

THE ROSSLAND LIGHT OPERA PLAYERS

CONSTITUTION

Revised and Adopted (May 23, 2015)

ARTICLE 1. NAME

The name of the Society shall be The Rossland Light Opera Players. In the remainder of this constitution it shall be referred to as “the Society” or “RLOP”.

ARTICLE 2. PURPOSES

The purposes of the Society are:

- (a) The encouragement of music, drama, and associated arts.
- (b) The presentation of musical theatre of all types.
- (c) The carrying on of such activities, as is necessary and conducive to the attainment of any of the above objectives.

ARTICLE 3. FIELD OF OPERATIONS

Operations of the Society are to be carried on primarily in the West Kootenay area with headquarters at Rossland, B.C. The Operational Season runs from April 1st to the following March 31st each year.

SOCIETY BYLAWS:

1. Membership

(a) Membership

- (i) Any person who is interested in furthering the aims of the Society may become a member. All persons who qualify for membership in the Society are considered to be “members in good standing”. Members sixteen (16) and over will be eligible to vote.
 - a. Persons qualify for membership by contributing to the purposes of the Rossland Light Opera Players (RLOP).
 - i. The purposes of the RLOP are defined as activities presented by RLOP as an RLOP activity. The following are good examples:
 - The large “Main Stage” presentation.
 - The small “Dinner Theatre” style presentation.
 - Choral events where the RLOP presentation is recognized as being solely made by the RLOP.
 - Activities used to promote other upcoming RLOP presentations.
 - Any activities performed that further the Society’s purposes.
 - Orchestra events presented by the members of the RLOP orchestra.

NOTE: Contributions to presentations which are only sponsored by RLOP but are NOT full RLOP presentations are ineligible for membership consideration.

- ii. The interpretation of the phrase, “contributing to” is to be left to the discretion of the Executive Committee.
(A redress process is available for members. See Bylaw 6 - Society Membership Redress Process for further details.)
- b. Membership gained through contributing to the purposes of the RLOP will date from said activity and will last until the next two (2) Annual General Meetings (AGMs) have been concluded.
- (ii) An updated list of members contributing to the purposes of the Society shall be kept by the RLOP Executive Committee as this can impact voting privileges at general meetings.
- (iii) Sitting on the Executive Committee will count towards membership eligibility.
- (iv) In the event that a “Main Stage” presentation does not occur in a given year, the memberships based upon participation in the most recent “Main Stage” presentation shall be extended by an extra year. (Such extensions can continue for as long as deemed necessary by the Executive Committee.)

(b) Termination of Membership

Termination of membership for good and sufficient cause will rest within the powers of the Executive Committee.

- (i) A written statement of “good and sufficient cause” shall be given to said member, if requested by said member, within one (1) week of the termination decision.
- (ii) The member under the termination decision shall have up to thirty (30) days of the receipt of the written termination decision to utilize the redress process found in Bylaw 6 - Society Membership Redress Process to contest the termination decision.
- (iii) If after the redress process is completed and the termination decision still stands, said member is no longer a member of the Society with no rights or privileges under this constitution.
- (iv) A previously terminated member can be reinstated by Executive Committee approval at the discretion of the Executive Committee.

2. General Meetings

- (a) A general meeting of members may be called at any time by the Elected Officers of the Society. Not less than two weeks’ notice shall be given to the membership.

- (i) A minimum of six (6) of the Executive Committee, including three (3) of the four (4) named Elected Officers (President, Vice-President, Secretary, and Treasurer) must be in agreement to call a general meeting. This decision must be recorded and entered into that Executive Committee meeting's minutes.
 - (ii) Meeting notification shall be given through electronic communication, hard copy communication, and/or mass media communication as to best ensure maximum membership contact.
- (b) A general meeting shall be called upon the request of not less than ten (10) members who shall make such request to the Secretary in writing.
 - (i) The request shall be accompanied by the signatures of the ten members and shall state the business to be discussed at the meeting.
 - (ii) The Executive Committee shall act upon the meeting request as soon as practicable based on the receipt of the meeting request.
 - (iii) Not less than two weeks' notice shall be given to the membership regarding the meeting request and business to be discussed.
- (c) A quorum for any general meeting shall consist of at least three (3) voting members who attend the meeting.
- (d) The President shall normally act as chair of any general meeting.
- (e) There shall be an Annual General Meeting (AGM) not longer than eight (8) from the end of the operating season (March 31) for the following purposes:
 - (i) To receive nominations for and elect officers of the various elective positions on the Executive Committee. (See Bylaw 3)
 - (ii) To receive the Annual Financial Report.
 - (iii) To deal with any other business pertaining to the completion of the previous season's affairs or the plans for the new/current season.
 - (iv) To deal with any other Society business.
 - a. Members wishing to deal with issues at the AGM must submit the topic to the Executive in writing at least fourteen (14) days before the AGM.
(An exception to this is regarding potential Bylaw changes listed in 2. (g) below.)
 - b. The Executive Committee may add the topic to the meeting's agenda at their discretion. If the topic is not to be on the agenda, the President shall inform the membership at the AGM that the topic was presented and why it will not be discussed.

