

## Report of the Articles and Bylaws Committee

February 09, 2018

### **Proposed Amendments to CFUW Articles and Bylaws**

The first step of the CFUW Articles and Bylaws amendment process has been completed. The Articles and Bylaws Committee (the Committee) received eleven (11) Board proposals to amend the bylaws (beginning on page 2). All have been vetted and accepted by the Committee.

The second step is the distribution of the proposed amendments. Below you will find the amendments and their rationale for consideration. If during your consideration of the material, you have questions or inquiries you wish to make, these must be sent in writing to the Chair of the Articles and Bylaws Committee to either [mwilliscfuw@gmail.com](mailto:mwilliscfuw@gmail.com) or [articleandbylawcommittee@gmail.com](mailto:articleandbylawcommittee@gmail.com)

The third step is the submission of Amendments to the proposed Bylaw Amendment. The due date for Amendments to the Amendment is May 1, 2018. The correct form (Form 2) must be used and submitted on or before this date to [articleandbylawcommittee@gmail.com](mailto:articleandbylawcommittee@gmail.com). Form 2, along with the procedures, may be found in the CFUW admin site [www.cfuwadmin.org](http://www.cfuwadmin.org)

All Amendments to the Amendment will be forwarded to the proposers for consideration after being vetted by the Committee. The package of compliant amendments to the proposed amendments, along with the final wording of the Proposed Bylaw Amendment will be distributed to the Clubs, Regional Directors and members of the Board of Directors before the AGM. If it is not possible, such material shall be distributed to members of the voting body on arrival at the AGM. At the AGM, only proposed Amendments to the Proposed Bylaw Amendments properly received and compliant will be allowed from the floor.

The Articles and Bylaws Committee is committed to upholding the Respectful Treatment Policy and The Ethical Behaviour Policy. If you receive any communication that contravenes these policies, please forward it to the Chair of Articles and Bylaws Committee and then delete it.

Myra Willis

Chair, Articles and Bylaws Committee

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## **Proposed Amendments 2018**

### **Amendment 1**

#### **Board Meetings**

Bylaw 65 reads:

#### **Regular Meetings**

65. The Board shall meet a minimum of four (4) times per year by such method and at such time and place as the President may decide. The minutes from all Board meetings shall be made available to the Clubs.

Moved: to delete "Regular" from the heading. To add Regular Meetings. to number 65.

Insert new number 66. Special Meetings.

If amended, the bylaw would read:

#### **Meetings**

65. Regular Meetings. The Board shall meet a minimum of four (4) times per year by such method and at such time and place as the President may decide. The minutes from all Board meetings shall be made available to the Clubs.

Insert new 66.

66. Special Meetings. Two (2) or more members of the board may make a request to the president that a meeting be called, specifying the reason for the meeting. The meeting must be held within twenty-one (21) days of receiving the request.

Rationale:

There is no provision for calling special meetings at the request of the members of the board. It is usual that this right be vested in board members. Although it may be assumed that boards will be cordial and that requests from board members to call meetings will be granted by the President, this may not be the case.

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**Amendments 2a, 2b, 2c, 2d, 2e**

**Clarification and updating of Eligible Voters and Voting**

**2a.** In CFUW Articles and Bylaws, Bylaw B. Interpretations. Definitions, the definition reads:

*Eligible Voters* means designated representatives of Clubs in good standing, members of the Board of Directors, Regional Directors and Past National Presidents. All may vote at CFUW annual and special general meetings.

Moved: to strike out the words “at CFUW annual and special general meetings” and insert “on motions brought to the voting body as allowed in the CFUW bylaws.”

The definition would then read:

*Eligible Voters* means designated representatives of Clubs in good standing, members of the Board of Directors, Regional Directors and Past National Presidents. All may vote on motions brought to the voting body as allowed in the CFUW bylaws.

Rationale: CFUW now has AGMs, special annual meetings and electronic votes which must be reflected in the bylaws.

**2b.** The definition reads:

*In good standing* means having paid any dues and liabilities in full and being in compliance with CFUW’s Articles and Bylaws.

Moved: to add the words “policies and procedures and governing documents of CFUW”

The definition would then read:

*In good standing* means having paid any dues and liabilities in full and being in compliance with CFUW’s Articles and Bylaw, policies and procedures and governing documents of CFUW.

Rationale: This brings the definition up to date to the manner in which CFUW governs itself and what is expected.

