

# \* PERSISTENCE — Theatre Company —

## By-Laws

These by-laws are intended to guide the internal management and governance of the Persistence Theatre Company Inc., in accordance with the incorporation documents filed in April 2017.

### 1.0 The Corporation

- 1.1 The Persistence Theatre Company is incorporated as a non-profit Corporation, with no share capital, according to the Articles of Incorporation as outlined under the Corporation Act for the Province of Newfoundland and Labrador.
- 1.2 The name of the Corporation shall be the Persistence Theatre Company Inc., herein referred to as the “Corporation.”
- 1.3 This Corporation shall be governed by a volunteer Board of Directors.
- 1.4 This Corporation is established for the following purposes and will restrict itself to such activities as in its opinion, directly or indirectly further such purposes:
  - (i) Producing professional theatre
  - (ii) Fundraising initiatives to support Productions
  - (iii) Training programs for youth
  - (iv) Outreach and awareness activities

### 2.0 Board of Directors

#### 2.1 Number of Directors

The number of Directors constituting the Board of Directors (henceforth referred to as Board) shall be no less than three (3) and no more than twenty-five (25).

#### 2.2 Terms of Office

- (i) The term of Directors and Officers shall be two (2) years.
- (ii) Directors shall be elected at the Annual General Meeting (AGM).
- (iii) Directors shall be elected by an affirmative vote of a majority (50% + 1) of the existing Board members.
- (iv) Where Board seats become vacant prior to the AGM, new Directors may be elected at the discretion of the Board.

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### 2.3 Duties of Board Directors

The duties of the board of directors shall be to:

- (i) Set both short and long range objectives in accordance with the Vision and Mission of the Corporation;
- (ii) Manage all business of the Corporation;
- (iii) Appoint such employees and/or agents as may be necessary to conduct business of the Corporation outside of purview of the Producing Artistic Director (See Article 3.5vf);
- (iv) Appoint officers and fill vacancies;
- (v) Make all rules and regulations which they deem necessary and proper for governing the Corporation as well as for the due and orderly conduct of the affairs of the Corporation;
- (vi) Formulate and approve an annual budget, production budgets, and all fundraising projects for the Corporation;
- (vii) Understand and demonstrate a commitment to the Corporation's Vision, Mission, Core and Guiding Principles and Core Beliefs, and programs;
- (viii) Keep up to date with issues and trends that affect the Corporation;
- (ix) Prepare for meetings by reading agendas, minutes, reports and other documentation required to actively participate in them;
- (x) Attend meetings regularly;
- (xi) Contribute skills and knowledge by participating actively in meetings and committee work;
- (xii) Make inquiries when clarification or more information is needed;
- (xiii) Understand and monitor the Corporation's financial affairs;
- (xiv) Avoid any potential conflicts of interest;
- (xv) Understand and maintain confidentiality;
- (xvi) Ensure the Corporation is complying with all legal and regulatory requirements.
- (xvii) Approve productions selected by the Artistic Director

### 2.4 Dismissal

Any Director in contravention of the By-laws may be dismissed by a majority vote of the Board of Directors.

### 2.5 General Meetings and Quorum

- (i) The Board shall meet monthly. Special meetings may be called at the discretion of the Chair.

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- (ii) The number of Directors necessary to constitute a quorum shall be one (1) more than half (1/2) the members of the Directors serving.
- (iii) Each Director shall have one vote.
- (iv) Directors shall have the option to participate by way of telephone or electronic medium and shall be counted for the purposes of establishing a quorum and shall have their vote recorded on all business undertaken by the Board.

#### 2.6 Annual General Meeting

- (i) An Annual General Meeting (AGM) shall be held once in every 12 month period, no less than two (2) and no more than four (4) months from year end.
- (ii) The purpose of the AGM shall be to:
  - a. Provide a progress report to the Directors;
  - b. Provide a annual financial statement or review to the Directors;
  - c. Install Directors;
  - d. Make amendments to governance items outlined in the by-laws

### **3.0 Executive Committee**

#### 3.1 Members of the Executive Committee shall be comprised of:

- (i) the Officers of the Corporation;
- (ii) the Producing Artistic Director in a non-voting, ex-officio role.

#### 3.2 The Officers of the Corporation shall be the Chair, Vice-Chair, Secretary, and Treasurer.

#### 3.3 The Officers shall be elected annually by the Board of Directors, from the Board of Directors, at the next regular meeting, immediately following the Annual General Meeting.

#### 3.4 General Responsibilities of the Executive Committee

- (i) Shall transact any urgent business that might arise between regular Board meetings.
- (ii) The results of any Executive Committee action, including the votes of Officers, will be recorded in the minutes of the next meeting of the entire Board.

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### 3.5 Specific Responsibilities of the Executive Committee

- (i) The Chair:
  - a. Provides leadership to the Board of Directors;
  - b. Develops agendas for meetings;
  - c. Chairs meetings of the Board of Directors;
  - d. Is responsible for the functioning of the Board of Directors;
  - e. Evaluates the effectiveness of the Board members;
  - f. In partnership with the Producing Artistic Director, represents the Corporation in the development, cultivation and monitoring of external relationships;
  - g. Appoints the chairpersons of committees, in consultation with other Board members;
  - h. Serves ex officio as a member of committees and attends their meetings when invited;
  - i. Ensures that Board matters are handled properly, including committee functioning, recruitment of new Board members, orientations, and meeting preparation;
  - j. Monitors financial planning and financial reports;
  - k. Mentors the vice-chair for succession planning purposes and ensures that all succession planning is undertaken with the Board for the long-term growth of the Corporation;
  - l. Speaks to the media and represents the Corporation to the community;
  - m. Is one of four signatories for the Corporation.
  
