

Shaw Guild By-Laws at May 2023

ARTICLE I - NAME OF THE ORGANIZATION

1. The name of the organization shall be Shaw Guild (hereinafter referred to as the Guild).
2. The Guild is constituted in accordance with Article VIII of the consolidated By-Laws 2020 of the Shaw Festival Theatre, Canada, (hereinafter referred to as the Shaw Festival).

ARTICLE II – OBJECTIVES

1. The Objectives of the Guild shall be to promote interest in, and support of, the Shaw Festival and its activities, to be visible in the community as supporters of the Shaw Festival and to promote the support of the Shaw Festival by the community.
2. The Guild's activities shall be guided by the objectives of the Board of Directors of the Shaw Festival.
3. The Objectives of the Guild shall be pursued without purpose of gain by or for any of its Members.

ARTICLE III - RELATIONSHIP TO THE SHAW FESTIVAL

1. In accordance with the consolidated By-Laws of the Shaw Festival Theatre Canada (the Corporation), the President of the Shaw Guild shall automatically be a Governor of the Corporation while those individual holds that office.
2. In accordance with the Consolidated By-Laws of the Shaw Festival Theatre, Canada (the Corporation), the individual who occupies the office of the President of the Shaw Guild shall automatically be a Director of the Corporation while that individual holds that office.

ARTICLE IV - MEMBERSHIP

1. Any person, at least 18 years of age, willing to support the objectives of the Guild may become a Member on completion of an application form and payment of the annual dues. New members will be informed that the Shaw Guild By-Laws, guidelines and contact information can be found on the website: www.shawguild.ca.
2. Any Member of more than one year, except as necessary in individual cases, and in good standing (as described in *Article IX*) is eligible to stand for office in the Guild.
3. The following are Honorary Members of the Guild: The Chairs of the Board of Directors and Board of Governors of the Shaw Festival, the Artistic Director

and Executive Director of the Shaw Festival, and any other person endorsed by the Executive Committee.

4. An Honorary Member is entitled neither to be a member of the Executive Committee, nor to vote.

ARTICLE V - OFFICERS

1. The Officers of the Guild shall be: President, Immediate-Past President, Vice President, Treasurer and Secretary.

2. The duties of the officers are described in the *Handbook for the Executive Committee of the Shaw Guild*.

ARTICLE VI - STANDING COMMITTEES

1. The Executive Committee may, from time to time, create and disband Standing Committees as may be deemed necessary. The purpose of these Standing Committees is to organize and manage those continuing functions not falling within the duties by the officers.

2. Each Standing Committee shall be headed by an elected Chair.

3. The duties of the Chairs of the Standing Committees are described in the *Handbook for the Executive Committee of the Shaw Guild*.

ARTICLE VII - THE EXECUTIVE COMMITTEE

1. The administration, management and business affairs of the Guild shall be carried out by an Executive Committee consisting of the President, the Immediate-Past President, the Vice-President, the Treasurer and the Secretary and the Chairs of the Standing Committees.

2. To be eligible to stand for election as President, a Member should have served on the Executive Committee for a minimum of two years.

3. All members of the Executive Committee shall be elected for a two-year (2) term

4. No person shall serve continuously as a member of the Executive Committee for more than six (6) years except for the President and the Immediate-Past President.

5. If any position in the Executive Committee becomes vacant, the President, with the approval of the Executive Committee, shall appoint an interim Chair to fill the vacancy. The person so appointed shall serve until the Nominating Committee seeks nominations from Guild members for the vacancy and a recommended candidate is presented to the Executive Committee for approval. If the elected candidate has served in the position for at least six (6) months, it will be considered the first year of a two-year term.

6. If a member of the Executive Committee will change/has changed position on the Executive Committee for the second year of the two-year term, this change will be reported on at the Annual Meeting.
7. Meetings of the Executive Committee shall be held on a regular basis on prescheduled dates, and on other occasions, as may be necessary.
8. The Quorum required for the transaction of business shall be a majority of the total number of Executive Committee members including any vacancies. If the Quorum is not met the meeting shall be adjourned.
9. The vote of a majority of the Executive Committee members present in person or by electronic means shall be the act of the Committee. In case of equality of votes, the motion shall be defeated.

ARTICLE VIII - FISCAL POLICY

1. The fiscal year of the Guild shall begin on the first day of November and end on the 31st day of the following October.
2. The Signing Officers of the Guild shall be the Treasurer, President, Vice-President and Secretary.
3. All cheques or other orders for the payment of money, issued in the name of the Guild, shall be signed by two of the Signing Officers.
4. All funds acquired by the Guild shall be deposited in an account(s) in financial institutions selected by the Executive Committee and used to further the objectives of the Guild.
5. With the approval of two Signing Officers, any Member may be reimbursed for any reasonable expenses incurred on behalf of the Guild in connection with the performance of duties.
6. At least sixty (60) days prior to the Annual Meeting, the Treasurer shall recommend a qualified person, to be approved by the Executive Committee, to examine the Financial Statements of the Guild for the fiscal year in such manner as meets the requirements of the Board of Governors of the Shaw Festival Theatre Foundation.
7. The Financial Statements for the fiscal year shall be presented to the Members at the Annual Meeting. A copy of the report and the Financial Statements shall be delivered to the Board of Directors of the Shaw Festival within two (2) weeks of holding the Annual Meeting.

