



BYLAW #1

THE CONSTITUTION

**CONSTITUTION OF
THE MISSISSIPPI MUDDS OF
CARLETON PLACE INC.**

Consolidation including amendments to May 16, 2012

Constitution of the Mississippi Mudds of Carleton Place

Adopted May 16, 2012

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In this Constitution, words importing only the singular number include the plural and vice versa, and words importing any gender include the other gender.

1.0 Name and Administration

1.1 The name of this organization shall be 'The MISSISSIPPI MUDDS OF CARLETON PLACE INC.' hereinafter referred to as "**The Mudds**", which is an acronym for music, dance and drama on stage.

1.2 The Head Office of **The Mudds** shall be located at the Town of Carleton Place in the Province of Ontario and at such place there as the Board of Directors may from time to time decide.

1.3 The seal, an impression of which is stamped at the front of this bylaw, shall be the corporate seal of **The Mudds**.

2.0 Purpose

2.1 The purpose of **The Mudds** is:

- (a) to provide an opportunity for Members and Junior Members to develop their skills and talents in all aspects of the theatre by means of Mudds productions or other professional development methods;
- (b) to foster an appreciation of the arts in the community;
- (c) to develop and maintain liaison with and mutual support of other arts organizations in the community.

3.0 Membership

3.1(a) Persons at or over the age of majority in Ontario are eligible to become Members, subject to Article 3.5.

(b) Persons under the age of majority in Ontario are, with the written consent of a parent or guardian, eligible to become Junior Members

3.2 Only Members and Junior Members may appear on stage in any production, subject to Article 3.3.

3.3 Notwithstanding Article 3.2, non-members may, with the approval of the relevant Production Committee and with the written consent of a parent or guardian for persons under the age of majority in Ontario, be cast in "walk-on" roles for a specific production.

3.4 A person wishing to become a Member or Junior Member must pay a membership fee; membership will continue for so long as the person continues to pay the annual membership fee, subject to Article 3.7.

3.5 Membership in **The Mudds** entails agreement from the Member or Junior Member that he or she:

- (a) concurs with the Purpose of **The Mudds**;
- (b) will be bound by the Articles of this Constitution; and
- (c) will behave in a manner that will not bring **The Mudds** into disrepute or censure.

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- 3.6(a) Members may hold office, may vote at The Annual General Meeting or any General Meeting, and are eligible to participate in any activity of **The Mudds**.
- (b) Junior Members may not hold office or vote at the Annual General Meeting or any General Meeting, but are eligible to participate in other Mudds activities.
- 3.7 Subject to Article 3.8, the Board of Directors may make a final decision to
- (a) revoke a membership where, in the opinion of the Board, the Member or Junior Member has failed to meet the obligations of membership set out in Article 3.5; or
- (b) refuse an application for membership where, in the opinion of the Board, the applicant is unlikely to be able to meet the obligations of membership set out in Article 3.5.
- 3.8 Before revoking a membership or refusing an application for membership, the Board of Directors will:
- (a) investigate thoroughly the circumstances relevant to the situation; and
- (b) provide written notice to the Member, Junior Member, or applicant at least 30 days prior to the meeting at which the Board will decide on the revocation or application refusal and will invite the Member, Junior Member, or applicant to present a defence at that meeting, either in person or in writing.

4.0 Board of Directors

4.1 The Board of Directors shall consist of:

- (a) the following elected Directors: the President, the Secretary, the Treasurer, the Show Development Director, and three Directors Without Portfolio, subject to Article 4.3;
- (b) the Immediate Past President, who is the person holding the position of President immediately before elections are held, unless that person is re-elected as President; and
- (c) one person named by the Board as a non-voting Honorary Advisor.

4.2 A person named as Honorary Advisor

- (a) remains so for as long as the person and the Board so desire;
- (b) may also hold office as a Director; and
- (c) will provide his or her expertise and historical knowledge to the Board..

4.3 If the person holding the position of President immediately before elections are held is re-elected, or if that person is unable to become the Immediate Past President, the Members shall elect a fourth Director without Portfolio at the Annual General Meeting.

4.4(a) Elected Directors shall hold office for a term of one Fiscal Year and may be re-elected twice to that position.

(b) The Immediate Past President shall hold office for a term of one Fiscal Year and cannot continue for a second term.

