

SUGGESTED CHANGES TO BYLAWS

EXISTING	ISSUE	SUGGESTED
Article 3.1 MEMBERSHIP Membership in the Corporation is open to any watershed resident, land owner, or any other individual or organization in agreement with the purpose and objectives of the Corporation and who has signed a supporter card, membership form, or other similar written request.	Since we did away with membership dues several years ago, we haven't required members to sign anything. We believe the requirement is redundant. Suggest also that we introduce the term "community of interest".	Membership in the Corporation is open to any watershed resident, landowner , or any other individual or organization in agreement with the purpose and objectives of the Corporation and who has signed a supporter card, membership form, or other similar written request. Members of the Corporation may also be referred to in these Bylaws as the "community of interest".
Article 4.3 BOARD OF DIRECTORS At the first meeting of the Corporation following its incorporation, which meeting shall be held for the purpose of electing Directors, all Directors shall be elected for a period of one year.	This article is redundant as the Corporation is well beyond the "first meeting of the Corporation following its incorporation".	
Article 4.6 If it is necessary to replace a Director for reasons such as resignation, withdrawal, death, or removal from office, a successor shall be elected by the members of the Corporation at a special meeting held for that purpose or at the next annual meeting; such successor shall complete the term of the Director who is replaced.	It should not be necessary to hold a Special General Meeting of the Corporation just to replace a Board member. Changing "shall" to "may" would give the Board the option of replacing the Board member or not, depending on the number of remaining Board members required to carry on the business of the Corporation.	If it is necessary to replace a Director for reasons such as resignation, withdrawal, death, or removal from office, a successor may be elected by the members of the Board at a special meeting held for that purpose or at the next annual meeting ; such successor shall complete the term of the Director who is replaced.
Article 5.1 MEETINGS The Annual Meeting of the members for the election of directors and for the transaction of other business shall be held at the Office of the Corporation, within two months of the fiscal year-end, or at such other place, as the Board of Directors may decide.	Two months from the end of the fiscal year does not give us enough time. Changing to seven months would give us until the end of October.	The Annual General Meeting of the members for the election of directors and for the transaction of other business shall be held at the Office of the Corporation, within seven months of the fiscal year-end, or at such other place, as the Board of Directors may decide.
Article 5.1 MEETINGS Notice of the time and place of the annual meeting of the Corporation shall be given to the members in writing by ordinary mail or by e-mail at least seven days prior to such meeting. Notice for the Annual General Meeting shall be advertised by newspaper at least seven days prior to such meeting.	There are two issues here: definition of "membership" and requirement to advertise in the newspaper. Suggest that we use the term "community of interest" and "advertised by the two most commonly used methods to inform the community of interest".	Notice of the time and place of the Annual General Meeting of the Corporation shall be given to the community of interest in writing by ordinary mail or by e-mail at least seven days prior to such meeting. Notice of the Annual General Meeting shall be advertised by the two most commonly used methods to inform the community of interest at least seven days prior to such meeting.
Article 5.2 MEETINGS Special meetings of the Corporation may be held at such times and places as may be ordered by the Board of Directors or as may be requested in writing to the Secretary by three members of the Corporation.	Requests for special meetings should be sent to the Chair rather than to the Secretary.	Special Meetings of the Corporation may be held at such times and places as may be ordered by the Board of Directors or as may be requested in writing to the Chair by three members of the Corporation.

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Article 8.3 BYLAWS Proposed amendments are to be distributed to the membership at least seven days before the meeting.	Definition of “membership”	Proposed amendments to the Bylaws are to be advertised publicly and to the community of interest at least seven days before the meeting.
Article 10.1.5 DUTIES OF OFFICERS In the absence or incapacity of the Chair, at any meeting of the Corporation or of the Directors, the Vice-Chairperson shall act as Chairperson of such Meeting. She or he shall have the same power and authority as the regular Chairperson.	Use inclusive language: replace “She or he” with “they”.	In the absence or incapacity of the Chair, at any meeting of the Corporation or of the Directors, the Vice-Chairperson shall act as Chairperson of such Meeting. They shall have the same power and authority as the regular Chairperson.
Article 10.2.2 DUTIES OF OFFICERS The Secretary shall give notice of meetings of the Corporation when required by the Chairperson of the Corporation or on request, in writing, of three members of the Corporation.	The current practice is for the Chair to give notice of meetings.	The Chair shall give notice of regular meetings of the Corporation when required by the Chairperson of the Corporation or of Special Meetings on request, in writing, of three members of the Corporation.
Article 10.2.3 DUTIES OF OFFICERS The Secretary or designate, shall keep an accurate record showing the name and contact information of each member of the Corporation and if a person’s membership is terminated for any cause, the Secretary or designate shall keep a record of that fact.	The definition of “membership”. Suggest the article be removed entirely if we change “member” to “community of interest” as it would become redundant.	
Article 10.3.2 DUTIES OF OFFICERS The Treasurer shall disburse monies of the Corporation only upon the Order of the Board of Directors, and only with the signatures of two authorized individuals (such as Directors or Watershed Coordinator), one of whom shall be the Treasurer.	Who can disburse monies (sign cheques) in the absence of the Treasurer?	The Treasurer shall disburse monies of the Corporation only upon the Order of the Board of Directors, and only with the signatures of two authorized individuals (such as Directors or Watershed Coordinator), one of whom shall be the Treasurer or, in the absence of the Treasurer, the Chair.
Article 15 WITHDRAWAL FROM MEMBERSHIP Any member may withdraw from membership in the Corporation by submitting his or her written resignation to the Secretary, who shall record the resignation on the membership list.	The definition of “membership”. Suggest the article be removed entirely if we change “member” to “community of interest” as it would become redundant.	
	Style changes: Standardize “Annual General Meeting” and “Special Meeting”	