



T.K. SPARKS

BY-LAWS
COWICHAN MUSICAL SOCIETY
November 19, 2023

BY-LAW I – INTERPRETATION

- “Society” - means the Cowichan Musical Society
- “Executive” - means the Executive of the Society
- “Membership Year” - means the period extending from September 1st in one year to August 31st the year following.
- “Special Resolution” - is a resolution to be dealt with at a meeting, of which notice of the purpose is given, and such resolution requires 75% majority vote of the members present.

BY-LAW II – MEMBERSHIP

1. The members of The Society are the subscribers to the constitution and the policies. Membership shall be open to all persons interested in musical theatre.
2. A member shall be deemed to be in good standing when he has paid his current annual membership dues.
3. The annual dues shall be fixed by the executive, and may from time to time be changed or amended at any general meeting 14 days notice having been given of any contemplated change.
4. Membership in The Society shall terminate upon failure to pay annual dues, within 2 months after they become due.
5. There shall be the following classes of membership in The Society, each having the right of one vote at general meetings of The Society:

Active Member – shall be a person participating directly in the objects of The Society:

- I. Single Active Member shall be over the age of 17.
- II. Family Active Member shall be any 2 family members living in the same household.
- III. Student Active Member shall be any student in full time attendance at a school, college or university

Associate Member – shall be a person interested in the object of The Society, but who does not participate therein:

- IV. Single Associate Member shall be over the age of 17.
- V. Family Associate Member shall be any 2 family members living in the same household.

6. A member may be expelled by a 66.6 % majority vote of the full executive, provided he has received 2 weeks notice in writing of the executive meeting, at which such vote is to be taken. Email and electronic communications are acceptable.
7. Occasionally members of our community perform acts of kindness and do something special to benefit the society. When these people are brought to the attention of the Executive and it is agreed by the Executive that they have acted extraordinarily to the benefit of the society, the Executive may bestow on that individual or individuals the designation of Life Member.

BY-LAW III – MEETINGS

**BY-LAWS OF
COWICHAN MUSICAL SOCIETY**

1. As pertains to the Annual General Meeting of The Society:
 - a) The AGM shall be held within 90 days of our fiscal year end.
 - b) Notice of the time and place of the Annual General Meeting shall be given to every member 14 days prior to the date set for the meeting.
 - c) At the Annual General Meeting, the financial report of the year and the reports of the officers and committees shall be presented. Elections shall also be held.
 - d) A quorum of not less than 7 members shall be at the Annual General Meeting.
2. General Meetings may be convened by order of the executive provided that notice of date, time, and place of meeting is given to every member 14 days prior to the general meeting. At least 2 general meetings per year shall be held.
3. A special meeting shall be called by the executive within 30 days on the secretary's receipt stating the business to be dealt with and signed by not less than 10% of the members of The Society in good standing.
4. The members in attendance shall constitute a quorum at any meeting of The Society, other than the Annual General Meeting.
5. At meetings of The Society, each member in good standing shall have only 1 vote, and no proxy shall be allowed. To vote or run for office, members must have been in good standing not less than 30 days prior to the meeting in question).
6. At all meetings, Robert's Rules of Order shall govern the procedure, except to the extent that these by-laws may otherwise provide.
7. Whenever under the provisions of these by-laws, notice is required to be given, such notice will be given in writing. Email and electronic communications are acceptable.
8. Meetings of the executive may be held at any time at the call of the president, upon reasonable notice to all members of the executive. The executive shall meet at least 5 times a year. One half of the executive shall constitute a quorum at any meeting of the executive.

BY-LAW IV – THE EXECUTIVE

1. The property and affairs of The Society shall be managed by an executive, which shall have full control of all expenditures and revenues. The executive shall have all the powers of The Society, except those requiring a special resolution of The Society.
2. The Society shall be governed by an executive made up of the President, Vice-President, Secretary, Treasurer (table officers), the Past President, and not less than 3 directors-at-large. No person shall hold two positions simultaneously except temporarily, under extraordinary circumstances.
3. No table officer shall hold the position of production manager; nor shall the choreographer, musical director or drama director, hold any table office. Any executive member in conflict with this rule will step down while they are in one of these production roles. This rule may be relinquished, upon approval of the executive, if it becomes impossible to find volunteers outside of the Executive to fill these essential roles.
4. If any member of the executive shall, without reasonable excuse, absent him or herself from 3 or more executive meetings, the executive may declare his or her office vacated and may appoint a successor in his or her place to hold office until the next annual general meeting.