- c. Topics and issues may be brought up from the floor at the AGM and may be discussed at the President's prerogative.
- (f) All members present are entitled to vote on motions before a general meeting. No proxy voting on such motions will be allowed.
- (g) Any member wishing to place a motion before the membership at the AGM, which may affect any of the Society's Bylaws, must do the following:
 - (i) The member will present the motion in writing to the Secretary, at least two (2) weeks before the end of the operating season. (This date falls on March 31.)
 - (ii) The Secretary shall present the proposed motion to the rest of the Executive Committee at the earliest Executive meeting.
 - (iii) The executive will present the proposed motion to the rest of the membership for preview, at least fourteen (14) days before the AGM.
 - (iv) This motion will be placed on the AGM agenda and voted on accordingly.

NOTE: The above sequence of events in 2. (g) may impact the choice of AGM dates.

3. Elected Officers of the Society

- (a) The elected officers of the Society shall be: President, Vice-President, Secretary, Treasurer, and six (6) Directors.
- (b) All officers shall be elected for a two (2) year term.
 - (i) The President, Vice-President, and three (3) Directors shall be elected on even numbered years.
 - (ii) The Secretary, Treasurer and three (3) Directors shall be elected on odd numbered years.
- (c) Nominations and Elections of Society Officers.
 - (i) Nominations for Society officers:
 - a. All persons nominated must be Society members at the time of their nomination.
 - Proof of membership must be available if membership is questioned.
 - b. Nominations may be brought to the floor of the AGM by a nominating committee set up by the Executive Committee.
 - c. Nominations may be brought to the floor of the AGM by individual members, once nominations are open for each position.
 - Individuals may nominate themselves for any of the positions on the Executive Committee.

- d. Members nominated for any positions must clearly state their intent to accept or decline the nomination.
- e. Members who will be absent from the AGM but wish to run for positions must clearly state in writing that they are doing so. Said statement must be read to the membership at the appropriate nomination time.
 - These statements of intent must be received by the Executive Committee prior to the commencement of the AGM.
- f. Nominations are to be called for immediately prior to the election of each position.

(ii) Elections of Society Officers:

- a. The election of officers should be the last item on the AGM agenda as it culminates the activities of the Society for that season.
- b. The current Secretary shall act as the Returning Officer for the elections. If the Secretary is not present the Executive Committee shall select another Executive Member to run the elections.
 - As an alternative, prior to the commencement of the AGM the Executive Committee may select another member to fill the role of Returning Officer at the AGM.
- c. The current President and Returning Officer shall run the elections until they are completed.
- d. The Returning officer shall select at least two assistants from among the membership to help with the distribution and counting of the ballots.
- e. If running for any position the current President must pass the Chair, until that specific election is completed, to an Executive Committee member who is not running in that election. The Returning Officer and assistants must temporarily pass their positions in similar circumstances.
- f. All elections are to be held by secret ballot.
 - The Returning Officer and assistants are each allowed to cast a secret ballot in all such elections.
- g. All materials used for the voting must be non-identifying as to allow for voter anonymity.
- h. Only current Society members are allowed to vote in the election of officers.
 - If non-members are present the President must make it clear that non-members are not allowed to vote and are not allowed to influence the elections in any way, shape, or form.

