



Friends of the Tay Watershed Proposed Amendments to Operating By-law #1, of March 26, 2014

TAKE NOTICE that the Board of Directors under Section 48 of Operating By-law # 1 may make amendments thereto subject to confirmation by the membership at the next Annual General Meeting failing which the amendments would have no force and effect.

Accordingly, the Board of Directors hereby requests that you exercise your authority to vote on the following amendments by one of the following means:

1. Casting your vote during the meeting as a participant in the virtual meeting to be held using Zoom software commencing 2:30 pm on Thursday, June 4, 2020, or
2. Voting by Mail by returning the attached Ballot in the return address envelope to arrive no later than June 3, 2020.

Proposed Amendments

Item 1: Number of Directors

The Board believes certainty will be brought to the by-law by specifying the number of Directors that may sit on the Board. Currently the By-law specifies only a minimum, not a maximum. The revised amendment to Section 19, with changes shown in **bold script** would read:

“The property and affairs of the Corporation shall be managed by a Board of Directors comprised of a minimum of three Directors **and a maximum of twelve Directors.**”

Item 2: Election of Directors

The Board desires greater clarity to Section 19 in specifying a *minimum age* of 18 for members serving on the Board and by setting out a clearer method for election to the Board. The revised amendment to Section 19 with changes shown in **bold script** would read:

“Directors must be individuals, **a minimum of 18 years in age**, with power under law to contract.”

To stand for election as Director, an individual must be nominated by a committee constituted by the Board for the purpose of recommending a slate of prospective candidates to the Board, and must consent in writing to stand for election.”

Item 3: Gender Neutrality

The Board desires that the by-law be gender neutral such that Section 19 be amended with changes shown in **bold script** to read:

“The Past President shall be a voting member of the Board of Directors provided **they** continue as a member of the Board.”

Item 4: Replacement of the President

The Board desires wording to address the replacement of the President mid-term should there be a need for a replacement through, for example, a resignation. The revised amendment to Section 34 with changes shown in **bold script** would read:

“The President shall be elected at an annual meeting of members, or, if required, at a meeting of members during the year.”

Item 5: Term of Office

For purposes of clarity on the term of office for both the President and the Directors, Section 35 is proposed to be amended with a cross reference to Section 20. Section 20 indicates that Directors are to be elected at the AGM and to hold office until their successors have been duly elected. The revised amendment to Section 35 with changes shown in **bold script** would read:

“The officers of the Corporation, **including the President**, shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time. **The maximum term for which officers may hold office shall be the same as that stated for Directors in Section 20.**”

Item 6: Vice-President

The Board seeks clarity in the scope of reasons for departure and the requirements for replacement. The revised amendment to Section 38 with changes shown in **bold script** would read:

“The Vice-President shall, in the absence, disability **or retirement** of the President, perform the duties and exercise the powers of the President **until a new President is elected. The Vice-President** shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.”

Item 7: Quorum

The Board seeks to overcome a conflict between Sections 19 and 29 of the bylaw over what constitutes a quorum. Section 19 states that the Board may consist of only three Directors, whereas a majority in Section 29 is five. The revised amendment to Section 38 with changes shown in **bold script** would read:

“A majority of the Directors in office, from time to time, but no less than **three (3)** Directors shall constitute a quorum for meetings of the Board.”

Please vote for your choice using the following ballot. **Please note that only members in good standing of the Friends of the Tay Watershed may vote.**

Ballot

Item 1: Number of Directors Yea _____ Nay _____

Item 2: Election of Directors Yea _____ Nay _____

Item 3: Gender Neutrality Yea _____ Nay _____

Item 4: Replacement of the President Yea _____ Nay _____

Item 5: Term of Office Yea _____ Nay _____

Item 6: Vice-President Yea _____ Nay _____

Item 7: Quorum Yea _____ Nay _____

Please return your Ballot by "Copy and Paste" to an e-mail to friends@taywatershed.ca