

Canadian Institute for Theatre Technology Alberta Bylaws

1. Article 1 – Preamble

- 1.1) For the purpose of all business, the legal name of the society shall be the *Canadian Institute for Theatre Technology Alberta*, also known as *CITT Alberta*, also known as *CITT/ICTS Alberta Section*. In the conduct of all affairs, it is expressly understood that the organization shall function as the Alberta Section of the *Canadian Institute for Theatre Technology/Institut canadien des technologies scénographiques*, also known as *CITT/ICTS*.
- 1.2) This document is the general bylaws of the CITT Alberta. These bylaws shall regulate the affairs of the CITT Alberta.

2. Article 2 – Defining and Interpreting the Bylaws

Definitions:

- 2.1) “Board” means the Board of Directors of this Society.
- 2.2) “Bylaws” means the Bylaws of this Society as amended.
- 2.3) “CITT/ICTS” means our national parent organization as described in Article 1.1.
- 2.4) “Director” means any person elected or appointed to the Board. This includes the immediate Past-Chairperson.
- 2.5) “Executive Committee” means the Board members with titles listed in Article 5.8.
- 2.6) “Member” means a Member of the Society.
- 2.7) “Officer” means any Officer listed in Article 5.7.
- 2.8) “Section” means the Canadian Institute for Theatre Technology Alberta.
- 2.9) “Society” means the Canadian Institute for Theatre Technology Alberta.
- 2.10) “Written notice” means communication shared between the Board and the members of the Section. Acceptable methods shall include flyers, physical mailouts and electronic communications.

3. Article 3 - Membership

- 3.1) Members in the Section shall be limited to members in good standing of the CITT/ICTS residing within the province of Alberta.
- 3.2) The Board of the Section may assess dues as they deem necessary. Such dues are in addition to any CITT/ICTS dues, if applicable, and are a prerequisite to membership in good standing with the Section, if applicable.
- 3.3) The same classifications of membership apply in the Section as are described in Article III, Section 1 of the CITT/ICTS bylaws.
- 3.4) Any Member in good standing is entitled to receive written notice of meetings of the Section, attend and speak at meetings of the Section, and any other rights and privileges given to Members in these bylaws.
- 3.5) Payment of dues shall be made on an annual basis.
 - 3.5.1) Failure of a member to pay dues within sixty days after the due date shall result in suspension from rights of membership in the Section, and, if such dues are not paid within ninety days after the due date, membership in the Section shall cease and terminate. Failure to pay Section dues shall not affect member’s status within the CITT/ICTS.

- 3.6) Any member wishing to withdraw from membership may do so upon a notice in writing to the Executive Committee through its Secretary. Any member upon a three-quarter (75%) vote of all Board Members of the Section may be expelled from membership for any cause that the Section may deem reasonable. Expulsion from the Section shall not affect member's status within the CITT/ICTS.
- 3.7) The Executive Committee shall be authorized to make assessments for activities as the membership deems necessary.

4. Article 4 – Section Meetings

- 4.1) The annual general meeting of the members of the Section shall be held at a place designated by the Executive Committee, within the calendar year, for the election of Officers and transaction of such other business as may come before the meeting. Written notice of the place of the annual meeting shall be given by the Secretary to each member not less than thirty (30) days before the meeting.
- 4.2) Special meetings of the members of the Section may be called at any time by the Chairperson of the Section, or by a majority of the Executive Committee, or upon the filing of written notice with the Secretary by five percent (5%) of the membership. Upon the calling of any special meeting, the Secretary of the Section shall give written notice of such meeting to each member stating the time, place and purposes thereof, not less than thirty (30) days before the meeting.
 - 4.2.1) Special Meetings shall only deal with the business contained in the written notice. No other matters will be discussed.
- 4.3) At all meetings of the members, ten percent (10%) of all voting members, represented in person, virtually or by proxy as outlined (in Article 4.5) below, shall be necessary to constitute a quorum.
- 4.4) At all meetings of the members, each voting member present shall be entitled to one vote. All questions except the amendment of bylaws and other matters specifically regulated shall be determined by the majority of the votes cast. Proxies may be used to vote on all matters.
- 4.5) At all meetings of the members, each voting member of the Section shall be allowed to vote in absentia by written proxy. Said proxy may be held, and voted upon any matter by a member in good standing designated by the absentee member, provided that written notice of intent to vote by proxy is served upon the Secretary of the Section prior to the start of the meeting for which said proxy is in effect.
- 4.6) At all meetings of the members, the public shall be allowed to observe the meetings. They must make themselves known and shall not have the right to vote. A majority of the members present may ask any persons who are not members to leave.
- 4.7) All meetings may be held by in person or via telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting, A person participating in a meeting by such means is deemed to be present at the meeting. When a vote is to be taken at any meeting, the voting may be carried out by means of a telephonic, electronic or other communication facility that provides for their verification.
 - 4.7.1) If during a meeting it is decided to hold a vote by secret ballot, only facilities that permits the tallied votes to be presented without it being possible to determine how each Member voted shall be allowed.

