

This document is intended to summarize the proposed changes to the existing bylaws, recommended by the Bylaw committee, with a brief rational for each change.

Sec 2.1.a Definitions

- We had to update OCA (Ontario Corporations Act) to ONCA (Ontario Not-for-profit Corporations Act).

Throughout – Special replaces General

- OCA refers to “General meeting of members”, and for ONCA the term is “Special meeting of members”, thus that is updated throughout.

Section 3.1.4.a Board Composition – changing 30-Sep-yy to 31-Oct-yy

We had said that the MPAO Presidents would declare who would represent their MPAO by 30-Sep-yy, but really by the Sep-TS Board meeting. We were late this year, and perhaps that date is too soon after the AGM. Establishing October 31 allows the decision to be recorded at the October Board meeting (and it could always be done at the September meeting if available.)

Section 3.1.5.d Directors

- Original bylaws stated “exactly six Directors”. That means we are unable to elect any more than six in the instance when other valuable candidates are available.
- ONCA allows us to state a range of Directors. We are recommending six to eight, as we need a number of dedicated, contributing individuals to run the organization, and we felt six was the minimum number to responsibly recommend.
- Thus, throughout the document, references driven by the original six Directors have been updated as necessary.,

NOTE: Until a change like this is approved, we are unable to elect an additional Member at Large

Section 3.1.7 Nominations to Serve on the Board

- We wanted to add a recommendation rather than a requirement that individuals nominated for President should have served at least one year on the Board of the Corporation within the past five years.

Section 3.3.a Filling Vacancies

So, the original bylaws stated that vacancies could be filled by a vote of a majority of Directors. That would mean, in an 11-person Board, 6 are a quorum, and thus 4 of those individuals could vote in a new Director in a 6-Director meeting. The bylaw committee thought that electing a new Director is an important activity, and should be a 2/3 majority vote of the entire Board. This gives the entire Board the opportunity to weigh in on such a decision. So, an 11-person Board requires an affirmative vote of 8, and a 14-person Board requires an affirmative vote of 10.

Section 3.3.c Filling Vacancies

This section is just reworded to clarify if, during a season, a number of vacancies occur, such as to drop the Board below Quorum ... The Board must (or in their absence, members can) call a special meeting to elect persons to the vacant positions. E.g., If our minimum board compliment is 11, quorum is 6. Board meetings cannot conduct business with less than six individuals. The Board cannot add additional members with less than 8 individuals ... and thus a Special meeting would have to be called.

(The Theatre Aurora event that happened a couple of years ago was “allowed” due to ambiguity around this section, and we’d like to avoid that)

**Throughout the financial-areas of the bylaws, replacing <specific references> to
“appropriate financial review”**

So, a few years ago, Canadian accounting changed Notice to Reader, and Review Engagement to <a new term>. As well, circumstances could always occur that TS requires an audit. To ensure our language is “correct”, we thought it best to replace specific references, with a more general phrase – “appropriate financial review”

Section 4.2 Regular Meetings and Quorum (for Board meetings)

Quorum is often a question, so adding it to the title of this section makes the rules easier to find when one is looking for them. As well, adding examples of quorum can make resolving the question quicker.

Section 6.9 Duties of the Members at Large and Position Description of a Member at Large

So, we don’t know why we didn’t create it before. We think it’s a great thing just to record. I can help new Members at Large clearly understand their responsibilities to the Corporation , as outlined in the bylaws. (Good idea Erin)

Section 9.2.4.i Membership

- We thought it was reasonable to add the most common reason why an individual stops being a member.

Section 10.2.2 Special Meeting

- If deemed necessary, the membership is allowed to call a Special Meeting of the members. We’re recommending a change of 20 to 10 members required to request the Special Meeting.

Section 10.4 Quorum (for members’ meetings)

- For Season 2022/23 we were very close to not having member-quorum for the meeting. We feel it is important to have more members than Board members. We feel at this time
 - 2x total number of sitting Board members is too ambitious, but
 - Total number of sitting Board members plus one-members still provides reasonable accountability.

Section 10.5 Chair of the Meeting

- Original said that if Chair not there, Members decide.
- We think that if the Chair not there, the Board can/should decide, and if no Directors choose to Chair, then the Members can choose.

Section 12 Adoption and Amendments to Bylaws

We thought it was prudent to allow the Board to make mid-season amendments to bylaws – that could be overturned by members at AGM.

Remember, the Members elected/entrusted the Board to make good decisions on behalf of the Corporation. If a Board wanted to make a series of bylaw changes, and any Board member felt that <change-3> should wait for AGM approval, that could still be done. But this would clearly allow the Board to make nominal changes (e.g., moving members at large from 6 to 6-8)