

Thou Art Here Bylaws



These Bylaws were passed by a special resolution at the annual general meeting of Members of Thou Art Here Theatre Guild on **April 11, 2022**. They are effective as of **April 11, 2022**.



Doug Mertz

President



Naomi Pela

Treasurer

TABLE OF CONTENTS

- Article 1** - Definitions
- Article 2** - Name, registered office, and seal
- Article 3** - Authority
- Article 4** - Membership
- Article 5** - Board of Directors
- Article 6** - Artistic Director
- Article 7** - Remuneration
- Article 8** - Meetings
- Article 9** - Conflict of Interest
- Article 10** - Directors and Officers Protection
- Article 11** - Execution of Contracts
- Article 12** - Amendments
- Article 13** - Finances and Records
- Article 14** - Dissolution

1. DEFINITIONS

- 1.1. For the purpose of this bylaw, the **fiscal year** for Thou Art Here shall be from January 1 to December 31.
- 1.2. In these bylaws, unless the context otherwise specifies or requires, '**Act**' means

the Societies Act (Alberta) and the regulations made thereunder, as amended from time to time; and, in the case of such amendment, any reference in these Bylaws refers to the amended provision thereof;

- 1.3. All terms used in these Bylaws that are defined in the Act and are not otherwise defined in these Bylaws, shall have the meanings given to such terms in the Act;
- 1.4. **“Guild”** means Thou Art Here Theatre Guild (TAH);
- 1.5. **“Member”** means a member of the Guild;
- 1.6. **“Officer”** refers to staff equivalent positions within the organization (such as Artistic Director);
- 1.7. **“Board”** means the Board of Directors of the Guild;
- 1.8. **“Director”** means a member of the Board of Directors;

2. NAME, REGISTERED OFFICE, AND SEAL

- 2.1. In accordance with the agreement by its members, this entity shall be known as Thou Art Here Theatre Guild, 'the Guild,' or TAH for short.
- 2.2. The Guild shall, at times, have a registered office within Alberta. Subject to the Act, the Directors may at any time:
 - a) change the address of the registered office within Alberta;
 - b) designate, or revoke or change a designation of, a records office within Alberta; or
 - c) designate, or revoke a change of designation of, a post office box within Alberta as the address for service by mail of the Guild
- 2.3. The Directors may, by resolution, adopt and/or change a seal for the Society. The Secretary shall have custody of the seal, if any.

3. AUTHORITY

- 3.1. These bylaws shall be the governing document of the Guild.
- 3.2. These bylaws shall set forth the structure, governance, and operations of the Guild.
- 3.3. These bylaws supersede policies and procedures set out by the Guild.
- 3.4. These bylaws are further clarified and explained in the Guild’s Policy Manual.

4. MEMBERSHIP

4.1. General

- 4.1.1. Membership in TAH is open to any individual who wants to be part of the Guild.
- 4.1.2. The Members are, collectively, the Directors, Officers, and such other persons as are admitted as Members from time to time.
- 4.1.3. No person under the age of 18 may be a Member.
- 4.1.4. There are no fees payable by Members except as may from time to time be fixed by resolution of the Directors. The Secretary shall notify the Members of any fees payable from time to time.

4.2. Rights and Privileges of Members

- 4.2.1. A member is in good standing when the Member has:
 - a) Paid all required fees to the Society, if any; and
 - b) has not had their membership suspended in accordance with Section 4.3.
- 4.2.2. Each member in good standing shall be entitled to:
 - a) Receive notice of, attend and vote at all meetings of Members; and
 - b) Exercise any other rights and privileges given to Members in these Bylaws.
- 4.2.3. Notwithstanding Section 4.2.2, the voting rights of any Member who is employed or engaged by the Guild and who receives remuneration from the Guild in connection with the provision of services to the Guild pursuant to such employment or engagement shall be suspended for the duration of such employment or engagement.

4.3. Withdrawal or Suspension of Membership

- 4.3.1. To cease being a member of TAH, a member must inform the Secretary, in writing (handwritten or electronic communication) that they wish to cease being a member.
- 4.3.2. The request shall take effect upon receipt of the written communication, and shall be communicated to the Board of Directors as soon as possible.
- 4.3.3. The Board of Directors may, by resolution, nominate a member or Board Member to be expelled only on the following grounds and according to the process identified in the Policy Manual:
 - a) Significant breach of TAH bylaw or policy; and/or
 - b) Publicly tarnishing the reputation of TAH; and/or
 - c) Financial impropriety; and/or

- d) Inappropriate behaviour, meaning any conduct which is unwarranted and is reasonably interpreted as demeaning or offensive.

