



BYLAW #1

THE CONSTITUTION

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

Consolidation including amendments to October 2009 (corrected)

**Constitution of the Mississippi Mudds of Carleton Place
October 2009 (corrected)**

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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**", being 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 therein as the Board of Directors may from time to time by resolution decide.

1.3 The seal, an impression whereof 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 All persons at or over the age of majority in Ontario are eligible to become Members, subject to Article 4.1.

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

3.3 Notwithstanding Article 3.1, non-members at or over the age of majority in Ontario may, with the approval of the relevant Production Committee and for a specific production, be:

- (a) cast in "walk-on" roles;
- (b) assigned off-stage responsibilities; and
- (c) permitted to attend any activity related to the production in which they are involved.

3.4 A person wishing to become a 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 4.0.

3.5 The Board of Directors shall determine the annual membership fee for the immediately following fiscal year.

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4.0 Member in Good Standing

4.1. Membership in **The Mudds** entails agreement from the Member that the Member:

- (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.

4.2 A Member in Good Standing is a Member

- (a) who has paid the membership fee for the fiscal year; and
- (b) whose membership is not under suspension.

4.2A Members in Good Standing may hold office, may vote at meetings, and are eligible to participate in any activity of **The Mudds**.

4.3 Subject to Article 4.5, the Board of Directors may suspend a Member's membership where, in the opinion of the Board, the Member has failed to meet the obligations of membership set out in Article 4.1.

4.4 Subject to Article 4.5, the Board of Directors may 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 4.1.

4.5 Before suspending 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 or applicant at least 30 days prior to the meeting at which the Board will decide on the suspension or application refusal and will invite the Member or applicant to present a defence at that meeting, either in person or in writing.

4.6 The decision of the Board of Directors to suspend a membership or refuse an application for membership is final.

5.0 Board of Directors

5.1 The Board of Directors shall consist of the following Directors:

the President,
the Immediate Past-President or Director Without Portfolio provided for in Articles 5.3C and 5.7
the Founder or Director Without Portfolio provided for in Articles 5.3C and 5.7,
the Secretary,
the Treasurer,
the Muddsingers Representative or Director Without Portfolio provided for in Article 5.3B,
the Muddsplayers Representative or Director Without Portfolio provided for in Article 5.3B, and
the Show Development Officer.

5.2 The Immediate Past-President and the Founder shall be ex-officio Directors.

5.3 Members in Good Standing shall elect all Directors, other than the two ex-officio Directors, at the Annual General Meeting. Ex-officio Directors are Directors on the Board of Directors without election.

5.3A Each Director will be voted for individually in the following order: President, Secretary, Treasurer, Show Development Officer, Muddsingers Representative, Muddsplayers

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Representative, and any Director(s) Without Portfolio.

5.3B If no Muddsingers Representative and/or Muddsplayers Representative is elected, the Members in Good Standing shall elect a Director(s) without Portfolio at the Annual General Meeting

5.3C If an Ex-Officio Director is elected to another Directorship (such as Treasurer), the Members in Good Standing shall elect a Director(s) without Portfolio at the Annual General Meeting.

5.4 (a) Elected Directors shall hold office for a term of one fiscal year and may stand for re-election.

(b) The Member elected as President is required to serve one (1) term as Immediate Past President. (See Article 5.7(a)).

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

5.6 (a) Any Director or Ex-Officio Director may be removed from the Board by a three-quarters (3/4) majority vote of the Members in Good Standing 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 Section 12.4(a).

5.7 (a) The Immediate Past President can choose not to be a member of the Board of Directors for the next fiscal year after serving one fiscal year as Immediate Past President.

(b) The Founder is Janet Jean Ferguson.

(c) If requested by the Founder, the Board of Directors may authorize a leave of absence from the Board for the Founder for the next fiscal year.

(d) If the Immediate Past President chooses not to be a member of the Board of Directors as provided in Article 5.7(a), or if the Board of Directors authorizes a leave of absence for the Founder as provided in Article 5.7(c), the Members in Good Standing shall elect a Director(s) without Portfolio at the next Annual General Meeting.

5.8 Members of the Board shall serve without remuneration, but may, with the approval of the Board, be reimbursed for expenses they incur in the performance of their duties.

