

## BYLAW REVIEW MEETING PART 2: RETURN OF THE BYLAW

Members present: Edward W, Chris L, Claire M, Megan W, Yvonne H, Natalie G, Liam L, Cam B, Marlene L, Jenn N.

Quorum: Yes.

Meeting begins 1:16 pm

- Review of the rules of order:
- Reading of bylaws by each person. Consensus.
- Member asked for clarification: that draft versions of existing policy will apply to the revised bylaws?
  - Board affirmed that this is the case; reiterated that policy is open to change, and that bylaws generate policy rather than the other way around.

2.1

- Clarification from member as to how the application for membership in Kindle Arts works. Note that bylaw has been amended to reflect motions of previous meeting.
- Motion to adopt text as is? Consensus. Motion carried.

2.2

- Motion to adopt text as is? Consensus. Motion carried.

2.3

- Discussion on process of paying membership dues, the carry-forward effect of dues, the cut-off date for 'in good standing'.
- Member raises concerns over d) 'at the discretion of the Board'.
- Member clarifies the need for some discretion by boards given the variety of ways community members have contributed to Kindle Arts.
- Motion to adopt text as is? Consensus. Motion carried.

2.4

- Motion to adopt text as is? Consensus. Motion carried.

2.5

- Discussion and debate about
- Motion to adopt text as is? Majority rules; Motion carried.

2.6

- Motion to adopt text as is? Consensus. Motion carried.

2.7

- Text amended to read "a) is not a voting member."
- Motion to adopt amended text? Consensus. Motion carried.

## 2.8

- Motion to adopt text as is? Consensus. Motion carried.

## 2.9

- In order to protect the privacy of a member facing expulsion, members propose that individuals should have the opportunity to make a representation of their case to the board of directors before having to do so at a public general meeting of the society.
- double check that any change is in accordance with the Act.
- Motion to adopt “ b) give the member a reasonable opportunity to make representations to the board respecting the proposed expulsion.” Majority rules; 2 opposed; motion passed.

## 3.1

- Motion to adopt text as is? Majority rules; 2 opposed; motion passed.

## 3.12

- Members propose that long-term/short-term planning of each board be included and enshrined in the bylaws.
- Member reiterates that attempting to reduce prescriptive language within the bylaws and minimize bureaucracy is part of society’s mandate.
- Member points out that using a Bylaw 3.13 resolution is feasible to mandate future boards to develop, make progress upon, and report to the society, the short and long-term goals/objectives of the society.
- Motion “f) at least once per year receive the director's report on the short term and long term objectives and action plan.”
- Majority opposed, 4 in favour. Motion defeated.

## 3.12

- Getting items from the membership onto the agenda of a general meeting?
- Does the board have a clear way for members to put items onto the agenda?
- Member would like transparent process by which the board adds business to the agenda.
- Concerns from members that the board may not choose to recognize proposed items and thus there should be a bylaw mechanism for ensuring items that have membership support.
- Previous boards have chosen not to bring forward suggestions;
- Motion: “f) the board shall have a clear and transparent policy for accepting new business from members.”
- Majority opposed, 4 in favour. Motion defeated.
- Comment that the intent of this motion is satisfied by 3.13

### 3.12

- Motion to adopt text as is? Consensus. Motion carried.

### 3.13

- Discussion of the percentage needed for members to requisition an item to a general meeting.
- Motion to change the percentage of members from 10 to 5%.
- Majority in favour, 1 abstention. Motion passes.

### 3.13

- Motion to adopt amended text? Consensus. Motion carried.

### 3.14

- Motion to strike 'or after'
- Motion to adopt amended text? Consensus. Motion carried.

### 3.15

- Motion to adopt text as is? Consensus. Motion carried.

### 3.16

- Motion to adopt text as is? Consensus. Motion carried.

### 3.17

- Motion to adopt text as is? Consensus. Motion carried.

### 4.1

- Motion to adopt text as is? Consensus. Motion carried.

### 4.2

- Member query as to why director terms have been reduced from 2 to 1 year terms?
- Member cites high burnout rate for board members.
- Member reminds us that there is no limit on consecutive terms.
- 2 year terms originally meant for continuity.
- Motion to adopt text as is? Consensus. Motion carried.

### 4.3

- Motion to adopt text as is? Consensus. Motion carried.

### 4.4

- Text amended to 'at the election of the board of directors'.
- Motion to adopt amended text? Consensus. Motion carried.

