

## **By-Law Committee Meeting**

Wed, May 13, 2020

Present: G. Budd      P. Sobey      C. Saveland      B. Hebert (recorder)

Regrets: AS. Marsolais   B. Fern      W. Shublaq

### **AGENDA**

1. Call to order: 6:04pm MST – G. Budd
2. Adoption of Agenda & Additions:
  - Review of Last Minutes from April 2, 2020 (Appendix 1)
  - No additions to the agenda
  - Motion by P. Sobey to adopt agenda, seconded by C. Saveland
3. Review of Bylaw articles:
  - These are amendments to bring forward at the Board of Directors Meeting in November
  - C. Saveland – Articles 1-3
    - i. Article #1
      - 1.1 – Paul to look at the Canada Not – For Profit Organization act – ensure we are using the current act
      - Are these articles of amendment the mechanism to change the bylaws without ministry approval?
      - If we are to change the bylaws, we need 2/3 special resolution
    - ii. Article #2
      - 2.2 – we have never had a corporate seal
      - The seal is a receipt of the electronic email
      - Leave this bylaw in because of its historical relevance
    - iii. Article #3
      - 3.2 – Membership Classes
      - 2 classes of memberships full and associates – but associate members are not allowed to vote
      - To be a full member you must be a member in good standing with a regulatory body
      - How do we determine who is full or an associate member?
        - a. We do not require anyone to present a letter of standing in our membership (honour system)

- b. Add a disclaimer to the membership registration that the individual is in good standing
      - Only full members can vote, and a full member is a person in good standing of a regulatory body
      - If we are doing the AGM how are we determining who is a full or associate member?
        - c. At a beginning of a meeting we would have to separate the eligible voters by color
      - Christine to send Becca in the revisions and recommendations
- P. Sobey – Articles 4-6
  - iv. Article 4
    - 4.2 – “Any other matters of business shall constitute special business and a special meeting will need to be held.”, is an obstructive comment – recommendation to eliminate this sentence
    - 4.3 – Change the title “proposal” – can we use better language
      - a. Needs to be consistent with the way we speak and the way we record our minutes
      - b. Proposals must be submitted before the AGM
    - 4.4 – Special Meeting – is this part of the act?
    - 4.6 – Interesting clause as it allows members and BOD to have the right to be at this meeting and argue against the business being discussed
      - c. Preserves the right of an individual to shut down a meeting unlawfully
    - 4.9 – Quorum is only 25%
      - d. As we move to more virtual and electronic conferences and meetings, we may have a higher number of participants – we may want to increase the quorum
      - e. You cannot attend the AGM if you are not able to vote – raises a huge issue about who can attend the meetings
      - f. Full members need to be better defined
    - 4.10 – Clunky
      - g. If you have electronic proxies how can you confirm which individuals gave and received the vote

- h. Paul to create a recommendation on how to deal with proxies
      - i. In Person Meeting
      - ii. Fully Virtual Meeting (how do we confirm the proxies are legitimately signed)
      - iii. Hybrid Event
    - Becca/Paul ask Marilyn about membership definitions
    - 4.13 – Remote Voting
      - i. Paul to read through 4.10 and 4.13 to look at options to conduct the meeting in an appropriate manner
  - v. Article 5
    - 5.5 – Every single year BOD and members should sign a disclaimer
    - 5.11 – BOD can fill in an individual if a BOD member leaves before the 4-year term is completed
    - 5.13 – Borrow money without authorization of the members
      - a. Make a new clause regarding the direction of our assets (make a 5.14)
- G. Budd – Articles 7-9
  - vi. Article 7
    - 7.7 – All motions must be kept in writing – they are all documented in BOD and Committee meeting minutes
    - 9 – Because we have no executive director (we are not large enough) the position has been kept available in case we become big enough
      - a. Should the job responsibility of the executive director be transferred to the president (strategic direction)
      - b. Discussion for the BOD
- AS. Marsolais – Articles 10-12
  - vii. To be discussed at next meeting
- W. Shublaq – Articles 13 -15
  - Reported by G. Budd
    - i. Article 13
      - 13.3 – Suggests that any member of CSAM who is presenting, offering, or commenting an opinion must disclose that his/her opinions are not endorsed by CSAM

- ii. Article 14
  - Suggests article be called ethics & strategic vision
- iii. Article 15
  - Suggests article be called Special resolutions and voting by class in accordance with strategic planning
- Next Steps:
  - iv. B. Hebert to follow up with AS. Marsolais
  - v. Everyone to send B. Hebert amendment recommendations – (B. Hebert will compile all recommendations)
  - vi. Bylaws Committee will meet 30-45 days after the amendment’s recommendations are compiled
  - vii. At the next bylaws meeting the committee will create 4-5 resolutions to present to the BOD at the in-person BOD meeting in November
- 4. Next meeting:
  - Start meeting at 5:30 MST
  - 30 – 45 days after compiled amendments are sent to the committee
- 5. Adjournment: 7:08pm MST – G. Budd

**Action Items:**

**All**

- Send article recommendations into B. Hebert for her to compile the list (template form was sent by M. Dorozio after the last meeting)

**P. Sobey**

- Review/look into the Canada Not for Profit Act (ensure we are following the current act)
- Create recommendations on how to deal with proxy votes at a in person, fully virtual or hybrid meeting
- Ask M. Dorozio about membership definitions
- Read through 4.10 and 4.13 to look at options to conduct the meeting in an appropriate manner

**B. Hebert**

- Ask M. Dorozio about membership definitions
- Follow up with AS. Marsolais for her article recommendations
- Compile all committee member recommendations and send out
- Article 9 – Discussion for CSAM BOD – put on the next agenda
- Send out a doodle poll for the next meeting



## **Appendix 1**

### **BYLAWS Committee Meeting April 2, 2020**

**Present:** G. Budd, AS. Marsolais C. Saveland W. Shublaq P. Sobey  
M. Dorozio (recorder for R. Hebert)

**Regrets:** B. Fern

**Call to order by G Budd:** 6:02 MST and thanked all for their time

**Agenda:** No additions to the agenda

#### **Purpose of meeting:**

- As the Bylaws reflect the function of the Society need to review periodically to ensure they are still fulfilling their role
- Determine the goals of the Committee – what work has to be done and how to go forward
- How to proceed with implementation and operationalization of Strategic Planning in Committee activities:
  - Split Bylaws to look at each article/clauses and its functionality and alignment with the strategic goals
  - Where there is hindrance or restriction by the article – suggested modification for alignment
  - Identify what the Bylaws allow and do not allow to do for example in addressing allowing for Best Practice guidelines during a crisis or when speaking (Public Statements) out to mitigate higher risks

#### **Review of Bylaw articles:**

- Each Committee member to look at 3 articles:
  - 1-3 Christine
  - 4-6 Paul
  - 7-9 George
  - 10-12 Anne Sophie
  - 13-15 Wael
- Using template attached to agenda to identify alignment or need for modifications to align with CSAM-SMCA Strategic Plan
- Marilyn will create a table and after approval by Paul and George – send to committee members to capture: areas of deficit, modifications suggested, strategic elements involved, etc.

#### **New Business:**

- Suggestion to bring forth the possible addition of 'Functionality' to the Strategic Plan verbage of 'Hope' and 'Dignity'

**Next Meeting:** Agreement to 1 month to look and review 3 Bylaw articles. Week of May 4<sup>th</sup> – Doodle poll to be sent.

**Adjournment:** 6:37 MST