5. Article 5 – Governance

- 5.1) The Board of Directors shall be comprised of the Executive Committee (Article 5.8) and a maximum of five (5) Directors At Large, one (1) of whom may be a student from a High School or Post Secondary institution.
- 5.2) The Board of Directors of the Section shall be elected by the membership at the annual meeting of the Section.
 - 5.2.1) In odd-numbered years, the Chairperson, Secretary, and a maximum of three (3) Directors At Large shall be elected, each serving a term that ends at the close of the annual meeting in the next odd-numbered year.
 - 5.2.2) In even-numbered years, the Vice-Chairperson (North), Vice-Chairperson (South), Treasurer, and a maximum of two (2) Directors At Large shall be elected, each serving a term that ends at the close of the annual meeting in the next even-numbered year.
 - 5.2.2.1) At the discretion of the Board, an election of Chairperson-Elect will be allowed in even-numbered years.
- 5.3) Any member in good standing shall be eligible for any position on the Board of Directors. Non-members who wish to join the board shall be permitted, but must become members within fourteen (14) days of the election.
 - 5.3.1) Candidates may be placed in nomination by written notice to the Secretary at any time up to two weeks prior to the date set for the annual meeting. Such written nomination must bear the signature of at least two members of the Section in good standing. Nominations of additional candidates can also be made from the floor on the day of the elections. Vacancies among Officers shall be filled by a majority vote of the remaining Officers.
 - 5.3.2) Any Officers or Directors of the Board may be removed at any time at a regular or special meeting of the membership by an affirmative vote of two-thirds (66%) of the voting membership in attendance, provided that the contemplated action was included in the agenda circulated with the Notice of Meeting.
- 5.4) The Board of Directors shall hold at least three regular meetings each fiscal year. Thirty-three percent (33%) or more members of the Board, one of whom must be the Section Chairperson or a Vice-Chairperson, shall constitute a quorum of the Board. Meetings may be held without notice if a quorum is present, provided that any business transacted at such meetings is ratified by the next regularly scheduled meeting of the Board; otherwise, they shall be null and void.
- 5.5) In order to allow for the day-to-day operation of Section business, meetings, including the passing of motions, shall be allowed by electronic means, provided that any decision taken is agreed to by a majority of the members of the Board of Directors. Decisions taken must be subsequently endorsed at the next full meeting of the Board of Directors where a quorum is present.
- 5.6) In all matters, the members of the Board of Directors, including the Executive Committee, shall be charged with serving the best interests of the CITT/ICTS within the province of Alberta, and to ensure the provision of services to the membership in such a manner as to ensure that the purpose of the organization as stated above is met.
 - 5.6.1) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 5.7) Officers
 - 5.7.1) The Chairperson shall preside at meetings and shall take general charge of the activities of the Section. The Chairperson shall be responsible for periodic reports to

the CITT/ICTS board as stipulated in the CITT/ICTS bylaws. The Chairperson shall appoint members of any committees that may exist as decided by the membership. The Chairperson is expected to remain on as Past-Chairperson for 1-year after their term has ended.

- 5.7.2) The Vice-Chairperson (North) shall oversee the activities and services of the Section in the northern geographic area of Alberta, serve as the designated liaison of the Section to any provincial government body and provide for liaison with other organizations housed in the northern part of the province of Alberta. The Vice-Chairperson (North) shall, in the absence or incapability of the Chairperson, and in association with the Vice-Chairperson (South), perform all of the functions of the Chairperson, and shall also perform such duties as may be assigned by the bylaws or by the Chairperson.
- 5.7.3) The Vice-Chairperson (South) shall oversee the activities and services of the Section in the southern geographic area of Alberta, serve as the designated liaison of the Section to any provincial government body and provide for liaison with other organizations housed in the southern part of the province of Alberta. The Vice-Chairperson (South) shall, in the absence or incapability of the Chairperson, and in association with the Vice-Chairperson (North), perform all of the functions of the Chairperson, and shall also perform such duties as may be assigned by the bylaws or by the Chairperson.
- 5.7.4) The Secretary shall be responsible for notifying the members of regular and special meetings. The Secretary shall keep minutes of all meetings, and shall have charge of the minute books of the Section, as well as the seal of the Section which seal whenever used shall be authenticated by the signature of the Secretary and the Chairperson. The Secretary shall also perform such other duties as may be assigned by the bylaws or by the Executive Committee. In the case of the absence of the Secretary, those duties shall be discharged by such Officer as may be appointed by the Executive. The Secretary shall also keep a record of all the members of the Section and their addresses.
- 5.7.5) The Treasurer shall have care and custody of the funds of the Section and shall deposit them in the name of the Section in such bank and/or trust companies as are designated by the Executive Committee of the Section. The Treasurer shall collect and receive all dues, charges and other monies payable to the Section, and act as agent for the Section to the CITT in the collection and receipt of all dues, monies and charges payable to the Section. The Treasurer shall keep proper books and records showing receipts and expenditures of the Section, and of all collections and expenditures on behalf of the Corporation. The Treasurer shall be responsible for all corporate filings. The Treasurer, in conjunction with the Executive Committee, shall prepare the annual budget of the Section for approval by the Board of Directors at least thirty (30) days prior to the beginning of the fiscal year for which it will be in force. The Treasurer shall prepare for submission to the annual meeting a statement duly audited as hereinafter set forth of the financial position of the Section for the records of the society.
- 5.7.6) The Past-Chairperson shall advise Board of Directors and Executive Committee on any and all matters that seem fit, including providing historical information and data on which the Board of Directors will base any decision. The term of office of the Past-Chairperson will be one year from the end of their term as Chairperson.