ARTICLE IX - FEES AND DUES

1. The amount of the annual Membership Fee shall be determined by the Executive Committee.
2. The Membership Year shall begin on the first day of January and end on the 31st day of the following December.
3. The Annual Dues for renewal of membership shall be due and payable the first day of January.

4. To remain a Member in good standing the Annual Dues must be paid by January 31.

ARTICLE X - MEETINGS

1. The Annual Meeting of the Guild shall be held on or before November 30th of each year, on a date and at a time and place determined by the Executive Committee.
2. Notice of the Annual Meeting shall be sent by the Secretary to each Member of the Guild not less than fourteen (14) days nor more than twenty-eight (28) days prior to the date of the meeting.
3. A Special Meeting of the Guild may be held on the initiative of the President with the approval of the Executive Committee. A Special Meeting may also be called by the Secretary upon receipt of either a written request of a majority of the Executive Committee, or a written request signed by not less than twenty (20) percent of the Membership. Such a meeting shall be held within twenty-eight (28) days following the receipt of the written request.
4. Notice of a Special Meeting shall be sent by the Secretary to each Member not less than fourteen (14) days prior to the date of such meeting. This notice shall specify the purpose, the date, time and place of such meeting, as determined by the Executive Committee.
5. At an Annual or a Special Meeting of the Guild all Members present in person, shall constitute a quorum for the transaction of business.

ARTICLE XI - VOTING PRIVILEGES

1. Only Members in good standing (as described in *Article IX*) 14 days prior to any Annual or Special Meeting shall be entitled to vote in person and shall be entitled to one vote on each motion.
2. Voting shall normally be by a show of hands but, upon the request of any Member, the vote upon any motion shall be by secret ballot.
3. All matters put to a vote shall be decided by a majority vote of the Members present. In case of equality of votes, the motion shall be defeated.

ARTICLE XII - SPECIAL COMMITTEES

1. The Executive Committee may establish Special Committees as may be deemed necessary. The President shall appoint the Conveners of these committees from within the Executive Committee or the Membership. The President shall be an ex-officio member of all Special Committees.
2. A Special Committee will automatically be disbanded on completion of its mandate and submission of its final report to the Executive Committee and/or the Membership.

3. For specific functions or events that recur annually the Executive Committee may establish a Special (Continuing) Committee to manage the event. The Convener of this type of Committee shall be appointed for a period of one year, renewable for a maximum of three years, and shall report to the Vice President.

ARTICLE XIII - NOMINATING COMMITTEE

1. The Nominating Committee shall be constituted on or before June first of each year with the goal of presenting a slate of Nominees to the Executive Committee no later than its September meeting.
2. The Nominating Committee shall be chaired by the immediate Past President. The Committee shall consist of the Chairman, the President, the Vice President and three (3) Members of the Guild proposed by the Chair and approved by the Executive Committee.
3. By the September meeting, the Nominating Committee will recommend a slate of candidates to fill vacancies for approval by the Executive Committee. An affirmative vote of the majority of the Executive Committee members who are present in person or by proxy shall be sufficient for the election of candidates.
4. A copy of the approved slate of candidates will be sent to all Members fourteen (14) days after their election by the Executive Committee.

ARTICLE XIV - RULES OF ORDER AT MEETINGS

1. The order of business of all meetings shall be as follows:
 - Call to order
 - Approval of the Agenda
 - Approval of the Minutes of the previous meeting
 - Business arising from the Minutes
 - Reports of Officers
 - Reports of Committee Chairs
 - Election of Executive Committee members (Annual Meetings Only)
 - Other business
 - Adjournment
2. Matters of procedure not specifically provided for in these By-Laws shall be decided in accordance with procedures set out in the latest edition of *Roberts Rules of Order Newly Revised, currently the 11th Edition*.

ARTICLE XV - AMENDMENTS TO THE BY-LAWS

1. Any proposed amendments to the By-Laws shall be prepared and presented to the Executive Committee, approved by the Membership, then sent to the Board of Directors of the Shaw Festival for final adoption.

2. By-Laws may be amended or repealed at an Annual meeting or at a Special Meeting of the Guild by an affirmative vote of a majority of the Members attending, in person provided that the proposed action is included in the notice of the meeting.
3. Not less the fourteen (14) days prior to an Annual Meeting, or any Special Meeting of the Guild at which the amendments are to be presented, a copy of such amendments must be sent to every Member.

ARTICLE XVI – DISSOLUTION OF THE GUILD

1. In the event of insurmountable challenges to the Shaw Guild's sustainability, such as a catastrophic loss of volunteers needed to execute our mandate, the Executive Committee will call for a dissolution of the Shaw Guild.
2. In the event the Shaw Guild dissolves, any net assets and property will be turned over to the Shaw Festival Theatre, Canada. Distribution of the Shaw Guild's assets and property held or acquired from the proceeds of licensed lottery events (that is, lottery trust accounts or property purchased with lottery proceeds) will also be turned over to the Shaw Festival Theatre, Canada in the event the Shaw Guild dissolves.