



Summary of Recommended Changes to the By-Laws

A review of these by-laws was conducted and the following changes are recommended as per the Board of Director's deliberation on March 19, 2018:

5. Board of Directors

To introduce a term of office:

Currently we have

(2) Each Director shall hold office until the first Annual Meeting after his or her election or until his or her successor replacement has been named. To be removed

To be changed to

A Director shall be elected or appointed for a term of three (3) years. No Director shall serve more than three (3) three-year terms, except after absence from the Board for at least one (1) year, in which event such person shall be entitled to be elected or appointed.

(3) The whole Board of Directors shall retire at each Annual Meeting, but shall be eligible for re-election with the exception of the President. The President shall serve a two year term with an optional third year.-Consecutive terms are not permitted

This section is redundant as it is said again in section 20 (1)

12. DIRECTORS VOTING

To introduce the authorization and rules around electronic voting:

Email voting is allowed and should be used only in time-limited situations or exceptional circumstances. It is NOT acceptable for its use to become routine, usual or common practice.

At the discretion, or with the consent, of the Board Chair, and for matters of an urgent nature, OR time-sensitive matters OR where it would be more expeditious to do so,

electronic voting may be used to help facilitate decisions of the Board in accordance with the following:

- (1) In recognition that decisions are being made using email communication in lieu of a face-to-face meeting, extra effort will be made to ensure that members are provided with sufficient background materials and adequate documentation to support the request for a decision.
- (2) All communication will be shared as a group email with all members copied on correspondence including questions, responses and general commentary. All members will select "reply all" when providing comments so that these will be shared simultaneously with all members and a record will be kept of the email exchange.
- (3) If a resolution is required, the Board Chair may authorize the Executive Director to conduct an electronic vote of the members. A clear rationale will be given to the members to explain why a motion is necessary. The question to be answered will be stated clearly in the form of a specific resolution provided for members' consideration. Respondents will be asked to vote upon the resolution.
- (4) In the event of an electronic vote, a reasonable and adequate time will be determined for members to respond to the request for a decision. Members will have the opportunity to declare a conflict and not participate in the vote. Every effort will be made to obtain a response from each member (i.e. allow each person to register their vote). The resolution shall be deemed to have been approved only if, by the end of the time period specified, the Executive Director has received approval responses from a majority of the voting members. Non-response to an electronic vote will be considered an abstention. Voting records will be kept.
- (5) A resolution approved by electronic voting, permitted by the Board Chair and passed by a majority of voting members, shall have the same force and effect as a resolution passed at a regularly constituted meeting of the Board of Directors.
- (6) The Executive Director shall prepare a summary document noting the purpose of, and any decisions resulting from, the electronic exchange including any subsequent resolutions.

13. MEETINGS OF THE BOARD OF DIRECTORS

To allow Board members to attend meeting via teleconference or videoconferences:

(4) Any or all directors may participate in a meeting of the board of directors, or a committee of the board, by means of a telephone or video conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting.

14. FINANCIAL MATTERS

To remove section:

(6) The Directors may from time to time:

- i) Borrow money on the credit of the Association; or
- ii) Issue, sell, or pledge securities of the Association; or

iii) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association including book debts, rights, powers, franchises, and undertakings to secure any securities or any money borrowed or other debit or any other obligation or liability of the Association. From time to time, the Directors may authorize any Director, officer, or employee of the Association, or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the securities to be given therefore with power to vary or modify such arrangements, term and conditions and to give such additional securities for any monies borrowed or remaining due by the Association as the Directors may authorize and generally manage, transact, and settle the borrowing of money by the Association.

27. NOMINATIONS AND ELECTIONS

To remove the following section:

(3) Elections will be held at the Annual Meeting and Nominations from the floor will be entertained at this meeting.