

Gabriola Arts Council | PROPOSED CHANGES TO BYLAWS – February 2018

CURRENT BYLAW	PROPOSED BYLAW CHANGE
<p>25 (3) Directors will hold office for two years: Five directors to be elected for the two-year period beginning July 1, 2008; four directors to be elected for the two-year period beginning July 1, 2009; and, thereafter, alternating annually.</p>	<p>(3) (i) All directors shall be elected at an annual general meeting of the society and shall be elected to hold office until the third following Annual General Meeting of the society. Three directors to be elected first cycle, three the second, and three the third.</p> <p>(3) (ii) A director or directors may be nominated and elected for a term of less than three years if the nominations committee determines that this is desirable in order to more nearly equate the number of directors whose term will expire each year.</p> <p>(3) (iii) Except under extraordinary circumstances, a director shall not serve more than two consecutive terms. The sitting board will determine the definition of “extraordinary circumstances.”</p> <p>(3) (iv) A member who has served as a director in the past may be nominated and serve for a three-year term, as long as there has been at least a one-year break in service.</p>

WHY? The current bylaw does not address the issues of recruitment, retention, and the ability to ensure the board has the skills, competencies and expertise to fully manage the ever-changing business of the society. Three years allow for the first-year learning curve; a second, more-productive year in terms of assigned tasks; and a third to allow for recruitment of the next director and the passing on of knowledge, task etc.

The limit on terms will ensure that no single director will experience “burn out” while serving, and also ensure that the board is always thinking about succession.

Along with this change, the GAC board will implement a Nominations Policy that will guide the process of nominations and ensure we have a diverse, cohesive and relevant board.

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<p>25.(1) The President, Vice-President, Secretary, Treasurer and one or more other persons shall be the Directors of the Society. 2. The maximum number of directors will remain at nine, as per Clause 25.(2).</p> <p>25. (2) The number of directors shall be 9.</p>	<p>25. (2) The <i>maximum</i> number of directors shall be 9.</p>
<p>WHY? To bring clauses 25 (1) and 25 (2) into alignment.</p> <p>To not force the board into electing or appointing a board member if there is an opening between AGM elections.</p>	

BOARD POLICY FOR NOMINATIONS FOR BOARD OF DIRECTORS

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- A. The directors shall, as soon as is reasonable after each annual general meeting, appoint a nominations committee comprised of at least two individuals who are either Directors, or Members of the Society who are not officers of the Society.
- B. The Nominations Committee shall:
 - 1. Meet at least once in the period prior to the next annual general meeting;
 - 2. In consultation with the Board, determine the skills and expertise necessary for the effective operation of the board of directors;
 - 3. Determine and recommend [to the directors], at least four weeks in advance of the next annual general meeting, a slate of potential directors to be nominated for election at that meeting.
 - 4. Obtain confirmation from the potential candidates that they are prepared to stand for election as a director of the society; and
 - 5. Publish the names of the candidates nominated by the committee, as well as the procedures by which the members may make further nominations, as part of the notice of the annual general meeting.
- C. Further nominations from members of the society will be accepted by any member of the nominations committee up to 48 hours before the scheduled commencement of the next annual general meeting. Such nominations must be in writing and must be signed by the nominee and at least five other members of the society.

CURRENT BYLAW	PROPOSED BYLAW CHANGE
26. (1) Separate elections shall be held for each office to be filled.	26 (1) Election will be as director, with the power to appoint President, Vice-President, Treasurer, Secretary and Director at large given to the Board.

WHY? Allowing the Board to appoint as it sees fit is more realistic given the ever-changing circumstances of our Board members and the needs of the Society.

It would allow for a quick response to fill the position should the current incumbent be either unable or unwilling to continue in the role and also to groom for these roles for the future.

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<p>26 (3) If no successor is elected the person previously elected or appointed continues to hold office.</p>	<p>26 (3) If no successor is elected the person previously elected or appointed <u>may</u> continue to hold office.</p>
<p>WHY? We are just adding the word “may” for clarity and to ensure Directors are not appointed by default but because they both want to continue in the role and are appropriate for it.</p>	
<p>32 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.</p>	<p>32 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors of a program or event and/or other members of the society as they think fit.</p> <p>32 (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.</p> <p>32 (3) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.</p> <p>32 (4) The members of a committee may meet and adjourn as they think proper.</p>
<p>WHY? Having Committees comprised of members and directors allows for a more inclusive decision-making process and an opportunity for our members to bring their diverse experience and ideas to the Board, while at the same time taking some of the burden from the board members (and making directorship less onerous and, hopefully more appealable to potential directors).</p>	

CURRENT BYLAW	PROPOSED BYLAW CHANGE
<p>Part 10 — Auditor</p> <p>51. This Part applies only where the society is required or has resolved to have an auditor.</p> <p>52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.</p> <p>53. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.</p> <p>54. An auditor may be removed by ordinary resolution.</p> <p>55. An auditor shall be promptly informed in writing of appointment or removal.</p> <p>56. No director and no employee of the society shall be auditor.</p> <p>57. The auditor may attend general meetings.</p>	<p>51. The level of financial audit shall be determined by the directors, who shall also appoint a suitable candidate to the office of auditor.</p> <p>52. An auditor may be removed by ordinary resolution.</p> <p>53. An auditor shall be promptly informed in writing of appointment or removal.</p> <p>54. No director and no employee of the society shall be auditor.</p> <p>55. The auditor may attend general meetings.</p>
<p>WHY? It's more appropriate and efficient to empower the Board to appoint (or remove) the auditor (aka accountant) than to have to wait for an AGM or Special Meeting.</p>	