6.0 Committees and Advisory Groups

6.1 The Board of Directors shall establish the following Standing Committees:

(a) The Muddsingers Committee, responsible to the Board of Directors for all matters dealing with The Muddsingers including choral presentations and professional development and support of Members and Junior Members to that end;

(b) The Muddsplayers Committee, responsible to the Board of Directors for matters dealing with The Muddsplayers including the mounting of dramatic presentations and professional development and support of Members and Junior Members to that end; and

(c) The Mudds Records Management Committee, responsible to the Board of Directors for establishing and maintaining a records system including, but not limited to, a properties inventory, a policies and procedures manual, and a production reference book.

6.1A (a) Each Standing Committee will identify one of the Committee members as Chairperson

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of the Committee.

(b) Each Standing Committee established in Sections 6.1(a) and 6.1(b) will propose its Chairperson or other member of the Committee as a candidate for election as Representative.

6.2 A Standing Committee shall be made up of members recommended to the Board of Directors by the Chairperson and approved by the Board of Directors, as follows:

(a) The Muddsingers Committee shall be made up of no less than three (3) persons of whom at least three (3) will be Members in Good Standing, selected by The Muddsingers prior to the Annual General Meeting each year;

(b) The Muddsplayers Committee shall be made up of no less than three (3) persons of whom at least three (3) will be Members in Good Standing, selected by The Muddsplayers prior to the Annual General Meeting each year; and

(c) The Mudds Records Management Committee shall be made up of no less than three (3) persons of whom at least three will be Members in Good Standing.

6.3 In carrying out its responsibilities to the Board of Directors, a Standing Committee may establish one or more subcommittees composed of at least one member of the Standing Committee and any other Members or Junior Members, to address a particular matter. A subcommittee is responsible to the Standing Committee that created it and shall report to the chairperson of the Standing Committee.

6.4 The Board of Directors may establish Ad Hoc Committees under the Chairpersonship of any Director and composed of any Members or Junior Members selected by the Chairperson and approved by the Board of Directors, to deal with any matters not within the jurisdiction of a Standing Committee.

6.5 The Board of Directors may establish Advisory Groups, composed of at least one Member in Good Standing to address any particular matter.

6.6 Standing Committees, Advisory Groups, and Ad Hoc Committees are responsible to the Board of Directors through the appropriate Chairperson who shall make recommendations to the Board of Directors. Such bodies can not act in the name of **The Mudds** without the approval of the Board of Directors.

6.7 The Board of Directors will provide committees and Advisory Groups with terms of reference.

7.0 Duties of the Board of Directors and Officers

7.1 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.

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

7.3 In addition to the several duties prescribed in Articles 7.4, 7.5, and 7.6 and elsewhere in this Constitution, the Board of Directors shall be responsible for public relations, external liaison, social and personnel activities, publicity, professional development, fund raising, properties, and communications to Members and Junior Members and shall

(a) allocate the above responsibilities among themselves at the first meeting of the Board of Directors following the Annual General Meeting;

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- (b) determine which of them shall have all the powers and perform all the duties of the President in the absence of the President;
- (c) 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;
- (d) determine the overall artistic direction of **The Mudds**;
- (e) manage the daily business of **The Mudds**;
- (f) establish procedures for the conduct of Board of Directors business;
- (g) appoint Production Committees and provide guidelines, limits and performance requirements for them;
- (h) cause a complete review of the Constitution to be made at least once in every three years to ensure that it continues to reflect the purposes and needs of **The Mudds**; and
- (i) develop, implement and maintain a long-range financial plan for **The Mudds**.

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

7.5 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) maintain the records of **The Mudds**;
- (c) attend to the general correspondence of **The Mudds**; and
- (d) perform any related duties requested by the President.

7.6 Treasurer

The Treasurer shall:

- (a) be the custodian of the funds of **The Mudds** and shall disburse funds only upon the

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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; and
- (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.

7.7 Show Development Officer

The Show Development Officer 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;
- (f) co-ordinate professional development opportunities; and
- (g) perform any related duties requested by the President.

8.0 Production Team

8.1 A Production Team made up of a Production Committee and a Support Group shall be established for each production of **The Mudds**;

8.2 The Production Committee shall be appointed by the Board of Directors and shall consist of:

- (a) The Artistic Director; and
- (b) The Producer.

8.3 The Board of Directors shall appoint a Support Group, upon the recommendation of the Production Committee.

8.4 The Support Group, under the joint authority of the Artistic Director and the producer, shall consist of at least three of the following:

- (a) Music Director
- (b) Choreographer
- (c) Accompanist
- (d) Set Designer

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- (e) Properties manager
- (f) Stage manager
- (g) Lighting manager
- (h) Sound manager
- (i) Costume manager
- (j) Make-up Artist
- (k) Publicity Manager
- (l) House Manager
- (m) Other as required

8.5 Any member of the Board of Directors who is also a member of a Production Committee must declare a conflict of interest and not participate in any vote by the Board on that production.