4.4. Transfer and Termination of Membership

- 4.4.1. Subject to bylaw 8.1.7., no right, privilege or obligation of any Member is transferrable to any other person. All rights and privileges cease upon termination of membership.
- 4.4.2. The membership of a person is terminated, and their name removed from the register of Members, as follows:
 - a) at the end of the term of membership, if any;
 - b) when a Director ceases to be a Director and is not otherwise a Member;
 - c) when an Officer ceases to be an Officer and is not otherwise a Member;
 - d) upon receipt by the Secretary of a Member's written resignation;
 - e) upon expulsion of the Member by a special resolution of the Members at an annual general meeting of Members or special meeting of Members called for that purpose for any cause that is deemed sufficient in the interests of the Guild, which may include any of the actions listed in Subsections 4.5(a) through (d);
 - f) upon the death of a Member; or
 - g) upon dissolution of the Guild.

4.5. Continued Liability for Debts Due

- 4.5.1. A Member's liability for debts to the Guild survives termination of the Member's membership.

5. Board of Directors

5.1. Board of Directors Composition, Qualification, Appointment, and Term

- 5.1.1. The Board shall be composed of no less than 5 members and no more than 15 members.
- 5.1.2. The following persons are qualified to be a Director of the Board:
 - a) Any person who is a Member in good standing; and
 - b) Any Member who is nominated by another Member or Director.
- 5.1.3. The Members shall, at each annual general meeting, or any special meeting

of Members called for that purpose, appoint Board Members in accordance with the process outlined in the Policy Manual.

- 5.1.4. If a meeting of the Members fails to elect the minimum number of Directors required by these bylaws:
- a) The already appointed Directors shall exercise all the powers of the Board until such a time that additional Directors are appointed.
 - b) In the case that a Board Member steps down during the year, the Board shall call a special meeting at the earliest convenience with the purpose of filling the vacant position with an interim Board Member who will serve for the remainder of the term.
- 5.1.5. Subject to Section 4.3.4., a Director's term of office shall be from the date of their appointment until the close of the next annual general meeting or until a successor to such Director is appointed.
- 5.1.6. The Members may, by resolution at an annual general meeting of Members or special meeting of Members called for that purpose, remove any Director from office before the expiration of their term of office and may, by resolution at the meeting, elect any person in their stead for the remainder of their term of office.
- 5.1.7. A director ceases to hold office when the Director:
- a) dies or resigns; or
 - b) is removed from office in accordance with Section 5.1.6.

A resignation of a Director becomes effective at the time a written resignation is sent to the Guild, or at the time specified in the resignation, whichever is later.

5.2. Responsibilities of Board Members

- 5.2.1. The Board shall have the following responsibilities:
- a) Determine the direction and strategic priorities of the Guild;
 - b) Fulfill their fiduciary duty and responsibilities in good faith, and exercise the care and diligence a reasonably prudent person would in similar circumstances;
 - c) Approve the annual budget;
 - d) Create policies and procedures for the organization and membership.
 - e) Appoint, from time to time, such other officers, employees, or agents of the organization as the Board shall deem necessary;
 - f) In case of the absence, inability, or refusal of a Director or Officer to fulfill their duties, the Board may temporarily delegate all or any of the powers of such individual to any other member.
- 5.2.2. The Board shall also have the ability to strike ad-hoc committees on topics relating to the Guild and Board's functions and activities.

5.3. Roles of Board Members

- 5.3.1. Board Members shall elect, from within the group, individuals who will fill the following roles: President; Vice President; Secretary; and Treasurer.
- 5.3.2. The role of the President shall have the following responsibilities:
- a) Understand and demonstrate a commitment to the Guild's mission and

