



West Vancouver Community Arts Council
 2021 Annual General Meeting
 Special Resolution

RESOLVED: That the Bylaws of The West Vancouver Community Arts Council be revised as follows:

Current Bylaw wording	Revised Bylaw wording <i>(changes are underlined)</i>	Reason for change
1.1 ... his or her ...	1.1 ... <u>their</u> ...	Gender neutral
2.7(a) ... his or her ...	2.7(a) ... <u>their</u> ...	Gender neutral
3.2 ... <i>(new)</i>	3.3 ... General meetings by electronic means 3.2 The Board may determine, in its discretion, to hold any general meeting in whole or in part by <u>electronic means, so as to allow some or all members to participate in the meeting remotely, in which case the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in a manner comparable to participants present in person, if any.</u>	Renumbering only Renumbering, plus explicitly allows virtual general meetings, or a hybrid of virtual/in-person
3.3 ...	3.4 ...	Renumbering only

<p>3.4 Notice of the date, time and location of a general meeting (and, if an election or appointment of directors will take place at the meeting, notice of the procedure and timeline for pre-nomination for those positions) must (a) be sent by e-mail ... (b) be posted ...</p>	<p>3.5 Notice of the date, time and location of a general meeting, <u>and if applicable, instructions for participating in the meeting by electronic means, must</u> (a) be sent by e-mail ... (b) be posted ...</p>	<p>Renumbering, plus reference to participation by electronic means, plus uncoupling of nomination timeline from AGM timeline to allow flexibility; Bylaw 4.5 will govern instead (<i>"To be nominated for election as a director on the Board, members must have complied with the pre-nomination timeline and procedure, if any, which was prescribed by the Board prior to the election."</i>)</p>
<p>3.5 through 3.15 ...</p>	<p>3.6 through 3.16 ...</p>	<p>Renumbering only</p>
<p>3.16 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.</p>	<p>3.17 At a general meeting, voting must be by a show of hands, an oral vote or another method, <u>including by electronic means</u>, that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.</p>	<p>Renumbering, plus explicitly allows electronic voting at general meetings</p>
<p>3.17 ...</p>	<p>3.18 ...</p>	<p>Renumbering only</p>
<p>3.18 ... he or she ...</p>	<p>3.19 ... <u>they</u> ...</p>	<p>Renumbering; gender neutral</p>
<p>3.19 through 3.20</p>	<p>3.20 through 3.21 ...</p>	<p>Renumbering only</p>
<p>4.1 The number of director positions on the Board is the number last set by resolution of the Board, but must be an even number not less than six.</p>	<p>4.1 The number of director positions on the Board is the number last set by resolution of the Board, <u>but must be a number</u> not less than six.</p>	<p>Frees the Board to choose any number of director positions greater than 6, not just an even number</p>
<p>4.3 Half the director positions on the Board have expiry dates in even-numbered years and half in odd-numbered years.</p>	<p>-- <i>(delete)</i></p>	<p>No longer necessary, because of revised 4.5</p>
<p>4.4 At each annual general meeting, the voting members must fill open director positions on the Board by election from among those members nominated for election.</p>	<p>4.3 At each annual general meeting, the voting members must fill open director positions on the Board by election <u>or acclamation</u> from among those members nominated for election.</p>	<p>Renumbering, plus explicitly permits director acclamation when number of nominations are equal or are less than open positions</p>
<p>4.5 ...</p>	<p>4.4 ...</p>	<p>Renumbering only</p>

<p>4.6 The term of office of a director elected at an annual general meeting extends until the second succeeding annual general meeting.</p>	<p>4.5 The term of office of a director elected at an annual general meeting <u>normally expires at the close of the second succeeding annual general meeting, but the Board may allocate shorter terms for one or more of newly elected directors if doing so would further the objective of having one-half of all positions come vacant at each of the next two succeeding annual General Meetings. The longer terms will be allocated to re-elected Directors, and the shorter terms will be allocated to newly-elected Directors, with any competing claims resolved by consensus or the drawing of lots.</u></p>	<p>Renumbering, plus allows for selecting Board terms so that, to the extent possible, one-half of all positions come vacant at each annual General Meeting</p>
<p>4.7 ... his or her ...</p>	<p>4.6 ... <u>their</u> ...</p>	<p>Renumbering; gender neutral</p>
<p>4.8 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director’s term of office.</p>	<p>4.7 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director’s term of office, <u>or as a result of the Board’s resolution to increase the number of director positions pursuant to Bylaw 4.1.</u></p>	<p>Renumbering, plus allows Board to fill any vacancy by appointment</p>
<p>4.9 The term of office of a director appointed to fill a vacancy extends until the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.</p>	<p>4.8 <u>Each director appointed to fill a vacancy must relinquish office at the next annual general meeting following the appointment, but is entitled to seek nomination for immediate re-election if otherwise eligible.</u></p>	<p>Renumbering, plus requires appointed directors to relinquish office (or seek re-election) at the subsequent annual General Meeting</p>
<p>4.10 ... his or her ...</p>	<p>4.9 ... <u>their</u> ...</p>	<p>Renumbering; gender neutral</p>
<p>5.3 ... his or her ...</p>	<p>5.3 ... <u>their</u> ...</p>	<p>Gender neutral</p>

<p>5.7 The secretary is responsible for doing, or making the necessary arrangements for, the following:</p> <ul style="list-style-type: none"> (a) issuing notices of general meetings and directors’ meetings; (b) taking minutes of general meetings and directors’ meetings; (c) keeping the records of the Society in accordance with the Act; (d) conducting the correspondence of the Board; (e) filing the annual report of the Society and making any other filings with the registrar under the Act; and (f) maintaining the register of members; except that any of the foregoing tasks may be delegated by the Board to an executive director retained by the Society, in which case the secretary must monitor and ensure the proper performance of those tasks. 	<p>5.7 The secretary is responsible for doing, or making the necessary arrangements for <u>and overseeing</u>, the following:</p> <ul style="list-style-type: none"> (a) issuing notices of general meetings and directors’ meetings; (b) taking minutes of general meetings and directors’ meetings; (c) keeping the records of the Society in accordance with the Act; (d) conducting the correspondence of the Board; (e) filing the annual report of the Society and making any other filings with the registrar under the Act; and (f) maintaining the register of members; except that any of the foregoing tasks may be delegated by the Board <u>to an executive director or senior manager retained by the Society</u>. 	<p>No change to Secretary’s list of duties, but increases options for delegation (to executive director <u>or</u> senior manager), and If duties have been delegated, Secretary is no longer responsible for monitoring and ensuring performance</p>
<p>5.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:</p> <ul style="list-style-type: none"> (a) receiving and banking monies collected from the members or other sources; (b) keeping accounting records in respect of the Society’s financial transactions; (c) preparing the Society’s financial statements; (d) making the Society’s filings respecting taxes. 	<p>5.8 The treasurer is responsible for doing, or making the necessary arrangements for <u>and overseeing</u>, the following:</p> <ul style="list-style-type: none"> <u>(a) receiving, banking and spending monies collected from the members or other sources, including the signing of cheques;</u> <u>(b) maintaining such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the Income Tax Act; and</u> <u>(c) rendering financial statements to the directors, members and others, when required.</u> 	<p>Updates Treasurer’s list of duties</p>