Proposed Motions to Amend, Remove and Add Sections to the Bylaws of the Champlain Heights Community Association Bylaws

Current Bylaw:

2.07 Family memberships will be made available upon request. This is not a separate membership class, but collectively refers to the separate memberships, at a family membership fee. A family shall include up to two adults and all children eighteen years of age and under resident in one dwelling. Each family membership shall carry voting privileges for a maximum of two adults.

Motion: Remove Section 2.07.

Rational: Family membership is not available through registration in the Activenet system that manages Association membership.

Current Bylaw:

3.01 Membership will be by Opt-In request, and fees, if any, for adult, junior and family memberships shall be set annually by the Board of Directors and shall be payable in advance on the first day of the fiscal year.

Motion: Amend Section 3.01 by removing 'and family" so that it states:

"Membership will be by Opt-In request, and fees, if any, for adult, and junior memberships shall be set annually by the Board of Directors and shall be payable in advance on the first day of the fiscal year."

Rational: To ensure consistency in the Bylaws so that reference is not made to a removed membership category.

Current Bylaw:

5.02 A maximum of fifteen directors shall be in office at any one time. Either seven or eight directors shall be elected for a term of two years and one year, respectively, depending upon whether the first election is held in an odd numbered year or an even numbered year, zero being deemed an even number. Henceforth, in an even numbered year, eight directors will be elected for a two-year term and in an off numbered year; seven directors will be elected for a two-year term.

Motion: Amend Section 5.02 to state:

"The Association shall have no more than fifteen directors in office at any time. Each director elected at an Annual General Meeting shall hold office for a term of two years, those appointed by the President to fill a vacancy shall serve a term that expires at the beginning of the second Annual General Meeting after their appointment.

The maximum number of directors who may be elected at an Annual General Meeting or appointed by the President to fill vacancies is fifteen minus the number of directors then in office whose terms have not expired."

Rational: The amendment allows greater flexibility for membership to ensure that a full board can be appointed at the Annual General Meeting, reduces the likelihood of directors needing to be appointed by the President, and allows the election process to account for resignations resulting in vacancies.

Current Bylaw:

5.05 Any vacancies on the Board of Directors resulting from a failure to elect sufficient persons at the annual general meeting or as a result of a resignation during the term, may be filled with an appointment by the President, after receiving the recommendations

Motion: Amend Section 5.05 to state:

"Any vacancies on the Board of Directors resulting from a failure to elect sufficient persons at the annual general meeting or as a result of a resignation during the term, may be filled with an appointment by the President, after receiving the recommendations of the Board of Directors"

Rational: To correct a filing error that omitted the end of the section that was meant to state "of the Board of Directors."

Current Bylaw:

6.05 A quorum for the Board of Directors shall normally be five, including the President or Vice- President. In the absence of the President or Vice-President, the quorum shall be two-thirds (2/3) of all Directors. Ordinary resolutions made by email must be consented to by one-half of the Directors within 48 hours of receipt.

Motion to amend Section 6.05 to state:

"A quorum for the Board of Directors shall normally be five, including the President or Vice- President. In the absence of the President or Vice-President, the quorum shall be two-thirds (2/3) of all Directors. Ordinary resolutions made by email must be consented to by a simple majority of the Directors within 48 hours of receipt or by a deadline to respond stated in the email in which the resolution is sent."

Rational: To amend the threshold for approval to a simple majority in keeping with the requirements of the Societies Act; and to allow for deadlines to respond to be stated in emails proposing resolutions that

may allow for greater flexibility for Directors to respond to resolutions. This change reflects the realities that achieving a simple majority in some cases takes more than two days when dealing with complicated resolutions and to allow for consideration that volunteer directors may not be able to attend to every resolution made outside of regular meetings of the Board within two days.

