

Collaborative Radically Integrated Performers Society in Edmonton Bylaws

ARTICLE 1 - PREAMBLE

- 1.1 The name of the Society is Collaborative Radically Integrated Performers Society in Edmonton, otherwise referred to as CRIPSiE.
- 1.2 This document is the general bylaws of CRIPSiE. These bylaws regulate the transaction of business and affairs of CRIPSiE.

ARTICLE 2 – DEFINING AND INTERPRETING BYLAWS

- 2.1 *Annual General Meeting* means a meeting that happens once a year, to which all of the Society's members are invited, and is further defined in Article 5.1
- 2.2 *Board* means the Board of Directors of this Society.
- 2.3 *Bylaws* mean the bylaws of this Society as most recently amended and certified by Corporate Registries.
- 2.4 *Director* means any person elected (or appointed) to the Board.
- 2.5 *Artistic Director(s)* refers to the senior volunteer(s) or employee(s) of the Society, as determined by the Board, and is further defined in Article 6.6.
- 2.6 *Member* means any member of the society in good standing, as described in Article 4.1.
- 2.7 *Officer* means an Officer as described in Article 6.4.
- 2.8 *Society* means the Collaborative Radically Integrated Performers Society in Edmonton.
- 2.9 *Special Resolution* means a resolution passed at a meeting of the Society of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been given in writing. A Special Resolution must be passed by a vote of not less than three quarters of those voting members in attendance, provided a quorum exists.
- 2.10 *Quorum* refers to the minimum number of eligible voters required to be present in order to pass a motion.
- 2.11 Words indicating a singular number may also refer to a plural and vice-versa
- 2.12 Masculine or feminine pronouns may also refer to someone of a different gender. In this document *they* is used as a gender-neutral pronoun referring either to a single person or multiple people.

ARTICLE 3 – MEMBERSHIP

3.1 Definition of Members

3.1.1 Any person 18 years of age or over may become a member.

3.2 Application for Membership

3.2 The Board shall approve application for membership in the Society.

3.3 Membership Fees

3.3.1 The Board will determine the membership year.

3.3.2 The annual membership fee(s), if any, will be determined by the Board.

3.3.3 The date for payment of annual membership fees will be determined by the Board.

3.3.4 Non-payment of membership fees may result in cancellation of membership in the Society at the discretion of the Board.

3.4 Rights and Privileges of Members in Good Standing

3.4.1 A member is considered in good standing when: they have:

- a) They have paid any required annual fees, as outlined in Article 4.3;
- b) They have provided CRIPSiE with a current email address for the purposes of communication with the members, or the member has provided the Secretary with an alternate method of communication.
- C) They are not suspended, as outlined in Article 4.6.

3.4.2 Members in Good Standing shall:

- a) Receive notice of Meetings of the Society, as outlined in Article 5;
- b) Attend any meeting of the Society;
- c) Vote at any General Meeting of the Society.

3.5 Withdrawal of Members

3.5.1 Any member may withdraw or resign from the Society at any time, by doing so in writing to the Board through the Secretary.

3.6 Expulsion of Members

The Board may at any time expel any Member whose conduct shall have been unanimously determined by the Board to be improper, unbecoming, or likely to endanger the objects, interests or reputation of the Society. Prior to voting on a motion to expel any Member, the Board shall

contact the Member to be expelled, and inform them of the time and place of the meeting of the Board at which the expulsion or will be determined, so that they may attend and address the Board if the Member so desires. The decision of the Board is deemed final.

ARTICLE 5 – MEETINGS OF THE SOCIETY

4.1 The Annual General Meeting

4.1.1 The Society shall hold its Annual General Meeting within six (6) months of its fiscal year end, in Alberta. The Board sets the place, day and time of the meeting.

4.1.2 The Secretary will provide notice through email or through another method of communication requested by the member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date, and time of the Annual General Meeting and any business requiring a Special Resolution.

