

PROPOSED BYLAW AMENDMENT #6
ANNUAL GENERAL MEETING
NOVEMBER 27, 2021

BOARD OF DIRECTORS

Moved by: Brian McShane
Seconded by: Phil Carlson

Rationale:

To be compliant with the NFP Act.

CURRENT ARTICLE 4

ARTICLE 4, BOARD OF DIRECTORS

4.01 COMPOSITION OF THE BOARD

The affairs of the Auxiliary shall be managed by a Board of Directors which shall consist of nine (9) elected District Directors. Where more than one (1) candidate in a District stands for election then elections shall be conducted by secret ballot in accordance with the Auxiliary's regulations or Roberts Rules.

4.02 MANAGEMENT

Subject to the Act, the Articles and this By-law, the Board shall manage or supervise the management of the activities and affairs of the Auxiliary. The Board shall set the SOPP of the Auxiliary.

4.03 ELECTION

District Directors shall be elected based on geographic divisions of the Region as may be determined by the Board and which may be amended from time to time. Districts shall be uniquely identified in accordance with a system approved by the Board and which may be amended from time to time.

Each District will be made up of one or more Units.

District Directors will be elected by a given District membership and such election shall be by ballot. Only Members in good standing may vote.

4.03 NOMINATIONS

No later than six (6) weeks before the date of a scheduled Annual General Meeting, the Auxiliary shall circulate a nomination form for the position of District Director to all the members in that District eligible to vote. The name of any Member wishing to be considered together with the qualifications of that Member in less than 200 words, must be sent to the Head Office of

the Auxiliary not later than four (4) weeks before the scheduled date for the Annual General Meeting of the Auxiliary.

No later than two (2) weeks before the scheduled date for the Annual General Meeting of the Auxiliary, the Auxiliary, shall send to each Member in the District eligible to vote a copy of all the names and qualifications thus received. Where a single nomination for the position is received by the Auxiliary, and the Nominating Committee has not identified a candidate for the election to the position, that nominee shall be elected by acclamation.

4.04 TERM

Each District Director shall have a term of two (2) years from the date of the conclusion of the Annual General Meeting when he or she is elected. Directors for odd number Districts will stand for election in odd numbered years while Directors for even numbered Districts will stand for election in even numbered years. The District known as the Arctic shall be considered an odd numbered District. A Director shall not stand for election or hold office on the Board for more than three (3) consecutive two (2) year terms; provided that a Director may serve an additional term or terms if the Nominating Committee has not been able to identify another qualified candidate.

4.05 REMOVAL OF A DIRECTOR

The Members eligible to vote for District Directors of the Auxiliary of a given District may, by resolution passed by a two-thirds (2/3) majority vote, remove their District Director, in accordance with the Act, before the expiration of the Director's term of office. A copy of the resolution will be submitted to the Secretary of the Auxiliary who shall verify that the members are eligible to vote and that the necessary two-thirds (2/3) majority has been achieved. Following that the Secretary will then forthwith:

- 1) Inform the President and the Board of the outcome; and
- 2) Inform the Director that he or she has been removed from office by the wishes of the Members eligible to remove the Director as per this section of the By-law.

4.06 VACANCIES

District vacancies on the Board, however caused, shall be filled at the earliest opportunity by a nominee from the appropriate District or, if the vacancy is not filled, at the next Annual General Meeting. Such appointment will have a term that expires at the next Annual General Meeting of the Members.

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4.01 COMPOSITION OF THE BOARD

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4.02 MANAGEMENT

Subject to the Act, the Articles and this By-law, the Board shall manage or supervise the management of the activities and affairs of the Auxiliary. The Board shall set the SOPP of the Auxiliary.

4.03 ELECTION

District Directors shall be nominated and elected based on the nine (9) geographic divisions of the Region, known as Districts, as may be determined by the Board and which may be amended from time to time. Districts shall be uniquely identified in accordance with a system approved by the Board and which may be amended from time to time.

Each District may nominate one (1) candidate for District Director in the year specified in section 4.05. The Nominating Committee will present a slate of all such candidates at each Annual General Meeting for approval. Only voting Members in good standing may vote.

4.04 NOMINATIONS

No later than six (6) weeks before the date of a scheduled Annual General Meeting, the Auxiliary shall make a call for nominations for the position of District Director to all the Members in that District. The name of any Member wishing to be considered together with the qualifications of that Member in less than 200 words, must be sent to the head office of the Auxiliary not later than four (4) weeks before the scheduled date for the Annual General Meeting of the Auxiliary. All completed nomination forms shall be reviewed by the Nominating Committee to confirm that the candidate for District Director meets all applicable qualifications.

No later than two (2) weeks before the scheduled date for the Annual General Meeting of the Auxiliary, the Auxiliary, shall send to each Member in the District eligible to vote a copy of all the names and qualifications thus received and approved by the Nominating Committee. Where a single nomination for the position is received by the Auxiliary, and the Nominating Committee has not identified any other candidate, that candidate shall be selected by acclamation and shall be presented by the Nominating Committee as the District's nominee for the Board. Where more than one (1) candidate in a District stands for nomination then the selection of that District's nominee shall be conducted by secret ballot in accordance with the Auxiliary's SOPP or Robert's Rules of Order, as applicable. Only Unit Leader Members of Units located in a given District shall be entitled to vote for a candidate to be nominated as a District Director.

4.05 TERM

Each District Director shall serve a term of two (2) years from the date of the conclusion of the Annual General Meeting when he or she is elected. Directors for odd number Districts will stand for election in odd numbered years while Directors for even numbered Districts will stand for election in even numbered years. The District known as the Arctic shall be considered an odd numbered District. A Director shall not stand for election or hold office on the Board for more than three (3) consecutive two (2) year terms; provided that a Director may serve an additional term or terms if the Nominating Committee has not been able to identify another qualified candidate.

4.06 REMOVAL OF A DIRECTOR

The voting Members may, by a two-thirds (2/3) majority vote passed at a special meeting of Members, remove a District Director, in accordance with the Act, before the expiration of the Director's term of office. If the necessary two-thirds (2/3) majority has been achieved, the Secretary will then forthwith:

- 1) Inform the President and the Board of the outcome, if they are not present at the special meeting; and
- 2) Inform the Director that he or she has been removed from office by the wishes of the Members as per this section of the By-law.

4.07 VACANCIES

District vacancies on the Board, however caused, shall be filled by the Board at the earliest opportunity with a nominee from the appropriate District or, if a nominee from the appropriate District is not provided to the Board within 60 days of the vacancy, the Board shall appoint a Director to fill the vacancy. Such appointment will have a term that expires at the next Annual General Meeting of the Members.

The Board of Directors unanimously recommended this amendment.

- ***Only Unit Leader Members vote on this amendment.***