- i. On even numbered years the election of officers will start with the President and continue, in order, through Vice-President, and ending with three (3) Directors. The election of each position shall be concluded before nominations for the next position are called for. The election for the three Directors will be handled under a single ballot with each member having the right to vote for up to three of the nominees for the position of Director.
 - j. On odd numbered years the election of officers will start with the Secretary and continue, in order, through Treasurer, and ending with three (3) Directors. The election of each position shall be concluded before nominations for the next position are called for. The election for the three Directors will be handled under a single ballot with each member having the right to vote for up to three of the nominees for the position of Director.
 - k. Prior to the election for each position the President shall identify the members who have already indicated their desire to run for the position. The President will then clearly call three more times for any further nominations from the floor.
 - l. After the voting is completed the Returning Officer and assistants will remove themselves away from the main meeting area to count the votes. All ballots from each election shall be kept separate from each other and secure until the end of the election.
 - m. Upon return from each vote count the Returning Officer shall inform the President of the election results. The President, in turn, shall inform the membership of said results.
 - Any tie votes shall require a run-off vote if the positions are not clearly filled.
 - n. Once all the elections have been completed the ballots are destroyed.
- (d) No member shall be permitted to hold the position of President for more than two (2) consecutive full terms. If the Executive Committee is unable to fill the position of President after a President has served two (2) consecutive terms, said outgoing President will be permitted to stay in the position for an additional term if he/she so desires.
- (e) The elected officers of the Society shall take office at the conclusion of the AGM at which they are elected.
- (f) Any Executive Committee member absent from two (2) consecutive meetings or a total of four (4) meetings throughout any one season, for non-medical reasons or on a case by case basis as defined by the Executive Committee, shall be considered to have resigned from his/her position on the Executive Committee.
- The Executive Committee may appoint a person to fill the position. The appointment shall last for the remaining portion of that position's term.

4. Committees.

- (a) The business and operation of the Society shall be carried on by one permanent committee and other committees struck as required:

- (i) The Executive Committee. (A permanent committee.)
- (ii) The Production Committee. (To be convened only when productions are in the works.)
- (iii) Other Committees. (Convened as required.)

(b) The Executive Committee

- (i) The Executive Committee shall consist of:
 - a. The elected officers. (See Bylaw 3)
 - b. Immediate Past President
(Participation in the Executive Committee is at the individual's option)
- (ii) The Executive Committee shall be responsible for the overall organization and operation of the Society.
- (iii) The Executive Committee shall be responsible for the overall planning and organization of all RLOP presentations during its tenure of office.
 - This includes all legal, contractual, and financial issues such as dealing with the Show's owners, preliminary budget set up, venue availability/bookings, relevant price structures, and the like.
 - It also includes the organization for any special items/situations required for the production.
- (iv) The Executive Committee shall strike committees as needed to deal with specific situations as required.
- (v) The Executive Committee shall select/appoint non-voting committee positions as required. (i.e. Costume Department Manager.)
- (vi) The Executive Committee shall not meet unless at least two (2) of the named Executive officers and three (3) Directors are in attendance.
 - Specific items may be resolved by long-distance or electronic means as available.
- (vii) Executive Committee meetings are open to the general membership who may attend as observers without voting privileges.
 - Any members wishing to make presentations at an Executive Committee meeting must submit the topics to the Secretary at least two (2) weeks prior to the meeting.
 - The Executive Committee reserves the right to hold meetings, or portions of meetings, "in camera" depending on the issues to be discussed.
- (viii) The duties and responsibilities of the individual members of the Executive Committee are defined in Bylaw 5, below.

(c) The Production Committee

- (i) The Production Committee shall be approved by the Executive Committee and shall consist of at least a Production Manager (Chair) and Stage Director.
- (ii) At the decision of the Production Manager and Stage Director the Production Committee shall be expanded to include all persons necessary to prepare and execute the musical theatre production at hand.
 - Overlapping jobs/tasks in the Production Committee are acceptable if the persons involved are agreeable.
- (iii) The Production Committee shall be responsible for managing the production budgets and schedules for said presentations.
 - The Production Committee will not exceed its given budget without prior approval by the Executive Committee. Unapproved overages could be the responsibility of the individual at the discretion of the Executive Committee.
- (iv) The Production Committee shall be responsible for all the detailed work required in staging of said presentations.
- (v) The Production Committee shall meet as often as needed. Minutes of such meetings need not be kept.
- (vi) The Production Manager shall be responsible for presenting the Executive Committee with regular monthly reports as to the overall progress for presentations undertaken.
- (vii) The Executive Committee shall fill all vacant Production Committee job positions and shall complete all outstanding Production Committee tasks as required.

5. Responsibilities of Officers of the Executive Committee.

(a) The President

- The President is the head of the Society and shall preside at all general meetings and all meetings of the Executive Committee.
- The President shall remain informed of all of the Society's activities to ensure that these are properly coordinated and that all assignments and activities undertaken as contributions to the Society's presentations are completed on time.
- The President shall initiate tasks as needed for the Executive Committee, and the membership, to ensure that all assignments and activities undertaken as contributions to the Society's presentations are completed on time.

(b) The Vice-President

- The Vice-President shall preside at general meetings and at Executive Committee meetings in the absence of the President.
- The Vice-President shall be expected to complete the unexpired portion of the President's term of office in the event of that office becoming vacant. In view of this possibility and in order that the Vice-President may better assist the President, the Vice-President shall similarly remain informed of progress and planning in every branch of the Society's activities.