- 5.7.7) The Chairperson-Elect will serve a term of one year from the period of their election until they assume the position of Chairperson. The Chairperson-Elect will perform such duties as may be assigned by the Board of Directors on the Executive Committee.
- 5.7.8) Directors at Large (including Student) shall carry out those duties and responsibilities (including chair of committees) as approved by the Board.
- 5.8) The Executive Committee
 - 5.8.1) The Executive Committee shall consist of the Chairperson, the Vice-Chairperson (North), the Vice-Chairperson (South), the Secretary, the Treasurer and the Past-Chairperson or Chairperson-Elect, whichever may be sitting in office in a given year.
 - 5.8.2) Meetings of the Executive Committee shall be empowered to carry on all regular business, and shall have full control and management of the affairs of the Section, and in all such matters it shall be guided in good faith by policies previously established by the Section and CITT/ICTS. The Executive Committee shall determine and assess such dues and fees as it deems necessary, subject at all time to an affirmative vote by a majority of the Board of Directors. Following a change, addition or deletion affecting Section membership dues, the Secretary shall notify the membership in the next regular announcement of all changes or additions or deletions to the dues structure relating to the membership.
 - 5.8.3) Four or more members of the Executive Committee, one of whom must be the Chairperson shall constitute a quorum of the Executive. All regular meetings of the Executive shall be minuted and shall be so reported at the next regular meeting to the Board of Directors.
- 5.9) The Chairperson, with the recommendation of the Executive Committee, may strike such committees as may be necessary to conduct the affairs and business of the Section.

6. Article 6 – Contracts, Cheques, and Negotiable Instruments

- 6.1) The fiscal year of the Section shall be 1 June – 31 May, annually. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Section elected for that purpose. A complete and proper financial statement of the standing of the books for the previous year shall be submitted by each auditor(s) at the annual meeting of the Section.
- 6.2) The books and records of the Section may be inspected by any member of the Section at the annual general meeting provide for therein or at any time upon giving reasonable notice and arranging a time and location satisfactory to the Secretary and Treasurer of the Section.
- 6.3) Two (2) individuals with signing authority shall sign all cheques, contracts or other binding documents. At least one of the signees shall be the Treasurer or Chairperson.
- 6.4) Borrowing is allowed for specific projects, but must be brought forward at a Special Meeting and requires an affirmative vote of two-thirds majority of membership present.
- 6.5) All Officers and Directors shall serve as such without remuneration and no Officer or Director shall directly or indirectly receive any profit from occupying their position.
 - 6.5.1) Reasonable expenses incurred while carrying out duties of the Section may be reimbursed upon Board approval.
 - 6.5.2) Notwithstanding Article 6.5, an Officer or Director may be paid remuneration for performing services to the Section that are not related to their duties as Officer/Director. The amount of any such remuneration must be considered

reasonable by the Board and must be approved by the Board before such payment is made.

7. Article 7 – Amendments

- 7.1) These bylaws may be amended by any regular meeting or special meeting of the Section in the following manner: Any proposal for such amendment shall be subscribed to in writing by a majority decision of the Board or not fewer than five percent (5%) of the members of the Section in good standing. Upon such filing, the Secretary shall notify the membership of the Section in the next regular announcement together with notice stating the time and place of the meeting to consider such amendment on a date not less than thirty (30) days following the date of such mailing.
- 7.2) An amendment shall be adopted by an affirmative vote of at least three-quarters (75%) of the membership present at the meeting called to consider adoption thereof; or by an affirmative vote of three-quarters (75%) of written ballots sent to the membership of the Section, with the results tabulated within sixty days after the mailing of the ballots.
- 7.3) The Secretary shall provide written notice of each amendment within thirty days after adoption to each member and associate of the Section, and to the Secretary and Treasurer of the CITT/ICTS.

8. Article 8 – Dissolution

- 8.1) In the event of dissolution of this Society, all assets remaining after payment of all obligations shall be distributed exclusively for charitable, educational, and scientific purposes to organisations organised and operated exclusively for such purposes, with priority given to the needs of CITT/ICTS whose future viability and continued existence is demonstrated.
- 8.2) In the event that CITT/ICTS does not appear viable, other Alberta based groups shall receive priority in distribution.