

Bylaw revisions summary

This year, the board decided to strike a committee to review and update the Kincardine Theatre Guild's bylaws. The bylaws have not been updated since the KTG was incorporated in 2009. Jaki-Mayer Duggan, Jennifer Neil and Sarah Foster formed the committee to conduct the bylaw review and update. These updates were then presented to the board, where all board members present unanimously endorsed the suggestions. The bylaws were then taken to the Guild's lawyer to review the revisions to ensure they met all governmental requirements.

A summary of the changes and rationale behind them is below. The draft bylaws follow in their entirety. If approved by the membership, these bylaws would be in effect after this annual meeting, meaning the approval of these bylaws would not change this year's elections. Four people will still be elected to serve on the board this year.

Please reach out to Sarah Foster directly at sarah.foster@kincardinetheatreguild.com with further questions.

Reducing the number of board members from 12 to 9 (over a three-year period)

Benchmarking with other non-profit boards was done, and it was noticed that by comparison, the Kincardine Theatre Guild has a big board. The bigger a corporation's board is, the more challenging it can be to get quorum. There were a couple of meetings this year where the current board didn't know if it would get quorum until the day of a meeting and, in some cases, actually when the meeting began.

The bylaw committee decided that nine seemed like a more manageable number. It was decided the KTG would go down to nine board members over the next three years where instead of electing four directors to the board, the membership would elect just three.

The committee then took the time to draft out each board member's main responsibilities to ensure that nine board members would be able to carry out the work of the board, and to ensure responsibilities were evenly spread throughout the nine board members. The recommended board positions and responsibilities are attached for reference.

Limit of two terms before a board member has to take one year off of the board before running again

This was done as a way to ensure the board gets an influx of new people on it on a regular basis, and also ensures members don't burn out by serving for term after term after term. Some of our board members have been on the board for more than a decade, and in some cases, close to when the KTG was formed.

Other boards that were researched also do something similar to give board members a break.

Serving as president is limited to one three-year term (at a time; a person can be president more than once with at least a one-year gap between terms)

This was done to again ensure that one person does not burn out by doing this role for many, many years. It can work in a number of ways. If someone is elected by the board to be president in their first three-year term, they can run to serve on the board again; they just can't be president for the second three-year team. If they take a year off, then they can serve as president should they be elected back to the board and the board elect to make them president.

The nomination process for the board will be done via email in advance of the general meeting

This was done to increase nominations for the board, as well as to allow members to vote for the board electronically if they are unable to attend the annual meeting. While the KTG's current bylaws allow for electronic and proxy voting, it is hard to do either if a member does not know who is running for the board ahead of the meeting. (Right now, nominations for the board are strictly taken from the floor at the annual meeting.)

Clarification around how a member or board member can be removed by the board

The committee found the instructions on this to be vague and, in the case of removal of a member, did not allow confidentiality of the member to be maintained as a majority of the membership had to approve expulsion. The wording for the removal of a member was taken directly from the government's suggested bylaws.

Clarification on how a board member can be replaced

The board has seen a number of board members resign before completing their three-year term recently. Each replacement was handled differently. The committee decided providing clear guidance on this would make board member replacements fair each time they need to be done.

Addition of an Vice-President, Artistic, as a signing officer

The Vice-President, Artistic, would be an artistic director for the KTG. This board member would be in charge of choosing the KTG's program and crafting a season and its themes. The Vice-President, Artistic would then take his recommendations to the board for approval. Once approved by the board, the VP, Artistic, would then obtain all rights for the productions planned, and would have the responsibility to understand the contractual obligations for the rights of each show to ensure they are followed.

The VP, Artistic, would become a signing officer of the corporation, along with the President, Secretary and Treasurer

Clarity around when the board shall meet

In the current bylaws, it just states the board must meet at least once per year somewhere in Ontario. The committee decided to state when the board's regular meetings are scheduled to

formalize the fact that the board usually meets monthly, as well as to state publicly when the board meets should any member wish to attend a board meeting.

Further details around the president's duties/term of service

The committee thought it was important that the president be the KTG's official representative externally, so added that duty into the position description.

The limitation of one three-year term for a president to serve was also added in here.

Members can only vote once per person.

In past years at the annual meeting, it was noticed that some ballots had voted for the same person more than once. This was determined to not be a fair election process, so the committee decided to spell out in the bylaws only one vote was allowed per person during elections.

Clarity around committees

There have been challenges with committees of the board not receiving the required autonomy from the board. More clarification is given now around committees and how they report to the board. As well, the committees section determines that productions shall be considered committees of the board and formalized how those committees will report to the board on a regular basis

**Kincardine Theatre Guild Board
position recommendations**

1. President

The President shall:

- When present, preside as chairman of all meetings of the Board, and members.
- Supervise the affairs and operations of the Corporation
- Sign all documents requiring his signature
- Set and approve the board meeting agendas
- Act as the official representative of the corporation
- Have the other powers and duties from time to time prescribed by the Board or incident to his office.
- The president shall serve no more than one three-year term as president, but may serve as another director elected back to the board.

2. Secretary

The Secretary shall:

- Be ex officio clerk of the Board
- Attend all meetings of the Board to record all facts and minutes of those proceedings in the non-financial books kept for that purpose.
- Give all notices required to be given to members and to directors
- Be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation
- Perform the other duties from time to time prescribed by the Board or incident to his office.

3. Treasurer

The Treasurer shall:

- Keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account
- Deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board.
- Disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor and shall render to the Board, whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation.
- Cooperate with the auditors of the Corporation during any audit of the accounts of the Corporation.
- Perform the other duties from time to time prescribed by the Board or incident to his office.

4. Artistic Director

The artistic director shall:

- Decide on the upcoming shows and season programs of the corporation.
- The artistic director shall bring his recommendation to the board for a resolution by the board to finalize the season.
- Perform the other duties from time to time prescribed by the Board or incident to his office.

5. Membership

The membership director shall:

- Be in charge of all things membership in terms of the Corporation, including sending invoices to members to remind them when their membership fees are due.
- Sending out monthly updates to the membership through e-newsletters.
- Keeping an up-to-date membership list on the shared drive.
- Be in charge of sunshine, as required
- In charge of socials, as required.
- Perform the other duties from time to time prescribed by the Board or incident to his office.

6. Site manager

The site manager director shall:

- Be in charge of all things to do with the Kincardine Centre for the Arts, including technical and theatre requirements.
- Be the single point of contact between the corporation and the Municipality of Kincardine's Recreation Department.
- Keep oversight to the props room.
- Be the single point of contact for outside groups in terms of renting the theatre.
- Be the single point of contact between the corporation and Bluewater Summer Playhouse.
- Perform the other duties from time to time prescribed by the Board or incident to his office

7. Costumes

The costumes director shall:

- Be in charge of all things to do with costumes.
- Be the single point of contact between the costumes room landlord and the corporation.

- Manage costume rentals to outside groups.
- Perform the other duties from time to time prescribed by the Board or incident to his office

8. Marketing

The marketing director shall:

- Be in charge of all coming up with a season marketing plan.
- Solicit sponsorship for the season in the fall.
- Manage the corporation's digital presence (website, Facebook page)
- Work with publicity for each play, as required.
- Issue the e-newsletter as required.
- Perform the other duties from time to time prescribed by the Board or incident to his office

9. Fundraiser

The fundraising director shall:

- Be in charge of all things fundraising for the corporation.
- Apply for various grants and program to secure funding for the Kincardine Theatre Guild.
- Be the single point of contact for outside groups who wish to the corporation to perform a fundraising event for their events.
- Perform the other duties from time to time prescribed by the Board or incident to his office.