

## **Bylaw amendments (changes to Part 5 and addition of Part 6):**

### **Part 5 – Directors**

#### **5.1 Management of Property and Affairs**

The property and the affairs of the Society will be managed by the Board

#### **5.2 Composition of Board**

The Board will be composed of not less than seven (7) and not more than eleven (11) Directors, one of whom may be the immediate past-president of the Society, if any,

#### **5.3 Directors Subscribe to and Support Purposes**

Every Director has a fiduciary duty to the Society as a whole and will unreservedly subscribe to and support the purposes of the Society

#### **5.4 Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

#### **5.5 Qualifications of Directors**

Pursuant to the *Societies Act*, A person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- (a) Is less than eighteen (18) years of age;
- (b) Has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) Is an undischarged bankrupt; or
- (d) Has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the *Societies Act*

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she is not:

- (e) An Active member in good standing
- (f) An Honorary member

#### **5.6 Transition of Directors**

Each Person who is a director on the date these Bylaws become effective will continue as a Director for the term to which he or she was originally elected.

### 5.7 Town of Comox Representative

The Town of Comox shall always be entitled to have a representative act as a liaison to the board. The representative is not entitled to a vote

### 5.8 Nominations of Directors

- (a) At least five (5) months prior to an annual general meeting, the Board must appoint a nominating committee consisting of at least three (3) Persons, at least two (2) of whom shall be Directors and at least one (1) of whom is not a Director but shall be either an Active Member, or an Honorary Member.
- (b) Any Member in good standing may nominate a Person, who meets all of the qualifications of director, to stand for election as a member of the Board, provided that such nomination is made in writing and such nomination is delivered to the Address of the Society not later than three (3) months prior to the next annual general meeting being held. A brief bio must accompany this submission.
- (c) The nominating committee will review each nominee considering the qualifications, skills, knowledge and experience of the nominee that complement the Board composition.
- (d) If the nominating committee determines that there is one or more than one nominee that should be recommended to stand for election, the nominating committee will recommend to the Board that nominee or those nominees (as the case may be).
- (e) The Board will approve a slate of nominees, if any.
- (f) At the next annual general meeting, the Board will present the nominees, if any, to stand for election as Directors.
- (g) No nominations may be made from the floor of the general meeting at which the Directors are to be elected.

### 5.9 Election or Appointment of Directors

Directors, other than the immediate past-president, will be elected by the Members at the annual general meeting and will take office commencing at the close of such meeting. Voting is generally by show of hands and voting by proxy is not permitted.

Between annual general meetings the Board may appoint one or more additional Directors, but any such appointment shall not cause the composition of the Board to exceed the maximum numbers of Directors set out in section 5.2 of these Bylaws. A director appointed by the Board between annual general meetings ceases to be a Director at the close of the next annual general meeting unless elected by the Members to continue in office.

### 5.10 Election by Secret Ballot

In elections where there are more duly nominated candidates for election than vacant positions for Directors, elections will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of votes received. A tie between two or more candidates for the final vacancy will be decided by run-off election between the tied candidates, following, if still necessary, by drawing lots.

### 5.11 Voiding of Ballot

No member will vote for more Directors than the number of vacant positions of Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

#### **5.12 Past President**

The Person who was the President immediately prior to the current President shall, if he or she consents to continue as a Director, be the past-president. The term of office as Director for a past-president is deemed to be extended until a new past-president arises, to a maximum of three (3) additional years.

#### **5.13 Term of Office**

Elections for Directors will normally be held at the annual general meeting and the term of office of Directors will be three (3) years.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at a general meeting other than an annual general meeting, his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such general meeting

#### **5.14 Consecutive Terms and Term Limits**

Directors may be elected for up to six (6) consecutive years (two terms). A person who has served six (6) consecutive years as a Director may be nominated for an additional 3-year term at the discretion of the board.

#### **5.15 Extension of Term to maintain minimum number of Directors**

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires. Notwithstanding the foregoing, if no successors are elected as Directors and the result is that the number of Directors would fall below three (3) the Person or Persons previously elected as Directors may continue to hold office until such time as successor Directors are elected.

#### **5.16 Appointment to fill Vacancy**

If a Director ceases to hold office, the Board may appoint an eligible member as a replacement Director to take the place of such Director until the next annual general meeting. The appointment of a member to fill a vacancy does not count toward the term limits described above.

#### **5.17 Removal of Director**

The Members may remove a director before the expiration of such Director's terms of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

#### **5.18 Ceasing to be a Director**

A person will automatically cease to be a director:

- (a) Upon the date which is the later of the date of delivering his or her resignation in writing to the address of the Society and the effective date of the resignation stated therein; or
- (b) Upon the expiry of his or her term, unless re-elected or
- (c) Upon the date such Person is no longer qualified in accordance with section 5.5 or
- (d) Upon missing three (3) consecutive meetings of the Directors or 50% of all directors' meeting in any one year, with a reason deemed acceptable to the Board
- (e) Upon his or her removal; or
- (f) Upon his or her death

### 5.19 Remuneration of Directors and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director, provided however that a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

## Part 6 – Powers of the Board

### 6.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in general meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

### 6.2 Duties of Directors

Pursuant to the *Societies Act*, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with *Societies Act* and the regulations thereunder; and
- (d) subject to sections 6.2(a) to 6.2(c), act in accordance with these Bylaws.

Without limiting sections 6.2(a) to 6.2(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

### 6.3 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no such rule, regulation, policy or procedure may be inconsistent with the *Societies Act*, the Constitution or these Bylaws.

### 6.4 Executive Director

The Board will engage an executive director to be the chief executive officer for the Society and the Board will be responsible to set the remuneration of the executive director and to evaluate the executive director's performance from time to time.

#### **6.5 Investment of Property and Standard of Care**

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and disbursement requirements of the Society.