

## Proposed Changes to By-Law No.1

### Membership Vote – June 28, 2022

By-Law 1 - Section 1 1.07 Vacancy in Office	
Existing	Proposed
<p>The Board may remove, for cause, any Director of the Corporation. Unless so removed any Director shall hold office until the earlier of:</p> <ul style="list-style-type: none"> <li>a. The Director’s resignation</li> <li>b. Such Director ceasing to be a Director</li> <li>c. Such Director dies</li> </ul> <p>The Board may, by resolution, appoint a person to fill a vacancy until the next Annual General Meeting at which time he/she may stand for election to the Board of Directors.</p>	<p>The Board may remove, for cause, any Director of the Corporation. Unless so removed any Director shall hold office until the earlier of:</p> <ul style="list-style-type: none"> <li>a. The Director’s resignation</li> <li>b. Such Director ceasing to be a Director</li> <li>c. Such Director dies</li> </ul> <p>The Board may, by resolution, appoint a person to fill a vacancy until the next Annual General Meeting at which time he/she may stand for election to the Board of Directors.</p> <p style="background-color: yellow;">A Director seeking a leave of absence from the Board is permitted for a maximum period of twelve (12) months total or consecutive over a period of four (4) years. The leave of absence shall run concurrent with the Directors appointment on the Board. It is recommended that a notice of 30 days be given prior to departure.</p>

## By-Law 1 - Section 5

### 5.01 Recruitment & Development Committee

Existing	Proposed
<p data-bbox="131 359 784 470">The Recruitment and Development Committee shall be appointed by the Board and chaired by the Vice-President.</p> <p data-bbox="131 512 797 659">The Committee shall recruit and nominate a slate of candidates for the positions outlined in By-Law No. 1, Section 1.04 for presentation to the Board.</p> <p data-bbox="131 701 773 890">At the Annual General Meeting, the slate of candidates shall be elected and shall be presented to the membership for ratification as outlined in By-Law No. 1, Section 4.03 (a) (iv).</p> <p data-bbox="131 932 753 1043">The Committee shall be responsible for recommending candidate(s) to fill any vacancy throughout the fiscal year.</p> <p data-bbox="131 1085 699 1155">The members of the Committee are eligible for nomination.</p>	<p data-bbox="849 359 1487 548">The Recruitment &amp; Development Committee shall be appointed by the Board and chaired by a Board Member. See the Terms of Reference for composition.</p> <p data-bbox="849 590 1516 737">The Committee shall recruit and nominate a slate of candidates for the positions outlined in By-Law No. 1, Section 1.04 for presentation to the Board.</p> <p data-bbox="849 779 1490 968">At the Annual General Meeting, the slate of candidates shall be elected and shall be presented to the membership for ratification as outlined in By-Law No. 1, Section 4.03 (a) (iv).</p> <p data-bbox="849 1010 1471 1121">The Committee shall be responsible for recommending candidate(s) to fill any vacancy throughout the fiscal year.</p> <p data-bbox="849 1163 1417 1232">The members of the Committee are eligible for nomination.</p>

**By-Law 1 - Section 5**  
**5.04 Fund Development Committee**

Existing	Proposed
Addition	<p>The Fund Development Committee shall be appointed by the Board and chaired by a Board Member. See the Terms of Reference for composition.</p> <p>The Fund Development Committee acts on behalf of the Board and supports its oversight responsibilities relating to fundraising and capital development initiatives, policies, and governance.</p>

**By-Law 1 - Section 5**  
**5.05 CEO Performance & Evaluation Committee**

Existing	Proposed
Addition	<p>The CEO Performance &amp; Evaluation Committee shall be appointed by the Board and chaired by the President. See the Terms of Reference for composition.</p> <p>The Committee acts on behalf of the Board and is responsible for providing advice to appoint a qualified and competent individual as CEO. The Committee conducts annual formal reviews on the performance of the CEO in a manner that is transparent, respectful, developmental, and inclusive of the CEO and Board of Directors.</p>

