

AGM 2014 - Proposed bylaw changes

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Note:

Existing bylaw appears in left-hand column. Proposed bylaw appears in right-hand column.
Modifications or additions in right-hand column appear in bold and are underlined.

1. Add new conflict of interest bylaw.

Context:

We currently do not have a conflict of interest bylaw.

No bylaw exists.

Proposed new bylaw 6.5:

Section 6 : The Board of Directors

6.5 Conflict of interest

Anyone participating in a decision on behalf of the organization and who has or is perceived to have a financial, personal, or official interest in that decision of such nature that it may prevent him/her from acting in an impartial manner is obliged to excuse him/herself from the discussion and voting on said item. In the case of the Board, such instances are to be recorded in the meeting minutes.

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2. Clarify the 50% + 1 rule where it is mentioned in the bylaws.

Context:

The '50% + 1' rule is unclear as there could be several interpretations of how to apply it.

SECTION 6: THE BOARD OF DIRECTORS

6.2 Elections of Board Members

6.2.6 In the case there is the same, or fewer, number of candidates as vacancies for the Board, each candidate must receive 50% plus 1 of the total number of the votes cast in order to be elected to the Board.

6.8 Quorum

The quorum for Board of Directors' meetings will be set at 50% +1 of the total board members.

SECTION 6: THE BOARD OF DIRECTORS

6.2 Elections of Board Members

6.2.6 In the case there is the same, or fewer, number of candidates as vacancies for the Board, each candidate must receive **more than 50%** of the total number of the votes cast in order to be elected to the Board.

6.8 Quorum

The quorum for Board of Directors' meetings will be set at **more than 50%** of the total board members.

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3. Make the bylaws accurately reflect the nominal nature of our Board Executive positions.

Context:

COCo clarified a couple of years ago that the Executive positions on the Board (President, Vice-President, Secretary and Treasurer) were nominal in nature, meaning that do not hold additional decision-making powers compared to other Board members and were mainly used for signatory purposes. However, the bylaws do not reflect this reality.

Existing bylaw:

SECTION 4 - MEMBERS

4.5 Resignation

4.5.1 - A member can withdraw from the Corporation by giving her/his resignation, verbally or in writing, to the Secretary of the Board.

4.5.2 - The Secretary must inform the rest of the Staff team and the Board of each resignation.

Proposed bylaw:

SECTION 4 - MEMBERS

4.5 Resignation

4.5.1 - A member can withdraw from the Corporation by giving her/his resignation, in writing, to the **Governance Coordinator**.

4.5.2 - **The Governance Coordinator** must inform the rest of the Staff team and the Board of each resignation.

Existing bylaw:

SECTION 6: THE BOARD OF DIRECTORS

6.7 Notice

6.7.1 - Board Meetings will be convened by the Secretary, at the request of the President, or by a majority of Board Members.

Proposed bylaw:

SECTION 6: THE BOARD OF DIRECTORS

6.7 Notice

6.7.1 - Board Meetings will be convened by **staff** or by a majority of Board Members.

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Existing bylaws:

SECTION 7: OFFICERS

7.5 President

The President will ensure that the following functions are carried out: calling of meetings and setting of meeting agendas;

- coordination and conducting of meetings;
- advising and supporting the Director;
- overseeing Board decisions;
- fulfillment of all other powers and functions foreseen by the Corporate Bylaws or
- determined by the Administrators;
- fulfillment of all functions attributed to her/him by the Board.
- The president has signing authority, along with the secretary, of all contracts that engage the organization. The President is an ex-officio member of all committees of the organization.

7.6 Vice-president

- fulfills the powers and functions given to her/him by the Administrators or by the President

7.7 Secretary

The secretary will:

- retain all the documents and records of the Corporation as well as the corporate seal;
- ensure that all the minutes from the Board meetings and Assemblies of Members are recorded;
- keep these minutes in a book set aside for that purpose;
- ensure that notice is given of Assemblies to all Members
- ensure that Administrators are given notice of all Board Meetings and meetings of its committees;

Proposed new bylaw to replace existing bylaws:

SECTION 7: OFFICERS

7.5 Officer responsibilities

The four Executive positions (President, Vice-President, Secretary and Treasurer) are nominal in nature and for official signatory purposes. They do not infer any additional decision-making powers or responsibilities.

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- sign for all contracts and documents that legally engage the organization;
- perform the mandates entrusted to her/him by the President or the Administrators.

