

# Constitution & By-Law Updates



# Summary

- Significant cleanup
- Purpose
  - ONCA compliance
  - Discontinuation of Advisory Council
  - Update Board composition
  - General cleanup
- Scope of Changes
  - Constitution
  - Bylaws
  - Letters patent



# Constitution & Bylaws - ONCA

- Background
  - Board provides direction for the organization
    - Led by board chair
  - Officers are in charge of implementing details
    - Appointed by the board
- Changes
  - Clarify differentiation between directors and officers
    - Officers do not need to be directors (except for the president)
  - Clarify appointment of officers & their term start date / end date
  - Clarify differentiation between board chair and president
  - Clarify delegation of chairmanship of board by president to a director who is a member
  - Update dissolution clause - must distribute to a not-for-profit or charity with similar purposes to our own.



# Constitution & Bylaws - Advisory Council

- Motivation for creating Advisory Council was good
- Implementation was not effective
- Goals are being met by other means in TCB
- Board and current Advisory Council members support disbanding the Advisory Council



# Constitution & Bylaws - Board Composition

- Goals
  - More flexibility in board membership composition
  - Retain member control of board of directors
- Changes
  - Reduce % of members required on board from 60% to 50%
  - Ensure that tie breaking vote goes to acting board chair, who must be a member (previously chair did not have to be a member if president was not there)
  - Ensure that board quorum requires that 50% of directors present be members (quorum did not require 50% members before)
- Result
  - Board can be split 6:6, 6:5, 5:5, 5:5, 4:4, 4:3 members:non-members
  - Board is elected by members annually
  - Members retain control of board discussions and official proceedings



# Constitution & Bylaws - Miscellaneous

- Remove mention of tax receipts - we are not a charity
- Grammatical cleanup
- Clarify director terms in certain conditions
- Move business and mailing address from Karen Sexton's home to Tony Field's home (physical records are already at Tony's home and this will simplify mail delivery)
- Remove mention of petty cash account (we do not have one)
- Allow outgoing online transactions with two electronic sign-offs (new tech has allowed smoother operations)