(c) The Secretary

- The Secretary shall be responsible for keeping minutes of the Executive Committee and general meetings and distributing them in a timely manner.
- The Secretary shall be responsible for all correspondence received by and carried on by the Society and shall inform the Executive Committee in a timely manner of such correspondence.
- The Secretary shall be custodian of all records of the Society, except the Treasurer's books.
- The Secretary shall keep an up-to-date register of the people contributing to the purposes of the Society.
- The Secretary shall be responsible for all mass communications to the membership including electronic versions, hard copy versions, and mass media versions.
- During election of officers at the AGM the Secretary may act as the Returning Officer and shall be responsible to procure all balloting materials needed for the task ahead of time.

(d) The Treasurer

- The Treasurer shall be responsible for the receipt of incoming monies and the banking of the same.
- The Treasurer shall be responsible for the payment of bills incurred by the Society.
- The Treasurer shall be responsible for the control of Society expenditures.
- The Treasurer shall prepare an initial budget for the Society's presentations prior to their commencement.
- The Treasurer shall keep accurate accounts in the financial books of the Society.
- The Treasurer shall produce an Annual Financial Report for presentation at the Annual General Meeting.

(e) The Directors

- The Directors shall act as full voting members of the Executive Committee.
- The Directors may be assigned other tasks by the Executive Committee.

(f) The Immediate Past President

- If the Immediate Past President wishes to remain on the Executive Committee he/she shall act in an advisory capacity but shall have no voting privileges on the Executive Committee.

6. Society Membership Redress Process

- (a) An individual (or individuals as a group) may question any of the decisions of the Executive Committee by petitioning the Executive Committee in writing regarding those decisions.
- (b) The Executive Committee will deliver a written answer to such questions within two (2) weeks of the receipt of said questions.

(c) If the questions' explanation given in writing is unacceptable to the petitioners, they may request, in writing, a meeting with the Executive Committee to further review the issue(s).

(i) The Executive Committee shall act upon the meeting request as soon as practicable based on the receipt of the meeting request.

(ii) The Executive Committee shall make every effort to accommodate the petitioners' time schedule if it differs from the regular Executive Committee Meeting schedule.

(iii) Said meeting shall be open to whomever the petitioners wish to have attending it.

(d) Should the issue still be unresolved, the petitioners still have right to call a general meeting as listed above in Bylaw 2. (b).

7. Society Policies

(a) From time to time the Executive Committee may develop policies for the Society.

- These policies shall serve to aid in the running of the Society and its activities until changed or revoked by the Executive Committee or the membership.

(b) Such policies may not contravene or oppose anything that exists in the Constitution.

8. Bank Account

(a) The Society's funds shall be deposited in an accredited financial institution selected by the Executive Committee. Disbursements from the account shall be by cheque signed by both the Treasurer and one (1) of the President, Vice-President, or Secretary.

9. Use of the Society's Funds

The Society's funds as indicated by the final balance in the Annual Financial Report shall, after an adequate financial reserve has been provided, be used only in accord with the aims and purpose of the Society.

10. Remuneration of Members

No member or officer of the Society shall receive any remuneration from the funds of the Society other than legitimate expenses for services rendered to the Society.

(A redress process is available for such situations. See Bylaw 6 - Society Membership Redress Process for further details.)

11. Audit of Accounts

The Elected Officers of the Society, in addition to the Treasurer, shall have the right to examine the Society's books as kept by the Treasurer and to appoint an Auditor as they see fit.

12. Seal of the Society

The Directors may provide a common seal for the Society.

13. Amendments to the Constitution and By-Laws

Amendments to the Society's constitution or by-laws by means of extraordinary resolutions must be passed by a two-thirds majority at any general meeting of the membership.

14. Dissolution of the Society

- (a) Should the situation arise where the Society can no longer function for the purposes intended as stated in ARTICLE 2. PURPOSES above, the Society shall undertake its dissolution as outlined in The Society Act of British Columbia (The Society Act).
 - (i) Dissolution may be initiated by the Executive Committee according to The Society Act.
 - (ii) Once the Executive Committee has decided upon dissolution of the Society one last effort to convene a general membership meeting to discuss the decision must be made following Bylaw 2 General Meetings – subsection (a). Should that meeting not happen the Executive Committee are free to proceed with Dissolution according to The Society Act.
- (b) During dissolution the choosing of Liquidator and the Disposal of Assets shall be carried out according to The Society Act.
- (c) All proceeds from the dissolution of the Society shall go to one or more Foundations or Arts groups as decided by Executive Committee.