By-Laws of Scarborough Players

Good stories. Well told.

Version Control Tracking

Version #	Board Approval Date	Members' Confirmation Date	Changes
1.0	May 11, 2026	TBC	By-laws approved by the Scarborough Players Board under section 17(1) of the *Not-for-Profit Corporations Act, 2010* (the "Act"). Subject to confirmation by Scarborough Players Members at next Annual Meeting under section 17(2) of the Act.

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Section 1 - General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

a. "*Act*" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
b. "Board" means the board of directors of the Corporation;
c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
d. "Chair" means the chair of the Board;
e. "Corporation" means Scarborough Players, a not-for-profit Corporation and Registered Charity formed for the purpose of performing theatre within the community, which has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
f. "Director" means an individual occupying the position of director of the Corporation by whatever name they are called;
g. "Member" means a member of the Corporation;
h. "Members" means the collective membership of the Corporation; and
i. "Officer" means an officer of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by the President and Treasurer, or any two of its Officers or Directors in emergency situations when those two Officers are not available and the available Officers or Directors are carrying out a decision of the Board. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

Section 2 - Directors

2.01 Election and Term

Up to thirteen (13) Directors shall be elected by the Members at the annual meeting. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

The Director positions that Members will elect at the annual meeting are:

- **Officers:** President, Vice-President, Treasurer, Secretary
- **Coordinators:** Publicity and Marketing, Membership, Front of House
- **Member(s) at Large:** Four (4) to six (6) Directors.

At a Board meeting at least sixty (60) days prior to the annual meeting, a nominating officer who is a Member in good standing who is not standing for election to the Board shall be appointed by the Board. The nominating officer may select committee members as they see fit of which they will act as chair. The nominating officer and/or committee shall select a slate of nominees from Members in good standing who have expressed interest in serving on the Board which the nominating officer shall present to the membership at the annual meeting. The nominating officer shall facilitate the election at the annual meeting.

No Director shall hold the same position on the Board for more than three (3) consecutive one (1)-year terms unless said position is uncontested at the Annual Meeting at which a new Board is being elected and the Director expresses a desire to the nomination officer to remain in that position.

The Director position of Past President may be served, if desired by said individual, for one (1) year in succession of their term regardless of the duration of the term or terms of the newly elected President.

Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual meeting of the Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual meeting of the Members.

2.02 Duties of Board of Directors

Every Director of the Corporation shall exercise the powers and discharge the duties of their position honestly, in good faith and in the best interest of the Corporation. In connection therewith, the Directors shall exercise the degree of care, diligence and skill a reasonably prudent person would exercise in comparable circumstances.

Duties and responsibilities of the Board include, but are not limited, to:

1. Reassigning duties amongst Directors as may be required, except for the President and the Treasurer.
2. Responsibility for the day- to-day operations of the Corporation, and the delegation of those responsibilities as required for the running of those day-to-day operations to individual Directors or Members in good standing for the running of those day-to-day operations.
3. Establishing membership dues, subject to ratification by Members at the annual meeting.
4. Informing Members about the operation of the Corporation by means of a regular newsletter.
5. Appointing committees of, or responsible leads from, Members in good standing for specific tasks and deliverables.
6. Ensuring that the Chair or designate of committees, or responsible leads, provide a written synopsis of the decisions and/or recommendations to be recorded at Board meetings.
7. Approving the budget for each play production.
8. Providing such notes, information and assistance to the incoming Board as needed to ensure a smooth transition of responsibilities.
9. Nominating additional Members to represent the Corporation at Playhouse 66/Theatre Scarborough meetings, in addition to the president of the Corporation, in accordance with the Playhouse 66/Theatre Scarborough by-laws.

10. Being absent from no more than three (3) consecutive meetings without reasonable cause. If more than three (3), the Director may be required to resign from the Board.
11. Directors being able to request the resignation of any other Director who does not perform their required duties accurately, with the unanimous approval of all other Directors.