- programs;
 - b) Help guide and mediate board actions with respect to organizational governance concerns and priorities;
 - c) Exercise general supervision and control over the business and affairs of the Guild;
 - d) Sign contracts, documents, or instruments
 - e) Presides as Chair at all Board of Directors meetings and meetings of the members.
- 5.3.3. The role of the Vice President shall have the following responsibilities:
- a) Acts as the President in their absence;
 - b) Presides as Chair in the absence of the President;
 - c) Reports to and works closely with the President, and supports them in their duties;
 - d) Assigned to a special area of responsibility such as membership, personnel, annual event, etc.;
 - e) Performs other duties as assigned by the President.
- 5.3.4. The role of the Secretary shall have the following responsibilities:
- a) Keep a record of all Members and Directors, and their addresses;
 - b) Prepare, keep, and distribute minutes of Members' and Directors' meetings;
 - c) Maintains and ensures effective management of the organization's records.
- 5.3.5. The role of the Treasurer shall have the following responsibilities:
- a) Ensure that adequate financial records for the organization are maintained;
 - b) Serve as Chair of the Finance Committee, prepare resources, take minutes, and share all necessary information with members of the committee and the Board;
 - c) Report periodically to the Board on the organization's finances, as outlined in the Policy Manual;
 - d) Coordinate and lead a yearly audit of the organization's finances and report the results to the Board;
 - e) Make recommendations to the Finance Committee and the Board on financial management policies and procedures.

6. OFFICERS

6.1. ARTISTIC DIRECTOR

- 6.1.1. The Artistic Director shall be appointed by the Board of Directors and shall participate in Board of Directors meetings and committee meetings as a non-voting member.
- 6.1.2. The Artistic Director shall have the following duties:
- a) Oversee the day-to-day activities of the Guild;
 - b) Oversee the day-to-day finances of the Guild;
 - c) Produce an annual budget for approval by the Finance Committee and the Board;
 - d) Ensure all Guild meetings, activities, and projects are organized;
 - e) Shall, subject to the authority of the Board, have general supervision of

the affairs of the Guild and for the engagement, supervision, direction, and discharge of all contracted artists/personnel in accordance with the policies established by the Board of Directors.

- 6.1.3. The Artistic Director shall report to the Board of Directors, in accordance with the Policy Manual.

7. REMUNERATION

7.1. General

- 7.1.1. No person is entitled to any remuneration by reason of being a Member, Director, or Officer and no Director or Officer shall receive any remuneration for services provided in these roles, during their term as a Director or Officer, except for as outlined in 9.1.2. And 10.1.3.

7.2. Reimbursements

- 7.2.1. The Directors, Officers, and employees of the Guild are entitled to reimbursements for any expenses properly incurred while fulfilling their roles and responsibilities in connection with the affairs of the Guild, as outlined in the Policy Manual.

8. MEETINGS

8.1. Special Meetings of the membership

- 8.1.1. The Annual General Meeting shall be a special meeting of Thou Art Here Membership.
- a) Members will be sent a notice of all special meetings by email no less than 21 days and no more than 30 days before the date of the meeting;
 - b) The notice of special meeting shall be accompanied by any materials members will be voting on or discussing, so that Members are able to form reasonable judgment and cast their vote accordingly.
- 8.1.2. The Artistic Director, with the support of the Board of Directors, shall organize an Annual General Meeting of the membership.
- a) The Directors may, at any time, call a special meeting of Members to be held on such date, time, and place as the Directors may determine. Proper notice must be provided to membership, as outlined in 8.1.1.;
 - b) Voting members, representing no less than 20% of the membership, are entitled to request that the Artistic Director call a special meeting of the Membership for a specific purpose.

- 8.1.3. The Board of Directors shall be elected, by the members, during the Annual General Meeting.
- 8.1.4. The election of the Board shall be conducted through a nomination process.
- 8.1.5. The outgoing Board of Directors shall present during the Annual General Meeting, to the membership, for approval:
 - a) The audited financial statements of the organization;
 - b) Proposed amendments to the Guild's Bylaws and Policy Manual;
 - c) Any items, reports, or proposals that might require the membership's approval.
- 8.1.6. The Annual General Meeting may take place either in person, virtually, or electronically, or through a combination of these.
- 8.1.7. Members can participate and/or vote in any meetings in person, virtually, or electronically, whichever proves to be most accessible and conducive to collaboration among the entire membership.
- 8.1.8. If unable to attend a meeting, any member entitled to vote may appoint a proxy who will attend said meeting and fulfill that role in their place.
 - a) A proxy is valid only at the meeting in respect of which it is given or any adjournment of that meeting.
 - b) A written notice must be provided by the member, to the Secretary, identifying their proxy
- 8.1.9. The accidental omission to give notice of any meeting of Members, or the non-receipt of any notice by any person does not invalidate any resolution passed or any proceeding taken at any such meeting.