4.1.3 The Annual General Meeting deals with the following matters:

- a) Adopting an agenda;
- b) Adopting the minutes of the last Annual General Meeting;
- c) Considering the President's report;
- d) Reviewing the year end financial statements setting out the Society's income, disbursements, assets and liabilities;
- e) Appointing the auditors;
- f) Electing Members of the Board;
- g) Considering matters specified in the meeting notice, such as any Special Resolutions.

4.1.4 Attendance by five (5) members at the Annual General Meeting is a quorum.

4.2 Special General Meeting of the Society

4.2.1 A Special General Meeting of the Society may be called at any time:

- a) By a resolution of the Board of Directors to that effect; or
- b) On the written request of at least ten (10) Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting.

4.2.2 The Secretary shall provide written notice at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date, time, and purpose of the Special General Meeting.

4.2.3 Agenda for the Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting may be considered at the Special General Meeting.

4.2.4 Procedure at the Special General Meeting

Any Special General Meeting are governed by the same voting methods and regulations and quorum requirements as the Annual General Meeting.

4.3 Proceedings at the Annual or Special General Meeting

4.3.1 A Meeting may be adjourned, and all members informed of a rescheduled Meeting between seven and thirty days later than posted if:

- a) A quorum is not present within thirty (30) minutes of the posted Meeting start time; or
- b) There is, in the opinion of the majority of the Board of Directors, significant physical danger posed to those who would be attending the meeting.

4.3.2 Each member has only one (1) vote, which can be exercised in person, or by written proxy.

4.3.3 Voting is normally done through a show of hands (or other similar, public processes). An anonymous ballot must be used if at least three (3) Members request it.

4.3.4 The majority of Members represented at the Meeting are required to pass a motion or resolution, except in the case of a Special Resolution, which requires no less than 75% of the votes of Members represented.

ARTICLE 5 – THE GOVERNMENT OF THE SOCIETY

5.1 The Board of Directors

5.1.1 The Board shall have, subject to the bylaws, the powers of the Society.

5.1.2 The Board shall have full control over the governance and management of the Society.

5.1.3 The Board may hire or appoint volunteers, such as an Artistic Director, to carry out day-to-day management functions under the direction and supervision of the board.

5.1.4 The board shall make policies, rules and regulations for managing the Society.

5.2 Composition of the Board

5.2.1 The Board shall consist of not less than three (3) and no more than seven (7) Directors/Officers.

5.2.2 Directors are elected at the Annual General Meeting from the Voting Members of the Society.

5.2.3 Directors/Officers are elected for a term of one (1) year. Officers may serve a maximum of three (3) terms in one position.

5.2.4 Any Director/Officer may remove themselves from their position by providing written notice of no less than two weeks to the Vice Chair and in the case of the Vice Chair, the Chair.

5.2.5 A Director may be removed by Special Resolution of the Directors for:

- a) Failure to answer Board communications for either three (3) consecutive months or ten (10) consecutive emails – whichever is longer – without prior notice of changed contact information or notice of leave;
- b) Failure to attend three (3) consecutive board meetings without notice or reasonable cause.
- c) Conduct that the board unanimously determines as consistently or egregiously countering CRIPSiE's bylaws, policies, or mandate.

5.2.6 Members may remove any Director from office before the end of their term. This must be done by majority vote at a Special General meeting for that purpose.

5.2.7 IF a vacancy is created on the Board, the remaining Directors may, at their discretion, allow the position to remain vacant or call a Special General Meeting to fill it.

5.3 Meetings of the Board

5.3.1 The board shall meet not less than three times annually.

5.3.2 A board meeting shall be called at the discretion of the Chair, or with the written request of three Directors.

5.3.3 Directors will be informed at least seven (7) days prior to a Board meeting.

5.3.4 Three Directors shall be considered quorum for a Board Meeting.

5.3.5 Each Director has one vote, and a majority vote is required to pass a motion.

5.3.6 All Board meetings are open to the Members of the Society, however only Directors may vote.

5.4 Officers

5.4.1 Following the Annual General Meeting the Board shall elect Officers from among the Directors.

5.4.2 The Officers for the Society are the Chair, Vice-Chair/Secretary, Treasurer.

5.4.3 The Officers hold office until a successor is name to that position.

5.4.5 Officers may resign from their positions by giving two (2) weeks' notice in writing. Successors will be chosen from among remaining Directors.