2.03 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

2.04 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors.

In circumstances of a Director position remaining unfilled after the annual meeting and if the current Director did not express a desire to remain in said position to the nominating officer at the annual meeting, notice of the unfilled position must be immediately communicated to the membership. Any Member desiring to fill the vacancy may submit their name to the nominating officer or nominating committee within thirty (30) days of the annual meeting. At the end of the thirty (30) days:

a) If more than one (1) Member has submitted their name, then the nominating officer or nominating committee must call a special meeting and hold an election.

b) If there is only one (1) Member that submits their name, then they are acclaimed to the position.
c) If there are no Members that submit their name, then the Board may appoint any eligible Member to fill the vacancy.

The filling of vacancies is subject to the conditions outlined in sections 2.01 and 8.01.

This section does not apply to the Past President Board position.

2.05 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.06 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
    i. considered reasonable by the Board;
    ii. approved by the Board for payment by resolution passed before such payment is made; and
    iii. in compliance with the conflict-of-interest provisions of the *Act*; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable

corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this By-law. A newly elected Board shall meet as soon as possible following the annual meeting.

3.02 Regular Meetings

The Board shall meet regularly.

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

Members may attend Board meetings if they indicate that desire to the President in their role as Chair via the means specified in general communications to the membership. Members wishing to make a presentation must provide at least twenty-four (24) hours' notice to the Secretary. The Board reserves the right to exclude Members from some discussions.

3.03 Notice

Notice of the time and place, if applicable, for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.04 Chair

The President shall preside as Chair at Board meetings. In the absence of the President, the Vice-President shall preside as Chair. In the absence of both the President and the Vice-President, Directors present shall choose one of their number to act as the Chair.

The Chair will perform their duties and ensure that Board meetings are conducted in accordance with the current edition of Robert's Rules of Order, except in situations when the Board decides to dispense with those rules.

3.05 Quorum

More than fifty percent (50%) of Directors, one of which must be an Officer, shall constitute a quorum for Board meetings.

3.06 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

3.07 Participation by Telephonic or Electronic Means

Subject to the provisions of the articles, if any, a meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the *Act* to be present at the meeting.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on July 31 in each year or on such other date as the Board may from time to time by resolution determine.

4.03 Audits and Review Engagements

The accounts and financial statements of the Corporation shall undergo an audit or review engagement within three months of each financial year end.

When the audit or review engagement is complete, the results shall be reported to Members through the Newsletter if not available by the time of the annual meeting.

Section 5 – Officers

5.01 Officers

Members shall elect Officers (president, vice-president, treasurer, secretary) as part of the Director elections at the annual meeting of the Corporation. The president shall act as Chair of the Board. The person holding the office of President is prohibited from holding any other Officer position. For clarity, a person holding any Officer position that is not President may hold more than one Officer position. Office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers from Directors as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

a. the Officer's successor being appointed,
b. the Officer's resignation, or
c. such Officer's death.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The president shall perform duties as may be required by law or as the Board determines.

5.06 Duties of the Treasurer

The treasurer shall perform duties as may be required by law or as the Board determines.

5.07 Duties of the Secretary

The secretary shall perform duties as may be required by law or as the Board determines.

5.08 Duties of the Vice-President

The vice president shall assume the duties of the president when the president is unavailable and shall perform such other duties as the Board may direct.

5.09 Non-Officer Director Positions

The following non-Officer Director positions shall perform their duties as the Board determines:

- Publicity and marketing coordinator
- Membership coordinator
- Front of house coordinator
- Member(s) at large

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

7.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

Section 8 - Members

8.01 Members

Membership in the Corporation shall consist of the categories below:

Member: Open to all persons aged eighteen (18) and over. Each Member shall pay annual dues. Individuals joining throughout the year will be subject to paying dues established by the Board. Any individual who agrees to serve on the Board shall enjoy membership privileges without payment of dues while serving on the Board. Each Member shall have the right to vote at the Annual Meeting or any Special Meeting. A Member shall be eligible to be nominated for any office on the Board, with the following exceptions: The positions of President and Treasurer are open to nominations of only those persons who have been Members in good standing for the past two (2) full and consecutive years.