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

9.0 Duties of the Production Committee

9.1 (a) The Production Committee, within the guidelines established by the Board of Directors, shall be responsible for all matters pertaining to the production.

(b) The Production Committee will include the Production Liaison in all meetings and communications.

9.2 Prior to rehearsal, the Production Committee shall present a production plan to the Board of Directors which shall indicate at least the following:

- (a) an assessment of personnel needs in both performance and support roles; and
- (b) a specific allocation of the budget.

9.3 (a) The Production Committee shall obtain a signed waiver from all cast and crew of a production releasing **The Mudds** from damage, loss or injury resulting from participation in a production.

(b) If a member of the cast or crew is a Junior Member, the Junior Member's parent or guardian shall sign the waiver.

9.3A If a member of the cast or crew is below the age of majority in Ontario, the member's parent or guardian shall sign the waiver.

9.4 Artistic Director

The Artistic Director shall be responsible for the overall artistic concept and execution of the production including:

- (a) cast selection;
- (b) cast performance; and
- (c) rehearsals.

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9.5 Producer

The Producer shall be responsible for the overall staging of the production including:

- (a) technical needs;
- (b) sets, costumes and props;
- (c) publicity;
- (d) house management; and
- (e) controlling the budget.

10.0 Annual General Meeting

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

10.2 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**;
- (d) the election of the President and Directors for the following fiscal year;
- (e) notice to the Members and Junior Members of the membership fees for the immediately following fiscal year; and
- (f) any other matters relating to the activities of **The Mudds**.

10.3 The Board of Directors will:

- (a) notify all Members in Good Standing of the date, time, and place of the meeting;
- (b) send the notice by Canada Post 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 two (2) local newspapers.

10.4 The Members in Good Standing present when the Annual General Meeting is called to order shall constitute a quorum.

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

- (b) All ballots will be destroyed by the Chair of the Nominating Committee immediately following the adjournment of the meeting.

11.0 Nominating Committee

11.1 At least thirty (30) days prior to the Annual General Meeting, the Board of Directors shall appoint a Nominating Committee.

11.2 The Nominating Committee shall comprise a Chairperson plus two other members, all of

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whom shall be Members in Good Standing.

11.3 Only one member of the current Board of Directors may be a member of the Nominating Committee.

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

11.5 It shall be the duty of the Nominating Committee to:

- (a) receive nominations, including the names of candidates for the positions of Muddsingers Representative and Muddsplayers Representative which shall be proposed by the respective Standing Committees;
- (b) endeavour to obtain at least one (1) nominee for each position;
- (c) present to the Annual General Meeting a list of nominees for the positions of all Directors to be elected;
- (d) solicit further nominations at the Annual General Meeting; and
- (e) conduct elections by secret ballot at the Annual General Meeting.

12.0 General Meetings

12.1 General Meetings may be held at the request of the Board of Directors or if at least ten (10) Members in Good Standing request the Board of Directors in writing that a General Meeting be held.

12.2 The Board of Directors will:

- (a) notify all Members in Good Standing of the date, time and place of any General Meeting;
- (b) send the notice by Canada Post to the last known address of the Member at least twenty-one (21) days in advance of the meeting;
- (c) place a notice of the meeting in at least two (2) local newspapers.

12.3 The Members in Good Standing present when any General Meeting is called to order shall constitute a quorum.

13.0 Fiscal Year

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

14.0 Amendments to the Constitution

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

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

14.3 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 in Good Standing as set out in Articles 10.3 and 12.2.

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14.4 The Board of Directors will place any amendment proposed by a Member who is not a member of the Board of Directors on the agenda of the next following General or Annual General Meeting.

15.0 Junior Members

15.1 A person under the age of majority in Ontario is eligible to become a Junior Member.

15.2 A person wishing to become a Junior Member must pay an annual fee, determined by the Board of Directors.

15.3 With the exception of Article 4.2A, the provisions of Article 4 apply to Junior Members.

15.4 A Junior Member may, with the written approval of the parent or guardian of the Junior Member, be cast in any role, be assigned off-stage responsibilities, serve on Mudds committees, and take part in Mudds activities such as social events, cast parties, workshops.

15.5 A Junior Member may not hold office, vote at meetings, chair committees, or assume any of the other rights and responsibilities of Members unless so provided in this Constitution.