5.5 Duties of the Officers

5.5.1 The Chair presides at all meetings of the Society and the Board at which they are present. They set the overall direction of the Board. They are responsible for calling all meetings and setting the agenda for each meeting. They are one of the officers with signing authority.

5.5.2 The Vice-Chair also holds the Secretary position. They are responsible for taking minutes and circulating them to all members of the board. They are responsible for maintaining a roster of current and past members and noting the member's preferred method of communication. They are responsible for filing the annual return, changes in the Directors of the organization, amendments in the Bylaws and other incorporating documents with the Corporate Registry. They serve as the Chair if the Chair is unable to do so. They are one of the officers with signing authority.

5.5.3 The Treasurer is responsible for overseeing the finances of the Society. They do so by: preparing, or overseeing the preparation of, financial statements; supervising the disbursements; and signing checks. The treasurer works with the accountants or auditors of the society on the audit of the financial statements and presents the financial reports of the Society to the Board and at the Annual General Meeting. They are one of the officers with signing authority.

5.6 The Artistic Director(s)

5.6.1 The Board may hire or name one or several volunteer Artistic Directors to carry out assigned administrative and programming related duties.

5.6.2 The Artistic Director reports to, is responsible to, and acts as an advisor to the Board.

5.6.3 The Artistic Director does not vote at any meeting of the Society or the Board.

ARTICLE 6 – FINANCE AND MANAGEMENT

6.1 The Registered Office of the Society is located in the Province of Alberta

6.2 The books, accounts, and records of the Society shall be housed at its Registered Office.

6.3 Finance and Auditing

6.3.1 The Board will determine the fiscal year of the Society.

6.3.2 The Books, accounts and records of the Society shall be audited at least once each year either by either:

- a) a qualified accountant; or
- b) Two (2) members of the Society elected for that purpose at the Annual General Meeting.

6.3.3 The books, accounts and records of the Society may be inspected by any Member of the Society at the Annual General Meeting, or any time upon giving reasonable written notice and upon arranging a time satisfactory to the Officers having charge of the same.

6.4 Cheques and Contracts of the Society

6.4.1 The Chair, Vice-Chair, and Treasurer of the Society shall have signing authority. Two (2) signatures are required on all cheques.

6.4.2 The Society does not have an official Society seal. All contracts and official documents of the Society must be signed by the Officers with signing authority, listed in Article 7.4.1, or other persons authorized to do so by resolution of the board.

6.4.3 The Society may raise funds to meet its needs. It can only borrow funds upon a Special Resolution of the Directors to that effect.

6.5 Payments

6.5.1 No Member or Director/Officer of the Society receives any payment for their services as a Member or Director or for any service rendered to the Society.

6.5.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

6.6 Protection and Indemnity of Directors

6.6.1 Each Director holds office with protection from the Society. The Society indemnifies each Director against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director for acts of fraud, dishonesty, or bad faith.

6.6.2 No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Society. No Director is liable for any loss due to an oversight or error in judgement, or by an act in their role for the Society, unless the act is fraud, dishonesty or bad faith.

6.6.3 Directors can rely on the accuracy of any statement or report prepared by the Society's auditor(s). Directors are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 7 – AMENDING THE BYLAWS

7.1 As stated in the Societies Act, the Bylaws and/or Objects of a society shall not be rescinded, altered or added to except by Special Resolution of the Society.

ARTICLE 8 – DISSOLUTION

8.1 As stated in the Societies Act, the Society may not surrender its Certificate of Incorporation except by a Special Resolution of the Society.

8.2 If the society dissolves, and after payment of all its debts and liabilities, any remaining assets will be given to a charitable organization registered under the Income Tax Act (Canada) in Canada.

Dated at the City of Edmonton, in the Province of Alberta this ____th day of _____, 2016.