

Article I – The Organization

1. The name of the organization shall be Marquee Theatrical Productions (herein after referred to as "MTP").

Article II – Purpose & Objectives

The purpose of MTP is to:

- a) Promote and develop amateur theatre in Aurora and surrounding communities.
- b) Provide adult and children's live theatre productions to serve the cultural, educational and entertainment needs of the community.
- c) Welcome and provide a vocational opportunity for all volunteers interested in the theatre arts to participate in the many activities of community theatre.
- d) Assist other dramatic and cultural groups in the community as well as cooperate with other theatre groups within and beyond our community.
- e) Accept gifts, bequests, donations and legacies and to expend all monies received to promote MTP and its objectives.

Article III – Membership

1. Membership shall be open to all persons who are committed to the objectives of the group, who agree to, and abide by the constitution of the group and who are otherwise qualified under the provisions set forth in the by-laws.
2. The membership fee, paid annually, shall be determined by the Board of Directors and shall be subject to ratification by a majority vote of members present at the Annual General Meeting or at a Special General Meeting. Any person who has provided their contact information to MTP's database shall be considered a "Friend" of MTP but only members in good standing will have the right to vote.
3. Members in good standing shall be defined as persons who have paid their annual membership fees.
4. The Board shall establish a membership structure which shall outlined in the By-laws.

1. Any member may withdraw from MTP by a written letter of resignation submitted to the Secretary. Membership fees are non refundable.
2. Any member may be required to resign for just cause. A vote of two-thirds (2/3) of the members at an Annual General Meeting or at Special General Meeting is required.
3. Disciplinary action may be taken by the Executive Committee against any member whose actions are considered not in the best interests of the MTP. In the event of such action, said member may appeal, in writing for a Special Meeting of the membership where a simple majority (51%) vote will be final, provided a quorum is present. There will be no proxies.
4. Said member must be informed of the decision of the Executive Committee by registered mail. Said member must appeal within seven (7) days of the date that the notice was posted and the Special Meeting to hear the appeal must be held within twenty one (21) days of the appeal being lodged.

Article III – Board Of Directors

1. The Board of Directors shall be comprised of the following positions:
 - President
 - Vice President
 - Secretary
 - Treasurer
 - And up to 5 members at large.

Once the Board has been elected by the membership, the board shall appoint members as the Executive.

2. The Board of Directors shall be responsible for all business of the organization, setting out policy and making decisions on behalf of MTP, and may seek assistance from any persons who may further the cause of MTP.
3. The duties and responsibilities of the Board of Directors may be altered in response to production needs.

4. No Executive Committee member shall serve on another theatre's executive committee during his or her term of office without prior written permission from the Board of Directors.
5. No person shall hold more than one Executive Committee position concurrently.
6. No person may be elected president unless they have served on the Board of Directors within the two (2) immediately previous years.
7. No person shall hold the office of President or the office of Treasurer for more than three (3) consecutive years.
8. No remuneration shall be paid to any member of the Board for serving on the Board.

Article IV – Election of Officers

1. All members of the Board of Directors shall be elected by the paid membership and shall assume office on July 1st following the election.
2. Any member may be nominated by any other member as a Director. Such nominations may be submitted to the Secretary (or other designated person) at least seven (7) days prior to the Annual General Meeting or may be made from the floor at the Annual General Meeting. Such nomination must be seconded by one other member. The member nominated for a position must signify his or her willingness to stand, either verbally, or in writing at the Annual General Meeting.
3. The President of MTP shall serve as chairperson during the election of board members, and shall vote only in the event of a tie. In the event of the President's absence, the Vice President shall preside and cast a vote in the event of a tie.
4. Elected board members shall serve until the next slate of board members assumes their positions. Board members shall be eligible for re-election.
5. Only members in good standing shall be eligible to vote at the annual elections. One (1) proxy per member shall be allowed for the election of officers. These proxies must be sent or submitted to the secretary in writing prior to the Annual General Meeting. If a

member is unable to attend a meeting it is the member's responsibility to submit a proxy form.

6. Any member of the Board of Directors may be required, at the boards discretion, to vacate their position:

- a) If a board member misses three consecutive board meetings, or six within a 12 month period.
- b) If at a special general meeting of members a resolution is passed by 2/3 of the votes cast in favour of the removal of said Board Member.
- c) If a Board Member has resigned his or her office by delivering a written resignation to the secretary of the MTP.

In the event of a vacancy in the Board of Directors, the President is empowered to appoint any member to complete the remainder of the term subject to the concurrence of a majority of the Board of Directors.