8.2. General guidelines for Member meetings

- 8.2.1. In the absence of the President and the Vice President, the Members present and entitled to vote at a meeting of Members shall elect another Director as chair of the meeting and, if no Director is present or if all of the Directors present decline to take the role of Chair, then the Members present shall elect one of their number to be chair.
- 8.2.2. General and Special Meetings of the Membership shall have a quorum of at least 8% of members, represented in person or by proxy.
 - a) If a quorum is present at the opening of the meeting of the Members, the Members present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting of the Members.
 - b) If a quorum is not present at the opening of any meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.
- 8.2.3. The Secretary shall be responsible for the preparation and custody of the minutes of all meetings of the membership.
- 8.2.4. Minutes of meetings must be approved by those in attendance at the next meeting.

- 8.2.5. The only persons entitled to be present at a meeting of Members are Members in good standing, Directors, Officers of the Guild and others who are entitled or required under any provision of the Act or these Bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with consent of the meeting.
- 8.2.6. A resolution in writing, approved by all voting Members is as valid as if it had been passed at a meeting of Members.

8.3. Meetings of the Board of Directors

- 8.3.1. Meetings of Directors and of any committee of the Board may be held in person, virtually, electronically, or through a combination of these.
- 8.3.2. Notice of date, time, and place (method) of meeting shall be sent to the Board of Directors or the Committee of the Board no less than five days before the date of the meeting.
- 8.3.3. The accidental omission to give notice of any meeting of Directors or of any committee of Directors to, or the non-receipt of any notice by, any person does not invalidate any resolution passed or any proceeding taken at such meeting.
- 8.3.4. A Director may participate in a meeting of Directors or of any committee of Directors by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Director participating in a meeting by those means is deemed for the purposes of these Bylaws to be present at that meeting.
- 8.3.5. Meetings of the Board of Directors shall have a quorum of at least 50%.
- 8.3.6. A resolution in writing, approved by all of the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

9. CONFLICT OF INTEREST

9.1. Disclosure

- 9.1.1. A Director or Officer who is a party to a material contract or material transaction or proposed material contract or proposed material transaction with the Guild, or is a director or officer of or has a material interest in any person who is a party to a material contract or material transaction or proposed material contract or proposed material transaction with the Guild, shall disclose fully the nature and extent of his interest to the Board. No such Director shall vote on any resolution to approve such contract or transaction.
- 9.1.2. If a material contract or material transaction between the Guild and one or more Directors or Officers is being considered, and the conflict of interest is disclosed, the Board of Directors shall bring a proposal before the Membership for consideration or approval.

10. DIRECTORS AND OFFICERS PROTECTION

10.1. Liability of Directors and Officers

- 10.1.1. No Director, Officer or former Director or Officer shall be liable for:
- a) the acts, receipts, neglects or defaults of any other Director, Officer or employee or former Director, Officer or employee;
 - b) joining in any receipt or act for conformity or for any loss, damage or expense happening to the Guild through the insufficiency or deficiency of title to any property acquired by the Guild or for or on behalf of the Guild;
 - c) the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Guild is placed out or invested;
 - d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects is lodged or deposited;
 - e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Guild; or
 - f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office of trust or in relation thereto.
- 10.1.2. Bylaw 10.1 does not apply to Directors, Officers, or former Director or Officers who have failed to exercise the powers and to discharge the duties of their office honestly and in good faith with a view to the best interests of the Guild, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, provided that nothing contained herein shall relieve a Director or Officer from the duty to act in accordance with the Act or relieve such Director or Officer from liability under the Act.
- 10.1.3. If any Director or Officer shall be employed by or shall perform services for the Guild otherwise than as a Director or Officer, or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Guild, the fact that the Director or Officer is a Director or Officer or also a member of the firm or a shareholder, director or officer of the body corporate does not disentitle such Director or Officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

10.2. Indemnity to Directors, Officers, and Others

- 10.2.1. The Guild shall indemnify and hold harmless a Director or Officer, a former Director or former Officer, or a person who acts or acted at the Guild's request as a director or officer or a person of similar capacity of an entity, and the Director's, Officer's or person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such Director, Officer or person in respect of any civil, criminal or administrative action or proceeding to which the Director, Officer or person is made a party by reason of being or having been a Director or Officer, or a director or officer

or a person of similar capacity of the entity, if:

- a) the Director or Officer acted honestly and in good faith with a view to the best interests of the Guild or, as the case may be, the person acted honestly and in good faith with a view to the best interests of the other entity for which the person acted as a director or officer or in a similar capacity at the Guild's request; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director, Officer or person had reasonable grounds for believing that their conduct was lawful.

