

Theatre Aurora Proposed Bylaw Changes

As passed by the Board of Theatre Aurora (May 8, 2023) to be presented at the Theatre Aurora AGM (June 4, 2023) and be voted on by the membership.

Bylaw 2.17 (Board Composition) says:

“The affairs of Theatre Aurora shall be managed or supervised by a Board of no fewer than eight (8) and not more than twelve (12) elected Directors. The Directors of Theatre Aurora shall be President, Vice President of Productions, Vice President of Operations, Vice President of Finance, Artistic Director, Marketing Director, Communications Director, Technical Director, Front of House, Sales, Director at Large and Secretary. Executive Officers shall be President, Secretary and Vice President of Finance, Vice President of Operations and Vice President of Productions.”

And

Bylaw 2.23 (Vacancies) says:

“Where the Board declares the seat of a Director vacant, and providing a quorum of the Board remains in office, the following provisions shall apply:

- a) if the vacancy occurs within ninety (90) days before the Annual General Meeting, the seat will remain vacant until it is filled in the normal course;
- b) if the vacancy occurs more than ninety (90) days prior to the notice of next Annual General Meeting, the Board shall appoint an eligible Member, and that appointee shall serve as Director until the next Annual General Meeting, at which point an election will be held for a Director to serve for the remainder of the term.

If a vacancy occurs and causes the number of Directors remaining on the Board to fall below quorum as defined by this By-law, then the Board shall forthwith call a Special Meeting of the Members in order to elect new Directors.”

And

Bylaw 2.25 (Quorum) says:

A majority of elected Directors present in person (50% +1) or participating by electronic or telephonic means shall constitute a quorum for the transaction of business.

These bylaws are confusing. In the bylaws (2.25), it says that a quorum constitutes 50%+1 but in 2.17 it says the board can't be less than 8 members.

Proposal

- Set limit for board members to be 6 (the number of Executive Officers) in Bylaw 2.17 and remove the quorum language from Bylaw 2.23.

Bylaws to be Changed

Bylaw 2.17 (Board Composition)

“The affairs of Theatre Aurora shall be managed or supervised by a Board of no fewer than ~~eight (8)~~ **six (6)** and not more than twelve (12) elected Directors. The Directors of Theatre Aurora shall be President, Vice President of Productions, Vice President of Operations, Vice President of Finance, Artistic Director, Marketing Director, Communications Director, Technical Director, Front of House, Sales, Director at Large and Secretary. Executive Officers shall be President, Secretary and Vice President of Finance, Vice President of Operations, and Vice President of Productions.”

Bylaw 2.23 (Vacancies) says:

“Where the Board declares the seat of a Director vacant, and providing a quorum of the Board remains in office, the following provisions shall apply:

- c) if the vacancy occurs within ninety (90) days before the Annual General Meeting, the seat will remain vacant until it is filled in the normal course;
- d) if the vacancy occurs more than ninety (90) days prior to the notice of next Annual General Meeting, the Board shall appoint an eligible Member, and that appointee shall serve as Director until the next Annual General Meeting, at which point an election will be held for a Director to serve for the remainder of the term.

If a vacancy occurs and causes the number of Directors remaining on the Board to fall below **six (6)** as defined by this By-law, then the Board shall forthwith call a Special Meeting of the Members in order to elect new Directors.”