



By-Laws

September 13th, 2012

Record of Amendments

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Interim 1.1	Revised and circulated for comment	19/5/2010
Interim 1.2	Incorporating comments from MW.	25/5/2010
Interim 1.3	Modified following board meeting discussion. Article H added. Circulated to Constitution subcommittee only	27/5/2010
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Interim 2.1	Further input from committee: This version issued to full board	6/6/2010
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Final 1.0	First Issue of Final	1/6/2012
Final 1.1	Amendment List expanded	3/6/2012
Final 1.2	Rules changed to Roberts. Reformatted. Appendix E modified	13/09/2012

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Foreword

The RRTC is a not-for-profit Corporation, granted Letters Patent by the Government of Ontario on August 8th 2011. The Letters Patent state, in part:

‘The objects for which the Corporation is incorporated are:

The establishment and operation of dramatic theatre for the purposes of;

- Promoting interest in and the practice of drama and the related arts
- Establishing and operating a theatre and repertory group
- Providing facilities for education and instruction in the theatrical arts
- Advancing knowledge and appreciation of dramatic culture and tradition by theatrical performances
- Conducting annual theatrical festivals; and such other complementary purposes not inconsistent with these objects.

Article A - Name

- 1 The name of the organization is The Rural Root Theatre Company.
- 2 For the purposes of this document, the organization shall be referred to as the RRTC.

Article B - Mission

- 3 The mission of the organization is to provide the residents of West Carleton and area with the opportunity to enjoy, learn about, and participate in, the theatre arts.

Article C - Membership

- 4 Membership in the RRTC is open to everyone.
- 5 Membership entitles the member to participate in any aspect of the RRTC, including: participating in all activities, voting for the Directors and Officers of the Corporation, standing for office, attending board meetings as an observer or, upon request, viewing the financial records, and other benefits which may arise such as training courses, complimentary tickets, etc. Only members in good standing as defined in paragraph 8 below can participate in the activities of the RRTC.
- 6 The general membership shall be composed of persons (individual members) or families residing at the same address (family members) who have registered as members and paid the current annual membership fee.
- 7 The membership year shall be from 1st January to December 31st.
- 8 A member in good standing is a member who has registered with the Membership Director and paid any fees applicable within the following periods:
 - a) for returning members: before the annual meeting commences; or
 - b) for new members within one month of joining the group (or participating in an RRTC activity).
- 9 The Management Board shall determine, from time to time, the amount of annual membership fees. The current fee may be found in Appendix E.

Article D - Management Board

- 10 The affairs of the RRTC shall be managed by a Management Board in accordance with the applicable legislation.
- 11 The Management Board shall be comprised of 9 Directors, each of whom shall hold one of the following positions or areas of responsibility:

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- President
Treasurer
Secretary
Artistic Program Direction
Publicity
Technical Committee Chair
Membership and Training
Box Office
Director at Large
- 12 The responsibilities of the Board Members are set out in Appendix B.
- 13 On election of a new President, the outgoing President shall assume the position of Past President. The position of Past President has no voting privileges.
- 14 The Board shall, at their first meeting, designate a Director, other than the President, who shall assume the duties of the President should the President be unable to perform these duties. This position will continue until measures are taken to fill the President's position in accordance with paragraph 19 below, or the President returns to his/her duties.
- 15 One of the RRTC Board Members shall be assigned as liaison with the CBBCA Board of Directors.
- 16 The President, Treasurer and Secretary shall be deemed Officers of the Corporation.
- 17 Board Members are elected for a term of 2 years. Board members may not serve more than three consecutive terms, excluding the position of Past President who may serve a fourth term should he/she have been President in his/her final term.
- 18 A quorum shall be comprised of five (5) Board Members, excluding the Past-President, provided that at least two (2) of the Officers are present.
- 19 Should a Board position become vacant during the year, the Board shall determine what action is required prior to the next annual meeting, which may be one of the following:
- Assign the responsibilities to another board member
 - Divide the responsibilities between/among other Board members
 - Call on the membership for an election.
 - Seek a temporary replacement from the membership without a vote.

- 20 Directors shall not receive any remuneration for their participation. Board Members may recover any expenses they incur, in accordance with the RRTC financial operating procedures.

Article E - Meetings

- 21 All meetings shall be conducted in accordance with Robert's Rules of Order.
- 22 The Management Board shall meet at least three times per year. The schedule and locations for meetings shall be determined by the Board.
- 23 The President shall chair the Board meetings.
- 24 In the event of a tied vote on a motion before the Board, the President shall have the casting vote.
- 25 Meetings of the membership may be called by the Management Board from time to time as required.