10.3. Entitlement to Indemnity

10.3.1. Notwithstanding anything in this Part, a person referred to in Section 10.2 is entitled to indemnity from the Guild in respect of all costs, charges and expenses reasonably incurred by the person in connection with the defence of any civil, criminal or administrative action or proceeding to which the person is made a party by reason of being or having been a Director or Officer, or a director or officer or a person of similar capacity of an entity, if the person seeking indemnity:

- a) was substantially successful on the merits in the person's defence of the action or proceedings;
- b) fulfills the condition set out in Subsections 10.2.1(a) and (b); and
- c) is fairly and reasonably entitled to indemnity.

10.4. Advancements of Funds

10.4.1. The Guild shall advance funds to a person in order to defray the costs, charges and expenses of a proceeding referred to in bylaw 10.2, but, if the person does not meet the conditions set out in bylaw 10.3, they shall repay the funds advanced.

10.5. Insurance

10.5.1. The Guild may purchase and maintain insurance for the benefit of any person referred to in bylaw 10.2. against any liability incurred by the person:

- a) in the person's capacity as a Director or Officer, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Guild; or
- b) in the person's capacity as a director or officer or a person of a similar capacity of another entity where the person acts or acted in that capacity at the Guild's request, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the entity.

10.6. Indemnity Agreements

10.6.1. The Guild is hereby authorized to execute agreements evidencing its indemnity in favour of the persons referred to in bylaw 10.2. to the full extent permitted by these Bylaws and the law.

11. EXECUTION OF CONTRACTS

11.1. Signing of contracts

- 11.1.1. Contracts, documents or instruments requiring the signature of the Guild may be signed by any person or persons authorized by resolution of the Directors and all contracts, documents or instruments so signed shall be binding upon the Guild without any further authorization or formality.
- 11.1.2. The Directors may from time to time by resolution appoint any person or persons on behalf of the Guild either to sign contracts, documents or instruments generally or to sign specific contracts, documents or instruments.
- 11.1.3. The seal (if any) of the Guild may be affixed by the person or persons appointed as aforesaid by resolution of the Directors to contracts, documents or instruments signed by such person or persons.

12. AMENDMENTS

12.1. Amendments to bylaws

- 12.1.1. The bylaws may be amended, rescinded, or rewritten at any meeting of the Guild by special resolution.
- 12.1.2. No amendment of or addition to these Bylaws may be made except by a special resolution of the Members at a special meeting of the Members called for that purpose, in accordance with bylaw 8.1.1.
- 12.1.3. No amendment of or addition to these bylaws is effective until it has been registered by the Registrar.

13. FINANCES AND RECORDS

13.1. Finances and Audit

- 13.1.1. The fiscal year for Thou Art Here shall be from January 1 through to December 31.
- 13.1.2. There shall be an annual audit of the Guild's finances, through one of two methods:
 - a) The audit may be conducted by two members of the Board who volunteer and are appointed by the membership as internal auditors. The volunteer auditors must not be members of the Finance Committee.
 - b) A review engagement or external audit may be required through a special resolution of the Board of Directors.

13.2. Borrowing Powers

- 13.2.1. For the purposes of carrying out its objects, the Guild may borrow or raise or secure the payment of money in such manner as it thinks fit and, in particular, by the issue of debentures, but this power shall be exercised only under the authority of the Guild, and in no case shall debentures be issued without the sanction of a special resolution of the Members in accordance with the Act.
- 13.2.2. No Member is, in the Member's individual capacity, liable for any debt, obligation or liability of the Guild.

13.3. Books and records

- 13.3.1. The Directors shall ensure that the books and records of the Guild, these Bylaws, the Act and any other statute that must be maintained by the Guild are regularly and properly kept at such place as the Directors deems fit.
- 13.3.2. The Directors shall ensure that the books and records of the Guild include a current register of Members.
- 13.3.3. The books and records of the Guild must be open to inspection by any Director.

14. DISSOLUTION

14.1. Dissolution

- 14.1.1. The Guild may be dissolved by a special resolution of the Members.

14.2. Distribution of property

- 14.2.1. Upon the dissolution of the Guild and after the payment of all debts, obligations and liabilities of the Guild, the remaining property of the Guild shall be distributed to a qualified donee (as defined in the Income Tax Act (Canada)) selected by the Members by special resolution. In no event shall the Members receive any property of the Guild.

These Bylaws were passed by a special resolution at the annual general meeting of Members of Thou Art Here Theatre Guild on **April 11, 2022**. They are effective as of **April 11, 2022**.

Doug Mertz

President

Naomi Pelo

Treasurer