Associate Member: Open to all persons under the age of eighteen (18). An Associate Member has all the privileges and responsibilities of a Member except for voting privileges, election to the Board, or years counted toward Life Membership.

Life Member: Granted to any person who has been a Member for twelve (12) full and consecutive years. Life Members shall enjoy all the privileges of membership, without payment of dues. The Board, at its discretion, may grant life membership to Members with 12 years of non-consecutive membership or for extraordinary service to Scarborough Players.

Ex-Officio Member: Granted to Theatre Scarborough Board Members for the duration of their terms on that Board.

Honorary Member: the Board may, at its discretion, grant honorary memberships with all rights and privileges of a Member to select individuals. Examples of such memberships: Theatre Coordinators, Box Office Managers, and so forth. These memberships would expire at the end of the membership year.

8.02 Membership

The membership year for the Corporation shall be from August 1 to July 31.

All cast in a play production must become Members, if they are not already.

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

8.03 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held after the close of the last show of the previous season and no later than 15 months after the preceding annual meeting (preferably prior to the start of the following season). If the annual meeting is held after the end of the membership year identified in section 8.02, membership is extended until the end of that year's annual meeting for the purposes of voting and Director elections. Any Member, upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

a. receipt of the agenda;
b. receipt of the minutes of the previous annual and subsequent special meetings;
c. receipt of annual reports from individual Directors from the outgoing Board;
d. consideration of the financial statements;
e. report of the auditor or person who has been appointed to conduct a review engagement;
f. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
g. election of Directors; and
h. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

Subject to the provisions of the articles, if any, a meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this *Act* to be present at the meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

9.03 Notice

Subject to the *Act*, not less than 15 and not more than 30 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is that the attendance of Members must be more than the attendance of Directors by at least one. Proxies shall not be acceptable as votes or to establish quorum at the meeting.

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If, after one hour past the time appointed for the meeting, a quorum does not exist, the meeting may proceed but no voting will take place.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting, with the exception of the Director elections at the annual meeting. In the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

The nominating officer will take on the role of Chair for the duration of Director elections at the annual meeting for the purpose of conducting those elections.

The Chair will perform their duties and ensure that Members' meetings are conducted in accordance with the current edition of Robert's Rules of Order, except in situations when Members decide to dispense with those rules.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

a. each Member shall be entitled to one vote at any meeting;
b. votes shall be taken by a show of hands or electronic poll among all Members present and the chair of the meeting, if a Member, shall have a vote;
c. an abstention shall not be considered a vote cast;
d. before or after a show of hands or electronic poll has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
f. whenever a vote by show of hands or electronic poll is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 – Voluntary Dissolution

11.01 Voluntary Dissolution

According to s. 166 of the *Act*, the Corporation may be dissolved if it is authorized to do so by:

1. A special resolution passed at a meeting of the Members duly called for the purpose; or
2. The consent of all the Members entitled to vote at a meeting of the Members.

According to s. 167 (1) (d) (i) (A) of the *Act*, in the event of wind down and dissolution, after satisfying the interests of its creditors in all its debts, obligations and liabilities, if any, the Corporation will distribute its remaining property to a Canadian body corporate that is a registered charity under the *Income Tax Act* (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.

Section 12 - Adoption and Amendment of By-laws

12.01 Amendments to By-laws

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law. The Board shall submit any amendments to, or repeal and replacement of this By-law at the next meeting of the Members for confirmation, rejection, or further amendment or repeal by majority vote.

Enacted on May 11, 2026, by Board resolution.

Confirmed by Members on [DATE].

Katherine Turner, President Teresa Bakker, Secretary