Article V – MEETINGS & VOTING

- 1. The Annual General Meeting shall be held between May 1st and June 30th. The Board of Directors may call a Special General meeting at any time when necessary. Notice of these meetings shall be sent by email to all members at least seven (7) days prior to the meeting date.
- 2. A quorum at the Annual General Meeting shall consist of 1% of all eligible voting members. If a member is unable to attend a meeting it is the member's responsibility to submit a proxy form.
- 3. A majority vote of members present shall decide motions at all meetings except motions dealing with changes to the constitution, (Article IX). Members must be sixteen (16) years of age or older to vote.
- 4. Meeting of the Board of Directors shall be held at the boards discretion as required and no less than 6 times per year
- 5. A quorum at a Board meeting shall consist of 50% of the total number of directors plus one. At least one of the directors present must be the President or Vice-President.
- 6. No voting may be conducted in the absence of a quorum.

7. Board decisions shall be by simple majority of the quorum.
8. Members may request to attend and observe a meeting of the Board of Directors but only Board members may vote. A Member must request in writing to the Board of Directors if they wish to present an issue to the Board seven (7) days in advance.

Article VI – DUTIES OF OFFICERS

President

The President shall:

- a) Conduct the affairs of MTP and execute the policies established by the board;
- b) Present a report of the condition of MTP at the Annual General Meeting;
- c) Designate in writing, other offices. If necessary, to have power to make and execute for an in the name of MTP such contracts and leases as may have received prior approval of the board.
- d) Present to the board any complaints, irregularities, grievances or conditions which may affect MTP.
- e) Gather information for an annual budget projection with assistance from the general accountant, for submission to the board;
- f) Chair all meetings of MTP and/or the board or appoint a chair in his/her place.

Vice-President

The Vice-President shall:

- a) In the case of absence or disability of the President, and provided he/she is authorized by the board or President to so act, perform the duties of the President and, when so acting, shall have all the powers of that office and shall have other duties as from time to time may be assigned by the board or the President.

Secretary

The Secretary shall:

- a) Be responsible for recording the activities of MTP and maintain appropriate files, mailing lists and necessary records.
- b) Be responsible for maintaining a record of the minutes of the board and membership meetings in a book to be kept for that purpose.
- c) Transcribe and prepare the record of the minutes from presentation to the board for approval, said minutes to be distributed within 5 days of said meeting.
- d) Receive and prepare correspondence on behalf of the Theatre and announce such correspondence at the next regularly scheduled meeting.

- e) In conjunction with the President and members of the board, prepare an agenda for all meetings of the Board of Directors and the general membership and to make said agenda available at least 1 day before the meeting.
- f) Be the custodian of all books, papers, records, correspondence, contracts and other documents of the organization.
- g) Perform such duties as from time to time may be required as determined by the board.

Treasurer

The Treasurer shall:

- a) Monitor all activities by the General Accountant regarding receipt and disbursement of all monies of MTP, as approved by the board.
- b) Work with the General Manager and General Accountant to prepare and present an annual financial statement for submission to the board and members at the Annual General Meeting.
- c) Perform such duties as from time to time may be required as determined by the board.

ARTICLE VII – COMMITTEES

- 1. The Board of Directors may, from time to time, appoint such committees as are deemed necessary to carry out the objectives of MTP and may prescribe the duties of such committees.
- 2. The President shall be, ex-officio, a member of each committee created by the board.
- 3. Any member of the board shall have the right to sit on any or all of the committees created by the board.
- 4. The Chairperson of each committee created by the board shall make a report and/or submit recommendations of the committee at each board meeting.
- 5. The Chairperson of each committee shall be responsible for selecting necessary committee members required to carry out the duties of the committee as prescribed by the board.
- 6. Proposals and recommendations of all committees are subject to the approval of the board.
- 7. Without limiting the power of the board to appoint further and other committees, the following are some of the boards which may be formed:
 - a) **Election Committee** – The Election Committee shall be responsible for preparing a slate of nominees for positions on the Board to be filled at the next Annual General Meeting. The Election Committee shall also be responsible for the conduct of the elections at the AGM.

- b) **Social Committee** – The Social Committee shall be responsible for conceiving and promoting a variety of social activities throughout the year to further the feeling of membership and camaraderie within the membership at large.
- c) **Fund Raising Committee** – The Fund Raising Committee shall be responsible for working with the Board of Directors to develop events and initiatives designed to raise funds, both cash and in-kind, designated to improve and increase the programs, facilities and equipment belonging to MTP.

ARTICLE VIII – FISCAL POLICY

All monies of the group shall be deposited with a recognized financial institution as determined by the Board of Directors

1. Signing officials shall be the:
 - Treasurer
 - President
 - Executive Director
 - One additional board member appointed by the officers of the board and reviewed annually

Any two of whose signatures are required to release funds.