5. A vacancy on the executive, however caused, may, so long as a quorum of executive members remains in office, be appointed from among the qualified members of The Society, if they shall see fit to do so. Otherwise the vacancy shall be filled at the next annual general meeting. If there is not a quorum of the executive, the remaining executive members shall forthwith call a meeting of The Society to fill the vacancy.
6. The Society may, by special resolution, remove any executive member before the expiration of the period of office, and may, by a special resolution, appoint another person in his or her stead at any meeting of The Society.
7. All members of the executive must be members of The Society in good standing.

BY-LAW V – DUTIES OF OFFICERS

1. The Past President, or an executive appointee shall be responsible for ensuring that the constitution is upheld; and for updating the by-laws as necessary.
2. The President shall be responsible for the supervision and general management of The Society. The President shall, when present, preside at all meetings of The Society and of the executive. The President, or his or her nominee, shall be an ex-officio member of all committees.
3. The Vice-President, in the absence of the president, shall assume the duties of the President, with full power.
4. The Secretary shall keep a careful record of all minutes and attend to all correspondence, including giving out notices of meetings and keeping members informed of the activities of The Society. The Secretary must also prepare and submit an annual report to the Registrar of Societies.
5. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of The Society in proper books of account, and shall deposit all monies and other valuable effects in the name, and to the credit of The Society in such bank or banks, as may from time to time, be designated by the executive. He or she shall disburse the funds of The Society, under the direction of the executive, taking proper vouchers therefore and shall render to the executive thereof or whenever required of him or her, an account of all transactions as Treasurer, and of the financial position of The Society.
6. The signing officers of The Society shall be any 2 of the following: President, Vice-President, Secretary or Treasurer.

BY-LAW VI – DUTIES OF THE EXECUTIVE

1. To obtain and disburse such resources as are required for the operation of The Society.
2. To choose and present to the membership the program of future productions.
3. To appoint such persons, as are necessary, to produce the program agreed to by The Society.
4. The executive may delegate authority to any special committee, as it may find necessary, for the efficient operation of The Society. All committees shall be directly responsible to the executive.
5. To ensure that the decision-making processes are fair and without conflict of interest; to exclude any member or employee from the decision-making and appoint alternative personnel for any decision where a conflict of interest exists or might appear to exist (i.e. the choice including an immediate family member or business transaction on behalf of The Society).

BY-LAW VII – POWERS OF THE EXECUTIVE

1. The executive shall have power to enter into contractual relationships on behalf of The Society.
2. Orders for all expenditures shall be made only on authority of the executive and shall be assigned to a designated budget.

BY-LAW VIII – BORROWING POWERS AND ACCOUNTS

1. The fiscal year shall be from April 1st to March 31st.
2. The accounts of The Society shall be audited at the end of each fiscal year and the auditor's signed report shall be presented at each annual general meeting.
3. The Society may borrow money by way of a bank loan only following a special resolution passed by 75% majority of members present at a general meeting. Notice calling this meeting shall specify the intent to propose a special resolution to this effect. No debenture shall be issued without sanction of special resolution.

BY-LAW IX – RECORDS INSPECTION

1. The books and records of The Society may be inspected by any member of The Society upon application in writing to the secretary. Email and electronic communications are acceptable. The executive shall make the requested books available for inspection within 7 days of the receipt of the application.

BY-LAW X – AMENDMENT OR ALTERATION OF CONSTITUTION, BY-LAWS AND POLICIES

1. The constitution and by-laws of the Society may be amended by a special resolution of The Society.
2. Notice in writing shall be duly given of intention to propose any resolution as a special resolution and such notice shall contain a copy of the proposed resolution and shall name the date of the meeting on which the resolution will be proposed. Such notice may be given by delivering a copy thereof to the secretary of The Society at least 30 days prior to the meeting. Email and electronic communications are acceptable.
3. A copy of any resolution to amend the by-law shall be delivered by the Secretary to each of the members with the notice for the meeting at which such amendment is to be proposed.
4. CMS Policies and Procedures can be amended by a 75% majority of the Executive members present, and there must be a quorum.

BY-LAW XI

The members of The Society shall not have any interest in the property or assets of The Society. Upon dissolution of The Society and after payment of all debts and liabilities, the remaining property of The Society shall be distributed or disposed of to organizations concerned with the promotion of the arts within the area served by The Society, provided that such organizations are registered under the “Society Act” of British Columbia. (This provision was previously unalterable).

Revision Notes

This document is based on the June 17, 2014 version of the Constitution & Bylaws and incorporates changes made at the AGM held on May 22, 2016, at the General Meeting held on August 27, 2016 and at the AGM held April 10, 2017. Constitution and Bylaws were divided into two separate documents at the request of BC Registries to meet standards required by the Societies Act of November, 2016.

Bylaw IV 3. was modified at a General Meeting on November 19, 2023.