

The Mercury Players Society

Constitution and Bylaws

Constitution of The Mercury Players Society

Adopted August 31, 1999

1. The name of the group shall be “*The Mercury Players Society*”.
2. The purpose of *The Mercury Players Society* is to provide cultural entertainment by:
 - 2.1. Stimulating greater public interest in local talent by developing the musical and theatrical potential of the people of the Cowichan Valley through the public presentation of:
 - a) drama,
 - b) musical plays,
 - c) operettas and operas,
 - d) other forms of theatre and performing arts presentations as determined appropriate.
 - 2.2. Liaising with other similar groups to provide and utilize all available training facilities and expertise in the fields of drama and music.

Bylaws of The Mercury Players Society

Adopted November 18, 2023

1. INTERPRETATION

In these Bylaws:

“Society” shall mean The Mercury Players Society.

“Board” shall mean the Board of Directors of the Society and consist of a President, Vice-President, Secretary, Treasurer, a Volunteer Coordinator, and up to four Members-at-large. Also, the board may include a Past President.

“Board Meeting” shall mean a meeting of the Board of Directors.

“Director” or **“directors”** shall mean any member or members of the Board.

“General Meeting” shall mean a meeting of paid up and registered members of the Society *only* except for the Annual general meeting where any interested members of the public may also attend and who shall be non-voting.

“Officer” or **“officers”** shall mean those directors who have specific roles under the Society Act. They are president, vice-president, secretary, and treasurer. They are referred to collectively in these bylaws as the **“Executive”**.

“Member” or **“members”** shall mean a person or persons duly registered and paid up with the Society.

“Theatre” shall mean any stage, radio or other production or presentation involving performances or readings by amateur or professional artists.

“Simple Majority” shall mean more than 50% of the members in attendance.

“Three-Fourths Majority” shall mean at least 75% of the members in attendance.

“Open Meeting” shall mean a meeting of anyone interested in the Society, member or not.

“Executive Meeting” shall mean a meeting of the Officers, otherwise known as the Executive.

2. MEMBERSHIP

- 2.1. Member shall refer to any individual who has applied and been accepted into membership in accordance with these bylaws. A member shall have one vote and be entitled to all rights and privileges pursuant to the subsequent regulations.
- 2.2. Applications for membership shall be made in such form as the Board shall prescribe and shall be accompanied by a membership fee which shall be determined by the Board.
- 2.3. The membership fee shall be reviewed annually by the Board at the last meeting prior to August 31st and set for the following fiscal year.
- 2.4. All members are deemed to be in good standing except a member who has failed to pay their current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.
- 2.5. A member may only be expelled from the Society by a special resolution of the members passed at a general meeting.
- 2.6. Any member wishing to withdraw from membership may do so by giving notice in writing to the Secretary of his or her intention to that effect and forthwith upon the receipt of such notice by the Secretary, the member giving notice shall cease to be a member.
- 2.7. The Secretary shall keep records of all Members and shall have the same available at all meetings.

3. MEETINGS OF THE SOCIETY

- 3.1. The Society shall hold an annual General Meeting of members once in each calendar year at such time and place as the Board may designate for the purpose of an election of Directors, and may hold other General, Board, Open and Executive meetings at such times and places as the Board from time to time may decide.
- 3.2. At least 30 days notice of the time and place of holding a General meeting shall be given to all members.
- 3.3. A quorum for any meeting other than a Board meeting shall be 15 members, or 10% of the members, whichever is fewer, but shall never be fewer than three. No proxy or written votes are permitted.
- 3.4. The Secretary shall, upon being requested in writing to do so by at least 20% of the members, call a General meeting within 21 days of receiving the request. The members making the request in writing shall include in the request a reason for calling the general meeting. Notice for that meeting must be sent out within seven days of the receipt of the

request.

- 3.5. Robert's Rules of Order shall prevail at all meetings, insofar as it is not inconsistent with the Societies Act and these by-laws.
- 3.6. At a general, open or board meeting, all votes for the election of director shall be taken: a) by a show of hands, unless a member requests a secret ballot to be taken, in which case the vote shall be by secret ballot, except when there is only one candidate for a position, in which case no vote shall be needed. Or the election shall be undertaken: b) including as provided for in Bylaw 4.1, allowing for voting by electronic means or by telephone.

4. ELECTIONS

- 4.1. Save as hereinafter provided, directors shall be elected from the Society members in good standing and present at the Annual General Meeting. a) A member in good standing joining by electronic means including by Zoom or by phone shall be considered as being present at the Annual General Meeting. b) In the event of an election by secret ballot during a General Meeting, the person or persons conducting the election may receive written votes in electronic form from members joining the meeting by electronic means, including by Zoom or text message or may receive a verbal vote by telephone.
- 4.2. The President, Vice-President, Secretary, Treasurer, and Volunteer Coordinator shall be elected to a two year term. The President, Treasurer & Volunteer Coordinator terms will begin on even years and the Vice President and Secretary on uneven years at the corresponding AGMs.
- 4.3. The four members at large shall be elected to a one year term.
- 4.4. The President, having completed their term, may serve a one-year term as Past-President. The outgoing President also may choose to run for a board position in another capacity. If elected, that person shall have one vote only.
- 4.5. When a vacancy occurs in any office, the Board shall appoint a member to fill the unexpired portion of the term of the vacant office.
- 4.6. Any election of directors at an Annual General meeting shall be by a simple majority of the members present.
- 4.7. If any director fails to faithfully discharge the duties of their office for three consecutive meetings, including Board meetings, without satisfactory excuse, the office shall be declared vacant by the President.