Article F - Elections

- 26 Election of Directors shall take place at the Annual Members' Meeting to be held at the end of each membership year.
- 27 A Quorum at the Annual Members' Meeting shall be all members in good standing who are present.
- 28 Members of the RRTC in good standing and who have held a membership for not less than three months prior to the election may stand, nominate and vote for Board Members.
- 29 A Nominations Committee shall be formed in October each year with the purpose of compiling nominations for the vacant Board positions. The Nominations Committee shall be comprised of up to three members, at least one of whom is not a Board member. Members of the Nominations Committee may not be nominated for a position on the Board prior to the Annual Members' Meeting.
- 30 Elections shall follow the nomination and voting procedures approved by the Board and set out in the Operating Procedures.
- 31 Elections shall be for nominees for specific Board positions. Members may be nominated for more than one position.
- 32 The Past President is not elected, shall be appointed only following a change of President and holds office until the next time a new President is elected..

Article G - Code of Ethics

33 Officers and Board members shall be governed by the highest standards of ethical behaviour and shall be conscious of their responsibilities at all times. Board members and Officers must declare any conflict of interest – real or perceived – which may affect their ability to carry out their duties on behalf of the RRTC.

Article H - Termination or Suspension of Member Privileges

34 Upon a written complaint having been received by the Board from the membership, the Board may, by a two-thirds (2/3) majority vote, summon a member upon 14 days advance notice by registered mail to a special meeting of the Board to show cause why their membership privileges should not be suspended or terminated for conduct unbecoming or inconsistent with the objectives of the RRTC. Having considered the representations of the member, upon a two-thirds (2/3) vote of the Board, the Board may suspend some or all of the privileges of membership for a period at the discretion of the Board, or terminate membership.

Article I - Committees

35 The work of the RRTC shall be carried out by Board Members supported by Committees. Committees shall either be “Standing Committees” or “Ad Hoc Committees”. A list of current Standing Committees is appended at Appendix C as well as examples of “Ad Hoc” committees that may be required from time to time.

36 Board Members with assigned responsibilities may form committees to assist them. These “Standing Committees” may comprise other Board Members and volunteers in good standing from the membership at large.

37 The Board may appoint “Ad Hoc” Committees to address specific, one time, issues and projects. The Chairs of such committees shall be approved by the Board and shall report through the appropriate Board Member.

38 The Board may, by majority vote, remove a committee chairperson or a committee member or dissolve the committee at its discretion at any duly constituted meeting.

39 Chairpersons of committees shall report to the Board at Board Meetings and shall submit all financial records to the Treasurer, and minutes of committee meetings to the Secretary at said meeting.

Article J - Wind-up of RRTC

40 The RRTC shall be wound-up (disbanded) only by a two thirds (2/3) majority vote of members in good standing. In the event that the RRTC is disbanded by the

membership for whatever reason, the assets of the group will be donated to any performance oriented entertainment group of the membership's choosing (simple majority), preference being given to local groups.

Article K - Financial Controls

41 The RRTC is entrusted with the management of funds from ticket sales revenues, sponsorship, donations and grants. The Board shall be held responsible for ensuring that financial controls and procedures are in place for the management of these funds. The Board shall ensure that the Operating Procedures reflect the necessary financial controls and that all operations are carried out in accordance with these procedures.

42 The three Officers of the RRTC shall be the signing authorities for the RRTC, but may delegate signing authority for specific production commitments to the production's Producer . The President and Secretary may transfer signing authority for cheques to other board members.

43 The Board shall make provision for an independent review of the financial records of the RRTC at least every two years, and on change of Treasurer. Such review shall be carried out by an audit sub-committee comprising members in good standing.

Appendix A The Duties of the RRTC Management Board.

A.1 *General Duties*

- Oversee the operations of the RRTC by ensuring that all necessary activities take place to meet the Mission of the RRTC.
- Ensure that the RRTC is run in compliance with the laws of Ontario, generally accepted accounting principles, applicable CBBCA operational rules, Liquor Licence Board of Ontario regulations and any other applicable regulations that affect or apply to the operation of the RRTC.
- Ensure that the RRTC governance is "open" to members and that selection of board members, producers, directors and other activity leaders is fair and democratic.