#### 4.5

- Title change to: **Removal of a Director by the membership.**
- Change the percentage of membership from 30% to 10%?
- Members argue that 10% is too low.
- *Petition* of 30% is not onerous for membership as opposed to *members being present*.
- Counter-point that membership turnout is generally low, so requirements should reflect that lower investment.
- Question of awareness of misbehaving directors by 30% of membership?
- Discussion of 10/15/20% as threshold.
- Motion to amend to '15% or more'.
- Motion to adopt amended text? Consensus. Motion carried.

#### 4.5

- Motion to adopt text as is? Consensus. Motion carried.

#### 4.6

- Bylaw exists to allow boards to function successfully; loss of one difficult director can still allow a board to function.
- Members feel that elected directors should not be able to be removed by the board without consultation; language currently exists in old bylaws.
- Should removal warrant public announcement? - covered by minutes.
- Motion to adopt text as is? Majority in favour, 1 opposed. Motion passed.

#### 4.7

- Director's statement (get extensive details from Megan)
- Member notes that much of this is covered by the vision statement / policy.
- Motion to adopt text? Majority opposed, 1 in favour. Motion defeated.

#### 5.1

- Motion to adopt text as is? Consensus. Motion carried.

#### 5.2

- Motion to adopt text as is? Consensus. Motion carried.

#### 5.3

- Much discussion on inclusion or exclusion of 'accidental omission' in text.
- Member feels that phrase is redundant, and may have specific legal ramifications.
- Motion to strike 'accidental omission'.
- Majority opposed, 3 in favour. Motion defeated.
- Motion to accept text as originally presented.
- Majority in favour, 4 opposed. Motion passed

#### 5.4

- Motion to adopt text as is? Consensus. Motion carried.

#### 5.6

- Title change to **Membership attendance at Board meetings**.
- Members are welcome to attend Board Meetings; the board simply prefers that notice of intent to attend is given so that the Board can arrange an appropriate venue.
- Motion to adopt text as is? Consensus. Motion carried.

#### 6.1

- Motion to adopt text as is? Consensus. Motion carried.

#### 6.2

- Motion to adopt text as is? Consensus. Motion carried.

#### 6.3

- Motion to adopt text as is? Consensus. Motion carried.

#### 6.4

- Motion to adopt text as is? Consensus. Motion carried.

#### 6.5

- Motion to adopt text as is? Consensus. Motion carried.

#### 6.6

- Motion to adopt text as is? Consensus. Motion carried.

#### 6.7

- Motion to add to “e) preparing quarterly financial statements that are shared with the membership.”
- Members feel that reports should be required as part of bylaws - generate more information on a regular basis, and published to promote engagement from society.
- Member argues against prescriptive language and additional duties. Reporting and methods of doing so have depended on Board member’s individual contributions.
- Member proposes that perhaps financial role should be outsourced.
- Motion withdrawn.
- Motion to adopt text as is? Majority in favour, 2 opposed. Motion passed.

#### 7.1

- Motion to adopt text as is? Consensus. Motion carried.

## 7.2

- Motion to adopt text as is? Consensus. Motion carried.

## 7.3

- Motion to add “Directors whom are an intimate couple or directors that develop an ongoing intimate relationship (three months or more), may not both have signing authority as long as the intimate relationship persists, in order to eliminate conflict of interest and undue influence of a director by another director. The decision as to which director relinquishes their signing authority will be decided at an extraordinary meeting and will appear in the minutes.”
- Member feels that regulating romantic/sex lives of directors is inappropriate, and [probably] illegal under the *Human Rights Act*.
- Member argues that corporations often employ rules against relationships in the workplace, ergo precedence for the society to prevent this.
- Member argues that collusion by two directors is possible and eloping with society funds is worst-case scenario, thus proposal bylaw would guard against it.
- Majority opposed, 3 in favour. Motion defeated.

## 8.1

- Motion to adopt text as is? Consensus. Motion carried.

## 8.2

- Discussion of \$ amount of the bylaw - reflects growth in membership and changes to event scale.
- Motion to adopt text as is? Consensus. Motion carried

## 8.3

- Motion to adopt text as is? Majority in favour, 2 abstentions. Motion passed

## 9.1

- Motion to adopt text as is? Consensus. Motion carried

## 10.1

- Member notes that instead of winding-up, a society may also entertain the possibility of becoming a business.
- Motion to adopt text as is? Consensus. Motion carried.

## 10.2

- Motion to adopt text as is? Consensus. Motion carried.

Meeting adjourned: 4:26 pm