Current Bylaw:

6.08.3 Secretary – shall attend all of the Management Committee meeting, if applicable, Board of Directors meetings, and membership meetings, and shall record the proceedings of those meetings in a form prescribed by the Chairperson, ensuring that all motions are correctly recorded, and actions noted in keeping with the society Act; shall also conduct the correspondence of the Association as it arise, cause notices of meetings to be issued, and have custody of all records and documents of the Association, except those required to be kept by the President or Treasury.

Motion: Amend Section 6.08.3 to state:

"The Secretary shall be responsible for doing, or making the necessary arrangements for, the following:

a. attending meetings of the Management Committee, if applicable, meetings of the Board of Directors, and membership meetings, and ensuring that minutes of those meetings are prepared and maintained, including an accurate record of resolutions and actions;

b. issuing, or ensuring the issuance of, notices of meetings and other notices required by the Societies Act, these Bylaws, or a resolution of the Board;

c. maintaining custody of the records and documents of the Association, except those assigned by these Bylaws or by the Board to another officer or person;

d. conducting the correspondence of the Board and overseeing correspondence relating to the Association's corporate records, bylaws and governance; and

e. making, or ensuring the making of, the Association's annual report and other filings required under the Societies Act."

Rational: To provide greater clarity on the role of the Secretary, especially in regards to the responsibilities for correspondences and issuance of notices.

Current Bylaw:

6.08.5 Treasurer – shall keep the financial records, including books of account necessary to comply with the Society Act, and present financial statements to the Directors or membership meetings, and others when required; shall open such accounts as necessary, either with Chartered Banks, and/ or with registered Credit Unions, to protect, deposit and invest the funds of the Association in the Association's best interest; and shall be authorized to issue cheques countersigned by other signing officers as

described in Section 12.01, except that any amount over $1000 for any single expenditure must be approved by the Board of Directors prior to the issuance of the cheque.

Motion: To amend Section 6.08.5 to increase the spending authority of the Treasurer to $5000 for any single expenditure before prior approval of the Board is required. The amended section shall state:

"6.08.5 Treasurer – shall keep the financial records, including books of account necessary to comply with the Society Act, and present financial statements to the Directors or membership meetings, and others when required; shall open such accounts as necessary, either with Chartered Banks, and/ or with registered Credit Unions, to protect, deposit and invest the funds of the Association in the Association's best interest; and shall be authorized to issue cheques countersigned by other signing officers as described in Section 12.01, except that any amount over $5,000 for any single expenditure must be approved by the Board of Directors prior to the issuance of the cheque."

Rational: To reflect operational requirements to ensure the efficient operation of Association business and financial responsibilities and the increase in average expenses since the bylaws were drafted.

Current Bylaw:

7.01 The Board of Directors shall appoint individuals to the position of Community Advisory Member to the Champlain Heights Community Association Board of Directors.

Motion: To amend section 7.01 to change "shall" to "may" so that Section 7.01 states:

"The Board of Directors may appoint individuals to the position of Community Advisory Member to the Champlain Heights Community Association Board of Directors."

Rational: To allow the Board greater flexibility in discretion to appoint individuals to the position of Community Advisory Member.

Current Bylaw:

8.0 Official Representatives 8.01 Organized groups participating in the programs sponsored by the Association shall be invited to appoint or elect from their groups, an official representative to the Board of Directors. 8.02 Official representatives appointed or elected pursuant to section 8.01 shall have full voice at all meetings of the Board of Directors, and shall abide by the By-laws of the Association while participating in the Association's activities. 8.03 Official representatives shall not have a vote in their capacity as appointed or elected pursuant to section 8.01 at the meetings of the Board of Directors.

Motion: To remove Section 8.0

Rational: The Association has not practiced this in recent memory and as there are many organized groups who participate in programs sponsored by the Association it would prevent an impediment to the efficient functioning of the Board of Directors to be required to give them full voice at Board meetings.

Additionally, the Board has a mechanism under Section 7.01 to provide for members of the Community to attend Board meetings as Community Advisory Members.