A.2 *Specific Duties*

- Review and approve budgets for performances submitted by producers.
- Review and approve budgets for capital expenditures, maintenance, etc. submitted by appropriate Board members.
- Discuss and approve technical recommendations put to the Board.
- Approve play selections and associated directors and producers.
- Direct publicity and promotional activities for the RRTC.
- Liaise with other community theatre groups and associations as required.
- Liaise with the CBBCA.
- Oversee the accounting activity through regular review of treasurer's reports.
- Appoint a chairperson to each subcommittee.
- Oversee membership and registration activities.
- Develop training programs and opportunities for members.

Appendix B - Duties of Board Members

B.1 Introduction

The following sets out the duties and responsibilities of board members. While the President, Treasurer and Secretary positions must be filled in any given term, each other board member position may or may not be filled depending on the availability of members, projects to be undertaken, changes to Board personnel, etc.

The duties listed here are indicative for the purposes of describing the type of responsibilities held by Board members. In practice, some duties may be assigned to other Board members by agreement, based on member preferences, workload equity, available resources, etc.

Each board member may delegate some of the activities in his/her area of responsibility to another RRTC member(s) in order to assist in the execution of assigned Board responsibilities. However, the Board member shall remain the point of contact with the Board and shall remain responsible for the performance and results of the delegated activity.

B.2 Duties of the President

- uphold the by-laws of the RRTC,
- preside over all Board and Annual Members' Meetings,
- chair meetings of the Management Board or appoint interim chairpersons as he/she sees fit,
- perform, with the consent of the Board, such other acts and duties normally performed by an executive and presiding officer.
- promote, establish and maintain a positive constructive relationship between the Board and members of the various groups within the RRTC.
- be responsible for giving the Board members direction and leadership.
- act as liaison among Board members, the public and other organizations, as required.
- be responsible for keeping the Board members well informed in regards to all aspects of the RRTC's day to day activities.
- be responsible for ensuring that all of the Board members perform their tasks as defined in these by-laws.
- be an ex-officio member of all committees and sub-committees.
- be responsible for keeping, maintaining and upgrading the RRTC's Operating Procedures.
- be a signing authority for RRTC cheques or delegate such authority to another Board member.
- ensure audits are performed in accordance with these by-laws.

B.3 Duties of the Secretary –

- keep at a suitable location, the original of these by-laws as amended, or otherwise altered to date.
- complete all paperwork required and maintain copies of all contracts or agreements.
- keep an archive of all incoming and outgoing mail which is to be maintained for a period of five (5) years.
- record the minutes of all meetings in a format approved by the Board, that shall include the purpose, the time and place of holding, the names of those present or represented and the proceedings thereof.
- keep a record of motions presented by Board members and committees including those conducted by e-mail.
- ensure the minutes of Board meetings are made available to the Board members in a timely fashion.
- be a signing authority for RRTC cheques or delegate such authority to another Board member.

B.4 Duties of the Treasurer –

- be a signing authority for RRTC cheques.
- be responsible for, all funds and securities of the RRTC.
- deposit all funds in the name of the RRTC in such banks, trust companies, or other depositories as shall be approved by the Board.
- receive and give receipt for monies due and payable to the RRTC.
- disburse or cause to be disbursed the funds of the RRTC as may be directed by the Board, making proper vouchers for such disbursements.
- keep and maintain computer-based accounts for the RRTC's properties and business transactions including assets, liabilities, receipts, disbursements, gains and losses.
- render to the President and Board members, upon request and/or at regular meetings or Annual Members' meetings, and in a format agreed to by the Board, an account of any or all of his/her transactions as Treasurer and of the financial condition of the RRTC.
- keep a book of Treasurers' reports, which have been prepared according to the specifications of the Board, and maintain and update this book as the reports are presented.
- prepare data for an audit when such is requested.
- adhere to and maintain the financial operating procedures, recommending to the Board updates of these as necessary to meet the demands of the RRTC operations.
- be responsible for providing guidance to members in following the financial operating procedures.

B.5 Duties of the Past President (if appointed) –

The past president position may be created whenever there has been a change of President. The Past President shall share his/her experience with the newly elected President and other Board members in an effort to ensure a smooth transition and transfer of knowledge. This is a non-elected, non-voting position that continues until the next change of President.

B.6 Duties of the Artistic Program Director

- form and chair a Play Selection sub-committee charged with finding, reading, selecting and recommending to the Board for approval, plays for the following seasons.
- develop and recommend to the Board the overall artistic: style, format, direction of RRTC.
- procure copies of the relevant published scripts and related materials from the publishing house.
- procure rights for performances and arrange for payment of related fees and royalties.