5. BOARD MEETINGS

- 5.1. The affairs and powers of the Society, except as outlined by statute or required by these by-laws, shall be exercised by the Board.

- 5.2. The Board may meet to conduct the Society business, adjourn, and otherwise regulate their proceedings as they see fit. Questions arising at any Board meeting shall be decided by a majority vote. In the case of a tie vote, the president may choose to cast the deciding vote.
- 5.3. The Board may strike such committees and sub-committees of the Board as it deems appropriate to the successful operation of the Society. Reports of recommendations that may be developed by such committees and subcommittees regarding are not binding.
- 5.4. Board meetings shall be held once in each calendar month or as deemed necessary by the board but not less than once every three months.
- 5.5. Quorum for Board meetings shall be five.
- 5.6. During Board Meetings, each Director shall have one vote, regardless of whether a Director occupies more than one office within the Board.
- 5.7. Non-members may attend Board meetings, by invitation.

6. **DIRECTORS**

- 6.1. The directors of the Society and their duties and responsibilities shall be as follows:

- a) The President:

1. Be the chief executive officer of the Society,
2. Serve as one of three signing authorities for the Society,
3. Preside at all meetings of the Society and its Board,
4. Enforce the by-laws of the Society.

- b) The Vice-President:

1. Be vested to perform all the duties of the President in the event of the absence, unavailability, disability or refusal of the President to act, or upon and under the direction of the President,
2. Also, have such other powers and duties as may be from time to time assigned to them by the President or the Board.

- c) The Secretary:

1. Issue, or cause to issue, notices of all Board meetings,
2. Keep minutes of all Society meetings,

3. Maintain the minutes books for the Society,
4. Serve as one of three signing authorities for the Society,
5. Maintain a list of all the Society members.

d) The Treasurer:

The treasurer serves as one of three signing officers for the Society. In addition, the treasurer is responsible for doing or making the necessary arrangements for the following:

1. Receiving and banking monies collected from the members or other sources,
2. Keeping accounting records in respect of the Society's financial transactions,
3. Preparing the Society's financial statements,
4. Making the Society's filings respecting taxes,
5. Issuing receipts for donations and membership fees.

e) The Volunteer Coordinator:

1. Take a leadership role in all aspects of volunteer recruitment, training and appreciation for the Society.

f) Members-at-Large:

1. Have such powers and duties as may be from time to time assigned to them by the Board

g) Past President

1. In the event there is a Past President, the Past President may provide information and recommendations as needed, in support of the newly elected President and other Board members.

7. FUNDS AND ACCOUNTS

- 7.1. The funds of the Society shall be deposited from time to time to the credit of the Society in a chartered bank or similar institution.
- 7.2. The cheques of the Society shall be signed by two of the President, Treasurer and the Secretary.

- 7.3. Subject to the express provisions herein, the Board shall pass such regulations for the conduct of banking business of the Society as it may from time to time consider advisable.
- 7.4. The Society shall have no power to borrow money, except when proposed by the Board and approved by a three-fourth majority at a General meeting. A debenture must not be issued without the authorization of a special resolution.
- 7.5. The President and the Treasurer may be bonded in such amounts if any as the Board may deem advisable.

8. BOOKS AND RECORDS

- 8.1. The books and records of the Society may be inspected by members at any reasonable time.
- 8.2. The financial records shall be reviewed by at least one board member in addition to the treasurer. The complete and proper statement of the standing of the books shall be submitted for presentation to the members at the annual general meeting.
- 8.3. The draft minutes of a General Meeting of the Society shall be sent to the members of the Society in a reasonable time.

9. AMENDING THE BYLAWS

- 9.1. All changes to the by-laws shall first require written notice of such signed by two-members in good standing to be submitted to the Secretary at least 30 days in advance of the next annual general meeting, and such notice shall be included in the notice to the members regarding the annual general meeting.
- 9.2. A three-fourths majority vote shall be required at the annual general meeting to make changes to these by-laws.

10. REGULATIONS

- 10.1. The Board may from time to time enact or amend regulations for the general management of the Society. Such regulations shall not be inconsistent with these by-laws and shall become effective upon enactment.

11. ISSUE HISTORY

August 31, 1999	Initial issue of constitution & bylaws
November 20, 2017	Amendment of bylaws
November 4, 2019	Amendment of bylaws
November 9, 2021	Amendment of bylaws

October 29, 2022	Amendment of bylaws
November 18, 2023	Amendment of bylaws