4.5 Should a vacancy occur on the Board during a year, the Board of Directors may appoint any Member to act as a Director for the remainder of the year.

4.6(a) Any Director may be removed from the Board by a three-quarters (3/4) majority vote of the Members present at any general meeting called especially for this purpose.

(b) The reason for calling the meeting must be included in the notice required by Article 8.

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4.7 Directors shall serve without remuneration.

5.0 Duties of the Board of Directors

5.1 The Board of Directors shall be the governing body of **The Mudds** and shall be responsible for all activities of **The Mudds**. Any activity or action taken in the name of **The Mudds** must have the prior approval of the Board of Directors.

5.2 A quorum for Board of Directors meetings shall be five.

5.3 In addition to any duties prescribed elsewhere in this Constitution, the Board of Directors shall be responsible for carrying out the purpose of **The Mudds** and shall

- (a) allocate among themselves at the first meeting of the newly-elected Board of Directors responsibility for public relations, external liaison, social activities, membership, publicity, professional development, fund raising, properties, chairing the Records Management Committee, and communications to Members and Junior Members;
- (b) determine which of them shall have the authority and perform the duties of the President in the absence of the President;
- (c) approve production proposals and Production Teams, and provide guidelines, limits and performance requirements for them;
- (d) for each production, name as Production Liaison a Board member (who is not a producer or director of the production), who will liaise between the Board and the Production Committee, monitor progress of the production, monitor adherence to any production guidelines issued by the Board, and report to the Board when necessary or requested;
- (e) develop a strategic plan for artistic and financial direction of **The Mudds**;
- (f) manage the daily business of **The Mudds**;
- (g) establish and maintain written practices for the conduct of **Mudds** activities;
- (h) cause a complete review of the Constitution to be made at least once in every four years to ensure that it continues to reflect the purposes and needs of **The Mudds**;
- (i) determine the annual membership fee for Members and Junior Members for the next Fiscal Year; and
- (j) provide terms of reference for and name a Director to chair any committees established under Articles 6.2 and 6.4.

5.4 President

In the performance of the President's usual and customary duties, the President shall:

- (a) give managerial direction and leadership to **The Mudds**;
- (b) call regular meetings of the Board of Directors, preside over those meetings, and ensure that Minutes are made available to the Members;
- (c) ensure that appropriate procedures for the conduct of Board of Directors' business are in place;
- (d) delegate or assign additional duties to members of the Board of Directors;
- (e) be the official spokesperson for **The Mudds**, establishing and maintaining good relations with other organizations in the town of Carleton Place and Lanark County;
- (f) be a member ex-officio of all committees; and
- (g) ensure that within thirty (30) days of the first rehearsal of any production, the company of the

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production selects a show representative who is not a member of the Production Committee who will facilitate the resolution of any production disagreements.

5.5 Secretary

The Secretary shall:

- (a) keep the Minutes of meetings of the Board of Directors and of Annual and General Meetings of **The Mudds**;
- (b) attend to the general correspondence of **The Mudds**; and
- (c) perform any related duties requested by the President.

5.6 Treasurer

The Treasurer shall:

- (a) be the custodian of the funds of **The Mudds** and shall disburse funds only upon the direction of the Board of Directors;
- (b) deposit all moneys in a chartered bank selected by the Board of Directors and make all withdrawals or payments from the bank by means of a cheque signed by any two of three designated signing authorities appointed by the Board of Directors from amongst themselves;
- (c) present financial reports at every Board of Directors meeting and at such further times as the Board of Directors may designate;
- (d) arrange for the annual review of the financial records of **The Mudds** to take place at the close of the fiscal year;
- (e) present a copy of the annual review to the Board within ninety (90) days of the close of the fiscal year and make the review available to Members and Junior Members; and
- (f) perform any related duties requested by the President.

5.7 Show Development Director

The Show Development Director shall:

- (a) maintain an advance season schedule for all productions;
- (b) endeavour to ensure that there are sufficient show proposals to the Board to enable the presentation of one production in the fall and one production in the spring of each year and that such proposals meet the minimum criteria prescribed by the Board;
- (c) ensure that persons wishing to propose a show to the Board follow any guidelines issued by the Board of Directors;
- (d) provide advice and assistance on the development of a proposal to a person wishing to propose a show to the Board.
- (e) provide advice to Production Committees and assist in resolving difficulties; and
- (g) perform any related duties requested by the President.

