

Canadian Badlands Passion Play Society

Constitution and Bylaws

Amended April 25, 2009

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A. Constitution of the Canadian Badlands Passion Play Society

1. Name: Canadian Badlands Passion Play Society.
2. Objectives
 - a.) To share the Gospel through the portrayal of the life of Christ as told in the Scriptures.
 - b.) To further awareness and skill in the arts.
3. The operations of the Society are to be chiefly carried on in Drumheller in the province of Alberta.

B. Bylaws of the Canadian Badlands Passion Play Society

I. Membership

1.1 Membership Categories

1.1.1 Any person the age of sixteen and over agreeing to the objectives of the Society and paying an annual fee set by the Board of Directors may be accepted into membership.

1.1.2 Any organization agreeing to the objectives of the Society and paying an annual fee set by the Board of Directors may be accepted as an Associate Member. Associate Members have all the rights and privileges of a member, but have no voting rights at meetings of the membership.

1.2 Any member wishing to withdraw membership within the fiscal year must notify the Secretary of the Society in writing.

1.3 Any member upon a $\frac{3}{4}$ vote of all members present in good standing at a general meeting may be expelled for that year from membership for any cause which the Society may deem reasonable and may return only with a $\frac{3}{4}$ membership vote.

1.4 Any member in good standing as herein provided shall have the right to vote at any duly called general meeting of the Society. Such votes must be made in person and not by proxy or otherwise, unless authorized by the Board of Directors.

1.5 Meetings of the Membership

- 1.5.1. An Annual Meeting of the Society shall be held on or before December 31st in each year, of which 30 days written notice shall be given by letter or email to all members in good standing. At this meeting there shall be elected, directors, for three year terms which shall be staggered to ensure continuity on the Board, and the directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next Annual Meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the society.
- 1.5.2. General Meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to all members in good standing by letter or email 8 days previous to the date of such meeting. Ten members in good standing shall constitute a quorum at any general meeting.
- 1.5.3. A Special Meeting shall be called by the President or Secretary upon receipt by him of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter or email to all members in good standing 8 days prior to the meeting.

1.6 Inspection of the Records of the Society:

- 1.6.1. Records related to the minutes of all meetings of the Society and to the financial transactions of the Society shall be available for inspection by the members at all reasonable times at the place where such minutes and records are ordinarily kept. Any member wishing to inspect the same shall apply in writing to the Secretary or Treasurer, who shall arrange a convenient time for such inspection.

II. Board of Directors

- 2.1 The Board of Directors shall consist of 9 members as chosen at the Annual Meeting by members of good standing.
 - 2.2.1. The Board of Directors shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society.
 - 2.2.2. The Society shall manage its affairs through policies outlined in an annually updated policy manual ratified by the Board of Directors.
- 2.3 Special meetings of the Board of Directors may be called on the instructions of any two members thereof provided they request the President in writing to call such meeting and state the business to be brought before the meeting.

- 2.4 Dates for regular meetings selected at the previous Board meeting will constitute due notification of Directors. Special meetings of the Board of Directors shall be called by seven days notice in writing to each member or by three days notice by email or telephone.
- 2.5 Fifty-one percent shall constitute a quorum and meetings may be held without notice if the quorum of the Board is present; provided, however, that any business transactions at such meetings shall be ratified at the next regularly called meeting of the Board of Directors, otherwise they shall be null and void.
- 2.6 The Board of Directors shall appoint a nominating committee to give direction to the Annual General Meeting.
- 2.7 Directors shall not receive any remuneration for their services but, by resolution of the Board, may be compensated for their expenses relating to attendance at each meeting of the Board, provided that nothing herein contained shall contravene the Societies Act of the Province of Alberta.
- 2.8 A director shall cease to be a director:
- a) Upon ceasing to be a member of the society;
 - b) Upon delivery of a written resignation to the President or Secretary or Treasurer of the Society;
 - c) Upon being found to be a lunatic or becoming of unsound mind;
 - d) Upon a resolution that he be removed from office being passed by at least three-fourths (3/4) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given;
 - e) Upon expiration of term of office.
- 2.9 A board Member missing four consecutive meeting of the board shall be contacted by the Executive of the Board to determine reasons for absence.
- 3.0 If it is in the best interest of the functioning of the Society, a Board member may be removed from office by a 75% vote of the full board at a duly constituted meeting.

III. Executive Officers

- 3.1 The Executive Officers of the Society will be President, Vice-President, Secretary, and Treasurer and will be elected from amongst the directors by simple majority at the first Board meeting following the Annual General Meeting. Any vacancies occurring during a fiscal year shall be filled from within the Board of Directors.

3.2 The Executive Officers shall be chosen from previously serving members of the Board where possible.

3.3 The President and/or Vice-President shall, when present, preside at all meetings of the Society.

3.4 President

3.4.1 The President shall preside at all meetings of the Society Board and at all general meetings of the Society.

3.4.2 The President shall be an ex-officio member of all committees of the Society.

3.5 Vice-President

3.5.1 The Vice-President shall, in the absence of the President, preside at all meetings of the Society Board of Directors and all general meetings of the Society.

3.5.2 The Vice-President shall be ex-officio members of all committees of the Society

3.5.3 The office of Vice-President is recognized as preparatory for the office of President.

3.6 Secretary

3.6.1 The Secretary shall attend all meetings of the Society and of the Board of Directors, and keep accurate minutes of the same.

3.6.2 The Secretary shall have charge of the Seal of the Society, which Seal whenever used shall be authenticated by the signature of the Secretary and the President, or in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officers as may be appointed by the Board of Directors.

3.6.3 The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board. The Secretary may be assisted in these duties by a Recording Secretary.

3.6.4 The Secretary, with Board approval, shall establish the annual membership fee and any associated benefits and responsibilities. The Secretary shall keep a record of all the members of the Society and their addresses, send all notices of the various meetings as required, and shall collect and receive the annual dues or assessment levied by the Society. Such monies shall be promptly turned over to the Treasurer for deposit in a Chartered Financial Institution as hereinafter required. Such records, notices and duties, at Board discretion, may be delegated to the Canadian Badlands Passion Play office.

3.7 Treasurer

3.7.1 The Treasurer shall properly account for the funds of the Society and keep such books as may be directed. He/she shall present a full detailed account of receipts

and disbursements to the Board of Directors whenever requested and shall prepare such for submission to all such scheduled meetings as required.

3.7.2 The offices of the Secretary and Treasurer may be filled by one person if the Board of Directors shall so decide.

3.7.3 All cheques will require 2 signatures of the Executive Officers.

IV. Borrowing Powers

4.1 For the purpose of carrying out its objects the Society may borrow or raise or secure the payment of money in such manner as it thinks fit. This power shall be exercised only under the authority of the Board of Directors but in no case shall debentures be issued without the sanction of a special resolution of the Society.

V. By-Laws

5.1 The By-laws may be rescinded, altered or added to by “special resolution” passed by majority of not less than $\frac{3}{4}$ of such members entitled to vote as are present in person, at a general meeting of which one month’s written notice specifying the intention to propose the resolution as a special resolution has been duly given.

VI. Auditor

6.1 The Auditor shall be appointed by the Annual General Meeting of the Society.

VII. Fiscal Year

7.1 The Fiscal Year of the Society shall be the calendar year.

VIII. Indemnification of Directors and Officers

8.1 The Society shall save harmless and indemnify the Directors and Officers of the Society for losses or injuries incurred during the authorized performance of duties for the Society that accord with its Constitution, By-Laws, Policies and Procedures.

IX. Dissolution

9.1 After debt payments, remaining assets are to be dispersed to one or more registered Canadian charities.