

A large orange shape with a curved right edge, resembling a stylized 'C' or a partial circle, positioned on the left side of the slide.

Bylaw Amendments

Two bylaw
amendments + edits
from Members

1. Proposed Amendment to Bylaw 1, 6.02 Re-election

This bylaw states that members can only be elected to the Board 3 times for 2 year terms.

Current Bylaw: A Director, if otherwise qualified, is eligible for election for three consecutive full two year terms, and thereafter is not eligible for re-election until a period of eleven months has elapsed from the date of his or her retirement.

The Problem: We have difficulty finding people and we would like to allow people to serve longer



1. Proposed Amendment to Bylaw 1, 6.02 Re-election

Amendment in red:

A Director, if otherwise qualified, is eligible for election for ~~three~~ **five** consecutive full two year terms, and thereafter is not eligible for re-election until a period of eleven months has elapsed from the date of his or her retirement.

2. Proposed Amendment: Bylaw 6, 5.02 - President

**This bylaw states that if the President resigns,
a meeting must be called within 120 days to elect a new one.**

Current Bylaw: The President shall be specifically elected by the Members present and eligible to vote at the Annual Meeting or by Proxy presented at the Annual Meeting in accordance with section 5.09. Provided that if the President withdraws from office, he or she shall be deemed to have withdrawn from the Board of Director, and notwithstanding the provisions of section 4.04, the Board shall call a general meeting of Members for the purpose of electing a new officer to fill such a vacancy on the Board. The President shall hold one (1) Executive Officer position. The President shall, when present, preside at all meetings of the Board, the Executive Committee (if any) and Members. The President shall supervise the affairs and operation of the Corporation, sign all documents requiring his or her signature and have the other powers and duties from time to time prescribed by the Board or incident to his or her office.

**The Problem: There is no President during the 120 days (or longer).
Every corporation must have a President.**

2. Proposed Amendment: Bylaw 6, 5.02 - President

Board's Proposed Amendment: this would be added to the bylaw:

If the President withdraws from the Board of Directors, the Vice-President becomes the President and the Vice-President position is vacant until the fulfillment of the provision in 5.07

Members have suggested we state that the President will also be elected in 120 days

If the President withdraws from the Board of Directors, the Vice-President becomes the President and the Vice-President position is vacant ~~until the fulfillment of the provision in 5.07~~. Both positions require election within 120 days as per the fulfillment of provision 5.07.

1. Referenced Bylaws

Bylaw 4.04

4.04 Vacancies

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors among the qualified Members of the Corporation. If no quorum of Directors exists, the remaining Directors shall forthwith call a general meeting of Members to fill the vacancies on the Board.

Bylaw 6, 5.09

4 5.09 Election of Officers

The President, Vice-President, and Treasurer shall be elected in the manner set out in Article 6.00, and candidates may include existing Directors, or a person who meets the qualifications to become a Director. Notwithstanding the foregoing, the number of Directors shall be consistent with section 4.01."

Bylaw 6, 5.07 –

3 5.07 Executive Director

The Board may appoint an Executive Director who shall hold office at the pleasure of the Board for the temporary interim period of 120 days prior to a members vote. Subject to any duties or responsibilities imposed or any directions given from time to time, the Executive Director shall be the Chief Operating Officer of the Corporation responsible for all operations of the Corporation.

AMENDMENT of July 21, 2018 to Section 5.7 to increase the number of days allowed to elect a new President, Vice President or Treasurer from 60 days to 120 days.



2. VOTE on Bylaw 6, 5.02 President

(amendment in red)

The President shall be specifically elected by the Members present and eligible to vote at the Annual Meeting or by Proxy presented at the Annual Meeting in accordance with section 5.09. Provided that if the President withdraws from office, he or she shall be deemed to have withdrawn from the Board of Director, and notwithstanding the provisions of section 4.04, the Board shall call a general meeting of Members for the purpose of electing a new officer to fill such a vacancy on the Board. The President shall hold one (1) Executive Officer position.

The President shall, when present, preside at all meetings of the Board, the Executive Committee (if any) and Members. The President shall supervise the affairs and operation of the Corporation, sign all documents requiring his or her signature and have the other powers and duties from time to time prescribed by the Board or incident to his or her office.

If the President withdraws from the Board of Directors, the Vice-President becomes the President and the Vice-President position is vacant. Both positions require election within 120 days as per the fulfillment of provision 5.07.