

# **THE DEKKER CENTRE FOR THE PERFORMING ARTS INC.**

## **BYLAWS**

### **Article I. Membership**

- A. The City of North Battleford is the sole member of the Dekker Centre for the Performing Arts Inc.

### **Article II. Board of Directors**

#### **A. Governance**

1. The Centre will be governed by the Dekker Centre for the Performing Arts Board of Directors.
2. The Board has full control and management of the Dekker Centre, including setting policies, selecting the General Manager, delegating authority, reviewing progress, over-seeing financial management and holding the General Manager accountable for the daily administration of the Dekker Centre.

#### **B. Composition**

1. The Board of Directors consists of a minimum of 7 and a maximum of 11 persons.
2. By resolution of City Council, the City of North Battleford will appoint the members of the Board of Directors, based on the recommendations of the Dekker Centre Board.
  - (a) A Nominating Committee consisting of 2 Board members and the Chair of the Board will be established annually by the Board.
  - (b) The Nominating Committee will bring to the Board a list of Director candidates no later than December 31st of each year. After Board approval, this list will be forwarded to the City for confirmation.
  - (c) A minimum of 5 Directors will be from the community of North Battleford, representing diverse business and arts backgrounds.
  - (d) Up to 2 Directors will be appointed from City Council.
  - (e) Up to 2 Directors will be appointed from City administration.
3. The General Manager of the Dekker Centre will sit on the Board as a non-voting member. The General Manager will assist with the preparation of the agenda, minutes, correspondence and notices of meetings to Board members, and maintain an up-to-date list of Board members and their contact information, as well as reporting to the Board at every meeting.

#### **C. Terms**

1. All Directors will be appointed to a two-year term, commencing on January 1.
  - (a) To avoid a complete change of personnel in any one year, one-half of the members' terms will expire in any given year.
  - (b) Directors may be appointed for a total of 3 consecutive terms, but then must retire from the Board for a minimum of one year.

2. If a Director resigns or in any other way is unable to complete his/her term, the Board will appoint a replacement to complete the term.
3. A Director may be removed from the Board by a majority vote for any cause. Attendance at less than 60% of Board meetings may be considered as cause.

### **Article III. Officers**

A. The Board shall elect from among their members the following officers: Chair, Vice-Chair, and Treasurer.

1. These officers constitute the Executive Committee which is empowered to act in emergency situations. Any decisions in these circumstances will be brought forward for ratification at the next Board meeting.

B. Chair

1. The Chair presides at all meeting of the Board. In his/her absence, the Vice-Chair presides. In the absence of both, a Chair may be elected at the meeting to preside.
2. The Chair is an ex-officio member of all Committees.
3. The Chair represents the Board at all public functions, or, may delegate these duties to another Board member.

C. Vice-Chair

1. The Vice-Chair presides at meetings in the Chair's absence.
2. He/She replaces the Chair at functions when asked to do so by the Chair or the Board.

D. Treasurer

1. The Treasurer makes sure all money paid to the Dekker Centre is deposited in a financial institution chosen by the Board.
2. He/She presents monthly accounts of revenues and expenditures at regular Board meetings.
3. The Treasurer ensures than an audited statement of the financial position of the Society is prepared annually and aides in the presentation of the annual budget to the Board for its approval.

### **Article IV. Meetings**

A. Meetings of the Board will be held as often as may be required, but at least once every three months.

B. Meeting dates will be determined by the Board at its meetings, or, called by the Chair with a minimum of 8 days notice to each member, or, agreed to by the majority of Directors on shorter notice.

C. A quorum of the Board at any meeting will consist of a minimum of 50% of the Directors.

D. Decisions of the Board will be by a simple majority of members present.

**Article V. Finances**

- A. The fiscal year end of the Dekker Centre is December 31<sup>st</sup>.
- B. The Board will appoint a qualified accountant to audit the financial records of the Dekker Centre. The audit report will be presented at the Annual General Meeting.
- C. To further the purposes of the Dekker Centre, the Board may invest, borrow, raise or secure the payment of money in such a manner as it sees fit.
- D. A next-year budget must be accepted by the Board and forwarded to City Council no later than October 31<sup>st</sup> of each year.
  - 1. The budget must include a 5-year capital plan.

**Article VI. Committees**

- A. The Board may establish Committees to examine, report and take action on matters delegated to it by the Board.
  - 1. The Board may appoint members from the community to committees.
  - 2. The Chair of all committees will be a Board member.
  - 3. Committees are accountable to the Board and will report at regular Board meetings.

**Article VII. Conflict of Interest**

- A. A conflict of interest occurs when a Board member or his immediate family has a pecuniary or other significant interest in the outcome of a decision.
  - 1. When a conflict of interest arises, the Director discloses the general nature of the interest and leaves the room until the matter is dealt with.
    - (a) The interest and abstention will be recorded in the minutes.
  - 2. If a Director misses a meeting and has a conflict of interest in any matter that was discussed, he/she will disclose this at the next meeting, and this will be noted in the minutes.
- B. Board members may not be employed by the Dekker Centre while a member of the Board of Directors.

**Article VIII. Bylaws**

- A. The Directors may make, amend or repeal any bylaws that regulate the Dekker Centre.

**Article IX. Annual General Meeting**

- A. As the City of North Battleford is the only member of the Dekker Centre, the Annual General Meeting will be deemed to be held at a regular Monday night City Council meeting when the following occurs:
  - The Dekker Centre audit report, fiscal year end financial statement, and Annual Operations Report are received by Council;
  - The deemed Annual General Meeting occurs no later than April 30<sup>th</sup> of each year.