6.0 Committees

6.1 All committees established in Articles 6.2, 6.3 and 6.4:

- (a) are responsible to the Board of Directors;

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- (b) shall make recommendations to the Board of Directors;
- (c) can not act in the name of **The Mudds** without the prior approval of the Board of Directors;
- (d) are chaired by a Director named by the Board of Directors; and
- (e) are made up of no less than three Members or Junior Members approved by the Board of Directors.

6.2 The Board of Directors shall establish a Records Management Committee responsible for establishing and maintaining a records system including, but not limited to, a properties inventory, a policies and procedures manual, a production reference book, and an archives.

6.3(a) At least thirty (30) days prior to the Annual General Meeting, the Board of Directors shall appoint a Nominating Committee consisting of a Chairperson and two other persons, all of whom shall be Members and only one (1) of whom shall be a Director.

(b) The Nominating Committee shall receive nominations, endeavouring to obtain at least one (1) nominee for each position.

(c) No member of the Nominating Committee shall allow his or her name to stand on the list of nominees presented by that Committee.

6.4 The Board of Directors may establish committees to deal with any matters including Junior Members' activities, choral activities, and dramatic activities.

7.0 Production Teams

7.1 For each production of **The Mudds**, the Board of Directors shall approve a Production Team, responsible to the Board of Directors, made up of

(a) a Show Director responsible for the overall artistic concept and execution of the production including cast selection, cast performance, and rehearsals; and

(b) a Producer responsible for the overall staging of the production including technical needs, sets, costumes and props, publicity, house management, and budget.

7.2 The Production Team will include the Production Liaison in all meetings and communications.

7.3 Any Director who is also a member of a Production Team shall declare a conflict of interest and not participate in any vote by the Board on that production.

7.4 A Production Team shall follow and apply production guidelines issued by the Board of Directors.

8.0 General Meetings

8.1 An Annual General Meeting of **The Mudds** shall be held during the month of June each year.

8.2 The business of this meeting shall include:

(a) a report from the Board of Directors and all Committees of activities during the current fiscal year;

(b) a report on the financial status of **The Mudds**;

(c) the appointment of a qualified person to conduct the review of the financial records of **The Mudds**;

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- (d) the election of Directors for the next Fiscal Year;
- (e) notice to the Members and Junior Members of the membership fees for the next Fiscal Year; and
- (f) any other matters relating to the activities of **The Mudds**.

8.3(a) The Chair of the Nominating Committee shall conduct the election of Directors and, for each position, will present the nominee(s) obtained by the Nominating Committee and request further nominations from those present at the meeting.

(d) Members shall elect the Directors listed in Article 4.1(a) individually in the following order: President, Secretary, Treasurer, Show Development Director, and each of the Directors Without Portfolio.

(e) If only one person is nominated for a position, the Chair of the Nominating Committee shall declare that person elected.

(d) The election of Directors shall be by secret ballot and require a simple majority of those Members present.

(e) The Chair of the Nominating Committee shall destroy all ballots immediately after the adjournment of the meeting

8.4 Other General Meetings shall be held at the request of the Board of Directors or if at least ten (10) Members request the Board of Directors in writing that a General Meeting be held.

8.5 The Board of Directors shall:

(a) notify every Member of the date, time, and place of the Annual General Meeting or other General Meeting;

(b) send the notice by electronic or letter mail to the last known address of the Member at least twenty-one (21) days in advance of the meeting; and

(c) place notification of the meeting in at least one (1) local newspaper.

8.6 The Members present when the Annual General Meeting or other General Meeting is called to order shall constitute a quorum.

9.0 Fiscal Year

9.1 The Fiscal Year of **The Mudds** shall be from July 1st to June 30th.

10.0 Amendments to the Constitution

10.1 This Constitution may be amended at any time by a three-quarters (3/4) majority vote of Members present at any General Meeting or the Annual General Meeting.

10.2 Any amendments shall be effective from the date of approval or from a future date specified in the amendment.

10.3 A copy of any amendment to be proposed at a General or Annual General Meeting must be included with the notice of meeting sent to all Members as set out in Article 8.5.

10.4 The Board of Directors shall place any amendment proposed by a Member who is not a Director on the agenda of the next General or Annual General Meeting.