- (ii) The Vice-Chair:
  - a. Acts as the Chair in his or her absence;
  - b. Reports to and works closely with the Chair to assist with his or her duties;
  - c. Works closely with the Chair in order to facilitate succession planning within the Executive Committee;
  - d. Monitors financial planning and financial reports;
  - e. Is one of four signatories for the Corporation.
  
- (iii) The Secretary:
  - a. Maintains records of the Board and ensures effective management of the Corporation's records;
  - b. Manages the minutes of Board meetings;
  - c. Ensures minutes are distributed to members in a timely manner after each meeting;
  - d. Is sufficiently familiar with legal documents (articles, by-laws, etc.) to note applicability during meetings;

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- e. Monitors financial planning and financial reports;
- f. Is one of four signatories for the Corporation.

(iv) The Treasurer

The Treasurer shall be responsible for all monies of the Corporation. The Treasurer shall:

- a. Cause the funds of the Corporation to be deposited in one or more financial institutions selected by the Board, to be dispersed in accordance with the instructions of, and upon signatures of persons designated by the Board;
- b. Cause to be kept a full account of all monies received and paid out;
- c. Make such reports thereof to the Chair, the Board and the Producing Artistic Director as they may require;
- d. Cause to be prepared and shall present at each Annual Meeting of the Directors a comprehensive annual financial statement;
- e. Provides annual budget to the Board for members' approval;
- f. Works with the Producing Artistic Director to prepare production budgets;
- g. Recommends to the Board whether the Corporation should have an audit;
- h. Assists in the selection of an auditor, if needed, and meets with him or her annually;
- i. Is one of four signatories for the Corporation.

(v) The Producing Artistic Director:

- a. Is the executive of the Corporation;
- b. Is an appointed position of the Corporation;
- c. Acts in an "ex-officio" (serving on the board "by reason of their office") role on the Board of Directors and the Executive Committee, without voting rights;
- d. Provides leadership for the implementation the Corporation's Mission;
- e. In partnership with the Chair, represents the Corporation in the development, cultivation and monitoring of external relationships;
- f. Selects plays for Board approval and appoints theatre directors;
- g. Oversees all aspects of theatre production, including hiring;
- h. In partnership with the Treasurer, develops and oversees the budget for the Corporation's theatre productions.

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#### **4.0 Financial Management**

- 4.1 The fiscal year for the Corporation shall end March 31.
- 4.2 Reconciled financial statements shall be presented to the Board of Directors at least quarterly by the Treasurer.
- 4.3 Officers of the Corporation shall have signing authority.
- 4.4 Financial instruments such as cheques of the Corporation must be signed by two signing officers of the Board.

#### **5.0 Committees**

- 5.1 The committees listed in this Article shall be considered standing committees.
- 5.2 The Chair shall have the power to appoint the chairperson for each committee.
- 5.3 The Chair and Vice-Chair may sit as an ex-officio member of any of the committees.
- 5.4 Any vacancy on a committee shall be filled at the committee chair's discretion.
- 5.5 Each committee will be guided by a Terms of Reference document that should be renewed annually.
- 5.6 Standing committees shall consist of the following:
  - (i) Finance
    - (a) The Executive Committee will operate as the de facto Finance Committee.
    - (b) The Finance Committee shall supervise all fiduciary affairs of the Corporation.
    - (c) The Finance Committee, as represented by the Treasurer, shall present a financial overview of the previous fiscal year at the annual general meeting.
  - (ii) Governance
  - (iii) Special Event Fundraising
  - (iv) Private Fundraising (Foundations, Corporate and Individual Donors)
  - (v) Public Fundraising (Grants)
  - (vi) Education and Outreach
  - (vii) Marketing and Communications
  - (viii) Human Resources

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5.7 Duties of the Committee Chairperson

- (i) Plans and oversees the logistics of committee operations;
- (ii) Reports to the Board Chair;
- (iii) Presents committee decisions/recommendations to the Board;
- (iv) Assigns work to committee members;
- (v) Ensures committee members have the information needed to do their jobs;
- (vi) Sets the agenda for and runs committee meetings;
- (vii) Ensures distribution of committee meeting minutes and action items;
- (viii) Works with applicable staff in achieving the objectives of the committee;
- (ix) Evaluates committee effectiveness in reaching goals and objectives.

**6.0 Amendments**

6.1 The Board shall have no power to adopt By-Laws which:

- (i) Prescribe quorum or voting requirements for action by Directors different than those prescribed by law;
- (ii) Allow the Corporation, or any Director, officer, employee or agent thereof, on behalf of the Corporation, to engage in any activity which is inconsistent with the Vision and Mission of the Corporation.

6.2 These By-Laws may be amended, or repealed, and new By-Laws adopted by the following procedure:

- (i) The prospective change(s) in the By-Laws shall be presented in writing at any regular Board meeting, or by regular post, or by email correspondence, at least twenty one days in advance of the Annual General Meeting.
- (ii) A vote of two-thirds (2/3) of the Directors present at the Annual General meeting shall adopt the change.
- (iii) For the purpose of this Article only, Directors may in writing, give their proxy to the Secretary.

We certify these bylaws to be accepted and effective as of 24 day of July, 2017.

Signed: Jean Graham, Chair & Meghan Keating, Secretary