### Existing Bylaws

**Context**

Our current bylaws need more clarification on what exactly constitutes a vacancy on the board.

### SECTION 6: THE BOARD OF DIRECTORS

#### 6.6 Vacancy on the Board

6.6.1

A vacancy on the Board will occur if an Administrator:

1. Dies or becomes too ill to carry out their functions;
2. Submits a written resignation;
3. Is dismissed by the assembly for failing to respect their responsibilities or the Corporation's Bylaws, goals, and philosophy;
4. Misses three (3) consecutive meetings of the Board without valid reason.

#### Proposed Amendments

**6.6 Vacancy on the Board**

6.6.1

A vacancy on the Board is defined by the termination of an Administrator's term before the 2 years on the board since the Annual general meeting (AGM) they were elected in and will occur if an Administrator:

1. Dies or becomes too ill to carry out their functions;
2. Submits a written resignation;
3. Is dismissed by the assembly for failing to respect their responsibilities or the Corporation's Bylaws, goals, and philosophy;
4. Misses three (3) consecutive meetings of the Board without valid reason.
Context

1. Adding clarity on what is the term of office for the appointed member.

2. Adding more clarity and specification on what type of seats can be open to appointment by the existing board and which need to wait for the next AGM or SGM to be filled. The appointed member will fulfill adequately all tasks and responsibilities of a board member, including having the right to vote, to make decisions, as specified in article 6.4. The logic for this clarity is that the administrators have the power to appoint a new member when a seat is vacant due to the interruption of an administrator’s mandate, whereas the seats left unfilled at an AGM were seats that were never elected, a seat with an expired term, therefore cannot be considered as vacant. So the administrators have no power to appoint new members to those seats and must wait for another AGM or call a SGM to hold elections with the organization’s members. As Cumming explains, “there would be a flaw in the system of elections for this position”.

6.6.2

If an Administrator’s position becomes vacant during the course of the year, the remaining administrators may appoint whomever they feel fitting to the vacant position until the next Annual General Meeting. This appointed member is selected on the basis of their community experience and their ability to adequately fulfill the required roles and responsibilities of a Board Member until the next AGM. Remaining Administrators must be in sufficient numbers to constitute quorum at the moment of addressing the vacancy.

6.6.2

If an Administrator’s position becomes vacant during the course of the year, the remaining administrators may appoint whomever they feel fitting to the vacant position to complete the administrator’s term until the appointed member can be properly elected into the Board of Directors at the next Annual General Meeting. This appointed member is selected on the basis of their community experience and their ability to adequately fulfill the required roles and responsibilities of a Board Member until the next AGM. This action does not include appointing members to seats on the Board that were not filled during the previous AGM, but only to those once occupied by a member and later became vacant during the year (before the next AGM). Seats that remain empty after the closing of an AGM can be filled later in the year by calling a member’s election during a Special General Meeting (SGM). Remaining Administrators must be in sufficient numbers to constitute quorum at the moment of addressing the vacancy.
### 6.9 Quorum

#### Context

1. Adding clarification on what is taken into consideration when we talk about quorum, and what happens when there are vacant or empty seats. The quorum lasting until the end of the meeting ensures the decisions and discussions held in the meetings meet democratic and ethical standards of practice. The quorum is set by the number of seats actively occupied on the board and not by the total seats on the board (9).

2. Addition of the specification of 3 or fewer members on the board and the recommendation to call for a Special General Meeting (SGM) is to prevent 2 people from presuming absolute control of the organization and making unilateral decisions. Since an SGM is called by Board consensus, this SGM would be called by the organization’s members to make sure that the decision still follows democratic practices. Since the staff team are also members, we can help implement this article of our bylaws.

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<th>6.9 Quorum</th>
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<td>The quorum for Board of Directors meetings will be set at more than 50% of the total Board Members.</td>
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<td>The quorum for Board of Directors meetings will be set at more than 50% of the total number of occupied seats on the Board. This does not include vacant seats, or seats left unfilled at the last AGM. The quorum must last throughout the entire meeting for the meeting to be legitimate.</td>
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<td>If the number of occupied seats is 3 or fewer, a SGM must be called by the voting members of the organization (following item 2 of article 5.6.1 of the Bylaws) to elect more Administrators before a next Board meeting can take place.</td>
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