be a member in ‘good standing’, an individual, corporation or partnership must pay the annual membership dues, for the respective level of membership, as determined by the Board from time to time
- c) A life Membership is granted to an individual, by the general membership upon a recommendation from the Board, in recognition of the individual’s involvement, over a prolonged period of time, in numerous activities of the Corporation. A Life member is not required to pay any annual membership dues
- d) Each member in ‘good standing’ shall be entitled to one vote, in person or by proxy, on each question arising at any special or general meeting of the Members
- e) Memberships are not transferable
- f) Membership automatically terminates if a member resigns or the membership is otherwise terminated
- g) Upon fifteen (15) days written notice to a member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-Laws
- h) The notice shall set out the reasons and the member shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5)

days before the end of the fifteen (15) day period. The Board shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of membership.

By-Law No 25: Care and Control of Minors

- a) All members shall, whilst having care and control of minors (persons under the age of 18), possess a current and valid Vulnerable Sector Check, this applies to all positions of authority on a show or performance by Corporation members, including, but not limited to: the Producer, the Stage and Musical Directors, the Choreographer, the Costume Mistress and the Stage Manager
- b) A Vulnerable Sector Check obtained for another organization is acceptable, provided it is valid throughout the required time period
- c) There shall be two (2) persons present at all times when minors are present.

By-Law No 26: Meetings of members

- a) The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario and on such day as the Board may determine
- b) A meeting of the members of the Corporation may be called at any time by
 - i) A resolution of the Board
 - ii) On the written request of at least one-third (1/3) of the voting members
 - iii) By the President or Vice-President
- c) Neither public notice or advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of the meeting shall be given to each member by sending the notice by prepaid mail or email, not less than twenty-one (21) days before the time fixed for the holding of the meeting. The notice must contain sufficient information to permit the members to form a reasoned judgment on the decisions to be taken. The notice must also remind members of the right to vote by proxy
- d) The Annual General Meeting deals with the following:
 - i) Adoption of the agenda
 - ii) Members wishing to have matters added to the Agenda must submit the request, in writing to the Secretary, not less than twenty-one (21) days before the date of the meeting
 - iii) Approval of the minutes of the last Annual General Meeting and any subsequent special meeting
 - iv) Consideration of the report(s) of the Directors
 - v) Consideration of the Financial Statements
 - vi) Receive the Auditor's report

- vii) Appointing the auditor, with an indication of the fee to be paid
- viii) Election of the Directors
- ix) Any business, either special or general, that the members present wish to transact, no notice of which is required
- x) Other business as may be determined by the Board
- xi) Members requesting a copy of the Financial Statements, that are to be presented at the Annual General Meeting, must submit a request, in writing to the Treasurer, not less than twenty-eight (28) before the date of the meeting
- e) All meetings of members shall be governed by Roberts Rules of Order
- f) General meetings of the Corporation are open to the public. A majority of the members present or by proxy may ask any persons, who are not members of the Corporation, to leave
- g) In the absence of the President and the Vice-President the Members present, at any Members' meeting, shall choose another Director as chair and if no Director is present or if all the other Directors decline to act as chair, the Members present shall choose one of their number to chair the meeting.

By-Law No 27: **Special meetings**

The Directors may call a special meeting of the members, or at the written request of not less than one-tenth (1/10) of the members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions

listed in the Act, within 21 days of receipt of the request. Notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. Notice of each meeting must also remind members of the right to vote by proxy.

By-Law No 28: **Quorum of members**

A quorum for the transaction of business at any meeting of members shall consist of not less than fifteen (15) present in person or by proxy, provided that in no case can any meeting be held unless there are ten (10) members present in person. If a quorum is present at the opening of a meeting, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

By-Law No 29: **Voting of members**

- a) Subject to any provisions, contained in the Letters Patent of the Corporation, each member of the Corporation shall, at all meetings of Members, be entitled to one vote, either in person or by proxy. The proxy holder need not be a member of the

Corporation but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents

- b) At all meetings of Members every question shall be decided by a majority of the votes of members present in person or represented by proxy, unless otherwise required by the By-Laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands, unless a ballot is demanded by any member
- c) The President or Chairperson declares a resolution carried or defeated and an entry to that effect in the minutes of the meeting shall be admissible in evidence of prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution
- d) The demand for a ballot may be withdrawn, but if a ballot is demanded and not withdrawn the question shall be decided by majority of votes given by the members present or by proxy, and such ballot shall be taken in such manner as the Chairperson shall direct and the results of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question
- e) In case of an equality of votes, the question is deemed defeated.

By-Law No 30: **Error or Omission in Notice**

No error or omission in giving notice of any general or annual meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be the last address, that is recorded on the books of the Corporation.

By-Law No 31: **Adjournments**

Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

By-Law No 32: **Interpretation**

All terms contained in these By-Laws that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and visa versa, and words importing one gender include all genders.

By-Law No 33: **Amendments to By-Laws etc.**

- a) Any of these By-Laws may be cancelled, altered or added to by a resolution of the Board and such decision shall be ratified by the Membership at an Annual General Meeting of the Corporation or at a special Membership Meeting called for that purpose
- b) The amended By-Law(s) take effect immediately after approval
- c) All By-Laws previously enacted by the Corporation, with a similar intent, are hereby repealed from and after confirmation of the new or amended By-Law by the members. Such repeal shall not affect the previous Operation of any By-Law so repealed or affect the validity of any act done or right, privilege or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such By-Law prior to its repeal. All Directors, Officers, and persons acting under any By-Law so repealed shall continue to act as if elected or appointed under the provisions of this By-Law, and all resolutions with continuing effect of the Board, or committees of the board passed under any repealed By-Law shall continue to be good and valid except to the extent inconsistent with this By--Law and until amended or repealed
- d) These By-Laws shall be reviewed for possible amendments every two (2) years by an Ad Hoc committee, chaired by the Vice-President.

By-Law No 34: **Severability and Precedence**

The invalidity or unenforceability of any provision of these By-Laws shall not affect the validity or enforceability of the remaining provisions or By-Laws. If any of the provisions in any By-Law, are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case maybe, shall prevail.