



Key Changes Proposed in 2021 Bylaws

Article additions, clarifications, and major changes:

1. Article I, Section 1: This article was added to state the name of the organization, consistent with modern practice.
2. Article IV, Section 5a: The term quorum was defined.
3. Article IV, Section 5b: A proxy voting provision was added.
4. Article V: Board of Directors: The name of the “Governing Board” was changed to “Board of Directors,” consistent with current practices. This article is an addition to the Bylaws to describe the eligibility, function and make-up of the Board.
5. Article V, Section 5: Terms and term limits established for Board Officers and Directors.
6. Article V, Section 8: Removal of directors provision was added that allows Board to remove directors for cause; removing a director without cause must be done by a meeting of the members.
7. Article V, Section 15: All Board members are voting members.
8. Article VII: Staff and Registered Office: This article was added, consistent with modern practice.
9. Article VIII: Updated to reflect committee definitions:
 1. Section 1: Committees of the Board = all members are Board members.
 2. Section 2: Appointed Committees of the Board = may have some Board members or not. If any non-directors serve on a committee, then it cannot be a committee of the board.

Other things to note:

1. The name “Governing Board” will be changed to “Board of Directors,” consistent with modern practice.
2. The title of “President” of the Board will be changed to “Chair” of the Board, consistent with modern practice.
3. The title of “Councilor” will be changed to “Director,” consistent with modern practice.
4. The size of the Board is recommended at 11-13 members in the 2021 proposed bylaws, of which five (5) are Officers, and six (6) to eight (8) are Directors. In the 2014 Bylaws, the Governing Board size was four (4) officers and at least four (4) Councilors.
5. Finance & Audit Committees were combined, per current practice.
6. Development Committee was added to reflect the organization’s culture of philanthropy to assist in funding the mission.