**2c.** The bylaw reads:

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104. In addition to Club delegates, all Regional Directors, Past National Presidents and current board members shall have one vote each. Each of these non-Club delegate voters shall be allowed only one vote regardless of the number of Eligible Voter positions she holds at the time of the annual general meeting. These non-Club delegates may not vote by proxy.

Moved: to strike out “annual general meeting” and insert “vote”

The bylaw would then read:

104. In addition to Club delegates, all Regional Directors, Past National Presidents and current board members shall have one vote each. Each of these non-Club delegate voters shall be allowed only one vote regardless of the number of Eligible Voter positions she holds at the time of the vote. These non-Club delegates may not vote by proxy.

Rationale:

This extends the limit of one vote per member regardless of the number of positions held by the member to all votes taken by CFUW. As with the change to the definition of “eligible voter,” the bylaw must reflect all votes taken regardless of whether they are taken at an AGM, a special general meeting or by electronic vote.

**2d.** The bylaw reads:

107. Individual Clubs members may attend CFUW annual and special meetings whether or not they are eligible to vote and may participate in the discussion at the meeting.

Moved: to insert the words “in good standing” after “members”.

The bylaw would then read:

107. Individual Club members in good standing may attend CFUW annual and special meetings whether or not they are eligible to vote and may participate in the discussion at the meeting.

Rationale:

This amendment clarifies that to attend and/or vote, the individual member must be in good standing—that is all dues and liabilities are paid in full and the member is in compliance with the CFUW Articles and Bylaws.

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**2e.** The bylaw reads:

51. A Regional Director must reside in the Region. She shall be nominated and elected by the Clubs in that Region.

Moved: to insert “must be an individual member in good standing of a CFUW Club and” after “A Regional Director”.

The bylaw would then read:

51. A Regional Director must be an individual member in good standing of a CFUW club and must reside in the Region. She shall be nominated and elected by the Clubs in that Region.

Rationale:

This clarifies that a Regional Director must be in good standing to be elected and therefore be able exercise her right to vote.

### **Amendment 3**

#### **Payment of Dues**

The bylaw reads:

15. Dues shall be payable at the revised rate in the CFUW fiscal year following the fiscal year in which the change was approved.

Moved: to strike the word “in’ and insert “at the beginning of”

The bylaw would then read:

15. Dues shall be payable at the revised rate at the beginning of the CFUW fiscal year following the fiscal year in which the change was approved.

Rationale:

There has been much confusion over when dues changes are implemented. This amendment clarifies the time that dues are payable at the revised rate.

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#### **Amendment 4**

##### **Vacancies**

The bylaw reads:

39. All such appointments occurring in the first year of the two (2) year term shall be ratified by ordinary motion at the next annual general meeting

Moved: to delete the bylaw.

##### **Rationale:**

Rules for filling vacancies are provided to ensure that the board can continue to function and conduct the business of CFUW. Should a vote of ratification fail at an AGM, the rules of filling vacancies come into play. The board would be required to fill the vacancy by appointment. Nothing prevents the board from appointing the member who failed to receive ratification, and no further action from general membership is permitted as the second year of the term commences at the close of the AGM.

#### **5. Amendments 5a, 5b, 5c**

##### **Full Term of Office and Eligibility**

**5a.** The definition of *Term in Part B* is:

*Term* means a period of two (2) years unless otherwise stated therein.

Moved: to delete the definition of *Term* and insert:

*Term* means a term begins at the close of an annual general meeting in which officers are elected. The term ends at the close of the second annual general meeting after that election (approximately 2 years). A member who serves for more than one year shall be deemed to have served one term.

**5b.** Moved: to add a new 30. under Eligibility

30. A member of the Board who has served more than one year of a term in an office is considered to have served a full term.

Rationale:

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Robert's Rules of Order states, "In filling vacancies for unexpired terms, an officer who has served more than half a term in an office is considered to have served a full term." RONR (11<sup>th</sup> ed.) p. 448, ll. 16-18.

By including this in the document, it clarifies the number of terms a board member is eligible to hold office in the case that she has filled a position made vacant by resignation, death or removal from office.

### **5c. Definition of Past Presidents**

Moved: to insert in Part B Definitions:

*Past Presidents means* members of a CFUW club in good standing who have served at least one term as president of CFUW.

Rationale: This will clarify when someone who has been elected and served part or all of a term may receive the honorary voting privilege. Past CFUW National presidents who do not meet this requirement prior to the 2018 AGM will be grandmothers and will retain their vote. Past National CFUW presidents who are not in good standing and voting will retain their vote only until the end of 2018 AGM. The two conditions will be made clear in the enacting language.