

# Notice of Special Resolutions

## For a Special General Meeting of the Shuswap Theatre Society April 2, 2024 at 7:00 pm

The Shuswap Theatre Society Board is proposing several changes to our bylaws. The changes are in four primary areas.

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### **1. MEETINGS HELD BY VIDEO LINK**

**Whereas:** BC law allows societies to hold meetings via video link *if the society's bylaws do not prohibit it*, and Shuswap Theatre makes regular use of this medium, and

**Whereas:** Our bylaws are ambiguous about the practice.

**Therefore be it resolved that:**

1. **Article 2, Item 2** of our bylaws under **Annual General Meeting** be amended to read, "The Board will establish the physical and/or digital location and the time when the AGM will be held."
  2. **Article 2, Item 3** under **Annual General Meeting** be added to read, "General meetings, including special meetings, may be held in a physical location, by video link or a combination thereof. Members may also participate by phone or audio link."
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### **2. QUORUM FOR GENERAL MEETINGS**

**Whereas** many of our supporters purchase memberships to support the society, but do not wish to become actively engaged with its operations, and

**Whereas:** A quorum for a general meeting is currently 10% of voting members, and

**Whereas:** It is sometimes difficult to get a quorum due to our large membership, and

**Whereas:** A meeting without a quorum cannot legally make decisions for the organization.

**Therefore be it resolved that:**

1. **Article 2, Item 1** under **Quorum** be amended to read, "The quorum for a general meeting is 5% of voting members, but shall not be less than 10 members in good standing."
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**3. POTENTIAL REMUNERATION FOR BOARD MEMBERS**

**Whereas** we have been turned down for some potentially large funding grants because our bylaws do not specifically prohibit board members (directors) from receiving any remuneration for their service, and

**Whereas**, while our board members do not receive remuneration.

**Therefore be it resolved that:**

- 1. **Article 3, Item 6** be added to the **Annual General Meeting** section to read, "Under no circumstances will a director receive financial remuneration for service to the society. Directors are eligible for reimbursement of legitimate expenses incurred with proper authorization."

**4. APPOINTMENT OF INTERIM BOARD MEMBERS**

**Whereas** Board members (directors) will sometimes, for various reasons, not complete their elected term of office, and

**Whereas** current bylaws require a special general meeting be called to elect a new director, which is time consuming and inconvenient,

**Therefore be it resolved that:**

- 1. **Item #5** under **Election of Directors** be amended to read, "Should a Director or Directors resign or be unable to complete their term, the Board may:
  - a. call a special general meeting to elect a replacement Director or Directors serving until the next AGM, or
  - b. appoint up to two interim Directors in any one term year to serve until the next AGM.

To attend via Zoom, click on the link below:  
<https://us02web.zoom.us/j/2508324094?pwd=aTNzZmtCNUtXR0tuWENab0MrTmNDdz09>

Note: Members will vote for or against the wording of the resolution. The **Whereas** clauses are provided only as a rationale, they do not form part of the motion. Only the **Therefore be it resolved** clauses are voted upon.

Our current bylaws can be found at this link:  
<https://shuswaptheatre.com/wp-content/uploads/Shuswap-Theatre-Constitution-Bylaws-2017.pdf>