Current Bylaw:

9.04 Standing committees shall be formed as soon as possible after the election of the chairperson, and shall perform such duties and have such authority as may be set out by the board at the time of the election of the committee chairperson. Members of the community will be encouraged to become members of the committees.

Motion: To amend Section 9.04 to state:

"Standing committees shall be formed as soon as possible after the election of the chairperson, and shall perform such duties and have such authority as may be set out by the board at the time of the election of the committee chairperson. Members of the community will be encouraged to apply to the Board for appointment to Committess of the Association."

Rational: The Board relies on the recommendations of the Association's committees and delegates authority to Committees and therefore has a duty to ensure that those serving on committees are suited to the committee role and acting in the best interests of the Association.

Current Bylaw:

9.08 The members of a committee may meet and adjourn as they think proper.

Motion: To amend Section 9.08 to state:

"The members of a committee may meet and adjourn as directed by the Committees terms of reference, or, in the absence of a specific provision in a committee's terms of reference, at the direction of the Board appointed Chair of the committee."

Rational: To provide clarity about the functioning of committees, as many committees had previously operated without a terms of reference document, and ensure that committees meet at intervals appropriate to fulfilling the duties delegated to them by the Board

Current Bylaw:

10.04 Notice of general meeting shall specify the place, the day and the hour of meeting, and, in the 10 case of special business, the general nature of that business and be sent to every voting member in good standing at the last known address by mail not less than fourteen days before the date of said meeting.

Motion: To amend Section 10.04 to state:

"Notice of general meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business, and shall be sent by email to the email address of every member of the society for whom the society has an email address in the register of members not less than 21 days before the date of said meeting; and is posted on the Association website and in the Champlain Heights Community Centre, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held."

Rational: To modernize the requirements of notice of general meetings and reduce the cost and amount of administrative resources required to organize the delivery of the notice of general meetings.

Current Bylaw:

12.03 All documents, including accounting records of the Association shall be open to inspection by a member in good standing of the Society upon his giving seven days written notice to the secretary or treasurer of the Association.

Motion: To amend Section 12.03 to state:

"A member may inspect those records to which the member is entitled under the *Societies Act*, upon seven days' written notice to the Secretary. The Association may restrict access to, or redact, personal or confidential information where permitted or required by law."

Rational: To modernize the section so that it conforms to the Societies Act and other provincial privacy legislation.

Current Bylaws:

13.04 The Board of Directors shall be authorized to spend a maximum of $30,000 on any single item as approved by a motion passed with a majority vote at a meeting of the Board of Directors.

13.05 Expenditure on a single item in excess of $30,000 shall be referred to the Association membership for their consideration at a meeting called for that purpose.

***Motion:** To amend section 13.04 and 13.05 to state:*

"13.04 The Board of Directors shall be authorized to spend a maximum of $75,000 on any single item as approved by a motion passed with a majority vote at a meeting of the Board of Directors.

13.05 Expenditure on a single item in excess of $75,000 shall be referred to the Association membership for their consideration at a meeting called for that purpose."

Rational: To increase the amount the Board may spend on a single item to reflect the increase in costs and capital expenditures since the bylaw was written.

Motion: To add the below provision as a standalone section within the bylaws under the title, Communications.

“The President, other officers, committee chairs, employees and other persons authorized by the Board may conduct correspondence and communicate on behalf of the Association within the authority assigned to them by these Bylaws, a Board resolution, an approved policy, or the applicable committee’s terms of reference. No person may make a commitment or representation that binds the Association unless authorized to do so.”

Rational: To provide clarity on the rules and procedures for the external communications of the Association and to reflect the reality that multiple people, not provided for in other sections of the bylaws, communicate with external people and groups on behalf of the Association.

Motion: To re-number the bylaws of the Association to account for the changes adopted with the above motions so that the bylaws of the Association are properly ordered and numbered.