7.8 Treasurer

The Treasurer:

- has the general responsibility for the Corporation's finances;
- must ensure that money and other valuables is deposited in the name of the Corporation to all banks or financial institutions that have been designated by the Administrators;
- must render to the President or to the Administrators, an account of the Corporation's financial situation and of all financial transactions that s/he has made as Treasurer, each time that it is required;
- must ensure that adequate account books and registers are drawn up, maintained, and conserved;
- must let persons authorized to do so, examine the account book of the Corporation;
- must sign all documents requiring her/his signature and exercise the powers and functions that the Administrators determine or that are inherent to her/his responsibility.

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4. New membership model.

Context:

COCo's current membership model defines organizational members as those who access any of COCo's services. As such, groups do not necessarily consent to being a member and are often unaware that they have become a member. Not consenting or being aware of one's membership makes it challenging to build more meaningful member engagement.

SECTION 4 - MEMBERS

4.1 Definitions

4.1.1 Definitions

COCo has 2 categories of members that are eligible to vote at meetings: organizational and individual.

1. Organizational: All community organizations that have participated in COCo programming within the past 2 years from, and more than 15 days prior to, the date of the Annual General Meeting (AGM) are considered members. Participation in COCo programming is defined as:
 - a) Registration and participation in a COCo event or project;
 - b) Received COCo consultation or training services.

2. Individual: The following individuals are considered members:
 - a) All current members of the Board of Directors;
 - b) All individuals having volunteered with COCo for 15 or more hours within the past 2 years from, and more than 15 days prior to, the date of the AGM;

SECTION 4 - MEMBERS

4.1 Definitions

4.1.1 Definitions

COCo has 2 categories of members that are eligible to vote at meetings: organizational and individual.

- 1) Organizational: All eligible community organizations that share COCo's mission and philosophy can become members for a **3-year duration by completing a membership form.** Eligible community organizations are defined with the following criteria:
 - a) Registered not-for-profit corporations or informal groups;**
 - b) Community groups.****

- 2) Individual: The following individuals are considered members:
 - a) All current members of the Board of Directors;
 - b) All individuals having volunteered with COCo for 15 or more hours within the past **3 years** from, and more than 15 days prior to, the date of the AGM;

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c) Current staff. These staff have the right to vote as long as they represent less than half of all voting members present at a meeting. If they represent more than half of all voting members, they must abstain from voting at that meeting.

4.1.2 Honorary Members

The Board can name any person deemed fit, the title of 'honorary member'. Honorary members do not have the right to vote.

4.2 Conditions of Admission

Members must share the goals and philosophy of the corporation. Failure to do so can be grounds for revocation of membership.

4.3 Subscription

The amount of the members' annual membership fees are determined by the Board of Directors on an annual basis.

4.4 Register

The Board must keep an up-to-date register of the Corporation's members.

4.5 Resignation

4.5.1 A member can withdraw from the Corporation by giving her/his resignation, verbally or in writing, to the Secretary of the Board.

c) Current staff. These staff have the right to vote as long as they represent less than half of all voting members present at a meeting. If they represent **half or more** of all voting members, they must abstain from voting at that meeting.

4.1.2 Honorary Members

The Board can name any person deemed fit, the title of 'honorary member'. Honorary members do not have the right to vote. **This title is given until such time that the person renounces it or the Board revokes it.**

4.2 Conditions of Admission

Members must share the goals and philosophy of the corporation. Failure to do so can be grounds for revocation of membership.

4.3 Subscription

The amount of the members' annual membership fees are determined by the Board of Directors on an annual basis.

4.4 Register

The Board **ensures that an up-to-date register of the Corporation's members is kept.**

4.5 Resignation

4.5.1 A member can withdraw from the Corporation by her/his resignation, in writing, to the **Governance Coordinator.**

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4.5.2 The Secretary must inform the Board of each resignation.

4.6 Dismissal

A member can be dismissed for serious reasons, if voted so by a majority of the Board of Directors. An opportunity for the individual to defend her/his case must be given to any such person prior to a decision.

4.7 Participation

Member organizations are encouraged to contribute to the development of the organization and its activities through forums, committees, requests for advice, days of reflection, etc. or at the initiative of the member organization itself.

4.5.2 **The Governance Coordinator** must inform the rest of the Staff team and the Board of each resignation.

4.6 Dismissal

A member can be dismissed for serious reasons, if voted so by a majority of the Board of Directors. An opportunity for the individual to defend her/his case must be given to any such person prior to a decision.

4.7 Voting (*moved from 4.1.1.1*)

Organizations with a valid membership more than 15 days prior to, and up to, the date of the Assembly are eligible to vote at the Assembly.

4.8 Participation

Member organizations are encouraged to contribute to the development of COCo, participate in its activities and benefit from its services. They are also welcome to take the initiative and propose other ways to engage with COCo.