B.7 Duties of the Publicity Director–

- provide regular articles and announcements via local newspapers and other media concerning upcoming RRTC performances and events, and maintain regular contact with editors.
- arrange for RRTC promotional activity, such as attendance at fairs.
- arrange for notices for auditions, performances, etc.
- have designed, produced and displayed, posters advertising forthcoming performances.
- maintain the RRTC archive of past-show displays and arrange for their foyer display at current performances.
- represent RRTC at the regular Ottawa Community Theatre Association meetings.
- supervise the RRTC webmaster and co-ordinate with the webmaster to maintain current the RRTC website.
- arrange for flyers for forthcoming activities, including input to community theatre association flyers.
- produce newsletters as directed by the Board.
- arrange for publicity photographs for productions.

B.8 Duties of the Technical Committee Chair-

Note: The term ‘technical’ shall refer to light and sound related equipment, and other electronic, software, or mechanical devices used to enhance the effectiveness of the RRTC

- safeguard, or cause to be safeguarded all technical assets of the RRTC.
- be responsible for developing, evaluating, and maintaining a vision and a direction for the evolution of the technical production capabilities of the RRTC.
- be responsible for supporting and evaluating technical aspects of all initiatives undertaken by the RRTC.
- form and chair committees to support the above on an as needed basis.
- respond to technical concerns raised by cast/crew after performances.

B.9 Duties of the Membership and Training Director–

- ensure that those wanting to participate in RRTC activities complete the necessary registration form and pass the monies collected to the Treasurer.
- develop a membership data base that shall include as a minimum:
 - Full name and address.
 - Telephone number(s).
 - E-mail address(es)
 - Permission to use the above for the purposes of communicating RRTC news, announcements, notices, etc.
 - List of theatre-related subject interests in which the member would like to be involved
 - Relevant past experience
- maintain all registration forms and make them available for annual renewal at the appropriate time, and amend the forms to incorporate suggested improvements as necessary.
- maintain an e-mail distribution list which, in addition to members, includes those who wish to receive notices of performances, etc.
- copy to this e mail distribution all information, messages, newsletters, etc., when necessary or when requested by the Board.
- be responsible for training. This involves informing members of workshops/training schemes that he/she becomes aware of, as well as actively seeking out training opportunities that match the interests of members or the requirements for a particular production.

B.10 Duties of the Box Office Director

- set up a method to reliably receive, retrieve and confirm audience reservations.
- liaise with the Webmaster with respect to on line reservations, and ticket sales.
- inform front of house staff of complimentary seating at each performance.
- attend to desk at front during performances and take ticket sales.
- deliver cash proceeds to the treasurer for deposit.

B.11 Duties of the Director at Large

This Director carries out any responsibilities assigned to him/her by the Board. This may include, for example, assisting other Directors to carry out their responsibilities, “ad hoc” tasks initiated by the Board, sponsorship, conducting events or programs.

Appendix C Committees of the RRTC

C.1 Standing Committees (as of January 2012)

Name	Purpose	Chair
Play Selection	Read and recommend plays	Artistic Program Director
Technical	Develop technical enhancements Resolve technical problems	Technical Committee Chair
Nominations	Develop a slate of Board Candidates	TBD
Audit	Perform financial reviews/Audits	member

C.2 Ad Hoc Committees (Illustrative Examples only)

Name	Purpose	Chair
By-Laws	Develop By-Laws	Board member
Operating Procedures	Develop Op., procedures	Board member

Appendix D Relationship with the CBBCA

The RRTC is a program under the auspices of the Constance and Buckham's Bay Community Association, which in turn is governed and funded in part by the City of Ottawa. As such, the following restrictions apply:

- a) The RRTC utilizes the Constance and Buckham's Bay Community Centre, which is run by the CBBCA on behalf of the City of Ottawa, and must therefore follow City of Ottawa rules and regulations.
- b) The RRTC shall pay fees to the CBBCA in lieu of rental, as agreed from time to time between the Boards of the CBBCA and the RRTC.
- c) RRTC activities are covered by the same insurance coverage as the CBBCA.
- d) The RRTC must be cognizant of and comply with the CBBCA's liquor license rules.
- e) The RRTC Board may, at its discretion, waive the RRTC Membership fee for persons able to demonstrate current membership of the CBBCA or any other City Community Association which has a reciprocal agreement with the CBBCA.

While there are no restrictions imposed by the City of Ottawa regarding CBBCA membership, the RRTC Management Board shall be paid up members of the CBBCA.

Appendix E Current Membership Fees

The membership fees as of 1 January 2012 are \$10 for individuals and \$25 for family members.