3. The Board of Directors has exclusive authority to commit to the expenditure of the MTP's funds.
4. An audited financial report shall be submitted to the membership at the AGM. The members may annually elect an auditor who shall audit the financial records of MTP or they may choose to accept the Treasurer's report in lieu of the Auditor's report.
5. The fiscal year end shall be December 31st
6. Any loans, advances, or other indebtedness in the name of MTP must be pre-authorized in writing by the Board of Directors.
7. Should a decision be made at an Annual General Meeting or Special General Meeting to disband MTP, all outstanding accounts will be settled and the remaining monies shall be distributed to one or more community organizations as decided by the Board of

Directors. All properties shall be sold or donated to other groups as decided by the Board of Directors.

8. Monies on deposit with Financial Institutions will, from time to time, be invested to earn income for MTP

- Board approved deposit instrument within approved financial institutions
- No Market Risk will be taken
- Minimum balance maintained to ensure operating costs are covered to minimize fees incurred

Article IX – Representation

1. Any member or group of members, from MTP representing the organization and/or using the name of MTP must first apply for and obtain permission from the Board of Directors.

Article X – Amendments to the Constitution

1. These Articles may be subject to amendment, alteration or repeal by the affirmative of two-thirds (66.6%) of the members of MTP present and voting at the AGM.
2. No amendment, alteration or repeal of these Articles shall be voted on unless the substance of the proposed amendment, alteration or repeal shall have been available to the members of MTP for a period of 14 days. The membership must be notified either at a General Meeting or through an email message of the availability of said amendments. Posting notice of availability on MTPs website shall serve as sufficient notice so long as it is posted 10 days prior to availability period.
3. The constitution, and By-laws may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Regular Members, provided notice of the proposed change is included in the notice of such meeting.

ARTICLE XI – Complaints & Disciplinary

- a) In the matter of all complaints and disciplinary matters, all persons involved shall act to bring the matter to conclusion as early as practicable allowing for a thorough consideration of the information and prudent judgement.
- b) All board members and involved persons shall be constrained to maintain confidentiality until the final determination of any matter under this Article.
- c) Any member or members having a complaint against another member for conduct injurious to the welfare of MTP may report the same in a signed letter to any member of the Board of Directors.
- d) Such member shall set forth the facts together with the names of witnesses, if any.
- e) After receiving such complaint, the President shall convene a meeting as soon as practical to investigate/discuss the same. The board may deal with the issues or decide to convene a special meeting.
- f) At such meeting the complainant and the person named in the complaint shall receive at least 5 days notice and be heard with their witnesses. The board shall make a decision at such meeting in camera.
- g) An appeal of the decision of the Board of Directors may be taken to the members upon notice to the Secretary within 5 days of receipt of the Boards decision.
- h) A special meeting of the regular members shall thereupon be called for consideration of the matter.
- i) A two-thirds majority of all members present shall be necessary to change the decision of the Board of Directors.
- j) The Board may, with a two-thirds majority vote, suspend for such a period as it sees fit, or expel, any member of MTP for any breach of its rules or for conduct contrary to the objective of MTP.
- k) All decisions rendered by the Board of Directors shall be binding and final.

Article XII – Conflict of Interest

- a) All members of MTP shall not engage in any activity which gives rise to, or could give rise to, any appearance of claim of self-dealing, divided loyalty or conflict of interest by reason of such person's involvement with MTP.
- b) In the event such member has reason to believe that his/her activities, or anticipated activities, could give rise to any such claim, he/she shall have a duty to disclose such activities, or anticipated activities, to the board.
- c) Any member, having declared a conflict of interest, shall not vote on matters relevant thereto.

Article XIII - Miscellaneous

1. Copies of the constitution and by-laws of the group shall be made available to all members. In most cases this will be made available through the website.
2. Any member of MTP entitled to any notice under these Articles may waive any such notice.
3. It is recognized that no set of articles can cover all circumstances. In the event of an issue arising which is not covered by these Articles, the issue will be decided upon the basis of fairness, the good of the theatre and common sense.
4. Conduct at all meetings of MTP shall be in accordance with **Robert's Rules of Order**.

Article XIV – Date Effective

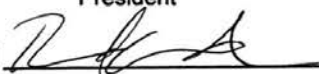
This constitution shall be effective as of

____ Approved changes item #8 in Article VIII June 6, 2021____.

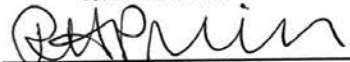
Signed at Aurora this 6 day of June, 2021____ with the approval of
two-thirds (2/3) of the members present.

Signed 

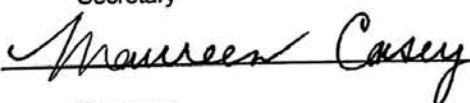
President

Signed 

Vice President

Signed 

Secretary

Signed 

Treasurer