

**REGINA LITTLE THEATRE SOCIETY, INC. BYLAWS AS REVISED AND AMENDED MAY 28TH , 1999; MAY 29TH , 2002; SEPTEMBER 2ND, 2003; SEPTEMBER 7TH, 2004; SEPTEMBER 4TH, 2012; SEPTEMBER 17th, 2019; and JUNE 2022.**

**ARTICLE 1 – BUSINESS OF THE SOCIETY**

- 1) Registered Office: Until changed in accordance with The Non-profit Corporations Act, 1995 and any statute that may be substituted therefore, as from time to time amended (the Act), the registered office of the Society shall be at the City of Regina, Saskatchewan and at such location therein as the Board of the Society may from time to time determine.
- 2) Fiscal Year: Until changed by the Board of the Society, the fiscal year of the Society shall end on the last day of June in each year.

**ARTICLE 2 - MEMBERSHIP**

1) In order to be a Member of the Society, the individual must pay the Society the Annual Base Membership fee as determined by the Board from time to time, or be a Life Member or Honorary Patron. The members of the Society shall consist of Members, Life Members, and Honorary Patrons.

A) “Member” means:

- i) an individual person or group of persons or an organization that pays to the Society only the Annual Base Membership Fee specified by the bylaws of the Society, or purchases from the Society one or more subscriptions of season tickets for the current season; or
- ii) an individual person or groups of persons or organization that charitably donates to the Society a sum of money that equals or exceeds the Annual Base Membership Fee specified in the bylaws of the Society for the purpose of assisting the Society in achieving its objectives and aims.

Either type of membership described above is valid from the date of receipt by the Society of aforesaid money, until the adjournment of the Annual General Meeting immediately following the season during which the money was received by the Society.

B) “Life Member” means an individual person who is appointed by a resolution passed at a General Meeting of the Society, according to the bylaws, in order to honour that individual person’s considerable contribution to the Society. This type of membership is valid from date of the General Meeting at which it is bestowed until the death of the individual person so appointed.

C) “Honorary Patron” means a dignitary or official person whose office warrants special recognition in the form of Honorary membership in the Society. Such Honorary patronage is established according to protocol specified by their office. Honorary Patrons are not accorded voting rights at any meeting of the Society.

2) Membership accords individuals:

- i) the right to take part in RLT productions and activities, subject to adherence to the regulations and guidelines outlined in the Constitution, Bylaws and various policies;
- ii) to have voting privileges at the AGM; and,
- iii) to be nominated for election to the Board.

### **ARTICLE 3 – POLICY OF THE SOCIETY**

#### Section 1: FINANCE

A) Reasonable donations from outside organizations shall be suggested for scenery and costumes when used by ~~outside~~ those organizations, unless otherwise stipulated by the Board.

B) Donations made to the Society or fund established by the Society are accepted as charitable donations for purposes of The Income Tax Act. The Board may set policy to determine a minimum contribution that would result in the issue of a receipt for tax purposes.

C) Travel for cast and crew to an adjudicated competition shall be arranged as follows:  
i. Conditions for travel shall be arranged by the Board.  
ii. That the director or their representative handle accounts, secure receipts and report on same to the next meeting of the Board on their return home.

D) No Board Member of the Society may receive remuneration solely for performing their duty as a Board Member of the Society.

E) Moneys donated to the Society for any specific purpose, or allocated by vote at the AGM to a specific project, shall be placed in a trust fund and cannot be used for any other purpose.

F) An auditor shall be appointed by the General Membership at each AGM to audit/review the accounts and annual financial statements of the Society for report to the Members at the next AGM, provided however that the General Membership may, by resolution passed unanimously by all General Members at each AGM, waive the appointment of an auditor and appoint an accountant to prepare the annual financial statements of the Society. The auditor or accountant shall be appointed by the General Membership and shall hold office until the next AGM or until a successor is appointed, unless previously removed by resolution of the General Membership of the Society at a Special Meeting.

G) The Board may from time to time by resolution designate a minimum of any two members of the Board as signing officers, and in the absence of such an appointment the signing officers shall be two members of the Executive.

H) There shall be a Finance Committee appointed by the Board, of which the Treasurer shall be chairperson. This committee shall prepare and submit a budget to the Board and supervise the operation of the budget.

## Section 2: NOMINATIONS

A) The Board will endeavour to present more than a slate of officers to fill vacancies to ensure an election, having first secured consent of person so nominated to stand. A notice inviting members of the Society to run for office should be included in an official publication of the Society. Nominations from the floor for positions on the Executive, or vacancies for Members at Large, will be accepted at the AGM.

## Section 3: PUBLICITY

All forms of communication regarding Regina Little Theatre Society Inc shall be handled at the direction of the Board or their designate.

## Section 4: PRODUCTIONS

Productions must adhere to Board policy. Any requests to deviate from policy must be approved by the Executive.

## Section 5: GOVERNANCE

A) The subscription season, constituting the season of productions that will offered as a standard ticket package to the Membership, will be established by the Board. The Society reserves the right to sponsor or present additional plays or productions during the season. Season subscriptions will not apply to such additional plays or productions.

B) Suggestions or motions to the Society for consideration of the Board may be made by any member in writing to any member of the board.

C) Any ambiguity in the interpretation of the Society's Constitution and Bylaws shall be resolved at the sole discretion of the Executive, whose decision shall be final and binding. The principles of said decision shall be incorporated into the Constitution or Bylaws at the next AGM for consideration of the General Membership.

D) Protection of Directors and Officers of the Board (Board Members) and Others:

1) Limitation of liability - Every Directors and Officers of the Society and their heirs, executors and administrators, and estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Board, from and against:

i. all costs, charges and expenses which such Directors and Officers sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against a Director or Officer, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director or Officer in or about the execution of the duties of his or her office or in respect of any such liability;

ii. all other costs, charges and expenses which a Director or Officer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the willful neglect or default of such Director or Officer.

2) Indemnity - Subject to the limitations contained in The Non-profit Corporations Act, 1995, the Society shall indemnify a Director or Officer, a former Director or Officer, or a person who undertakes or has undertaken any liability on behalf of the Association, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceedings to which such person is made a party by reason of being or having been a Director or Officer of the Association or such body corporate, if:

a. such person acted honestly and in good faith with a view to the best interest of the Society; and

b. in the case of a criminal or administrative action or proceedings that is enforced by a monetary penalty, such person has reasonable grounds for believing that such conduct was lawful and in the best interests of the Society.

3) Actions of the individual Board Member shall be treated as actions of the Society with the proviso that the Board Member acted honestly and in good faith, believing that such conduct was lawful.

4) All passwords and/or access codes should be known to all four members of the Executive.

#### **ARTICLE 4 – ACTIVITIES**

1) Each activity of the Society shall be sponsored or endorsed by the Board.

2) There shall be permanent Executive, Finance, and Play Selection committees. The Executive Committee shall consist of the President, the Vice-President, Treasurer and Secretary, and be chaired by the President. The Finance Committee shall be chaired by the Treasurer. The Play Selection committee shall be chaired by the Member-at-Large or Executive member assigned to that portfolio. The Board may establish any additional committees as it deems necessary to conduct the activities of the Society.

3) Each committee chairperson shall submit a written report to the Board for: a. the Annual General Meeting b. each Board Meeting. This shall include: a. report of activity b. Financial statement, if any c. Recommendation for future activity.

#### **ARTICLE 5 – SCHOLARSHIPS**

1) Scholarships shall be awarded by the Board in compliance with established policy.