



# Proposed By-law Changes for KWMP

May 3, 2017

Author: Dale Brubacher-Cressman, President

## Summary of Proposed Changes

The current board of directors is recommending to the membership a number of changes to KWMP's current by-laws, which were last amended in 2012. A summary of the proposed changes follows:

1. Article 4 - Board of Directors: Change the number of directors from a fixed number (15) to a range (no fewer than 9 and no more than 12). Reducing the number of directors will make it easier to set meeting dates, and help ensure all directors are fully informed on the matters being considered by the board. It also means fewer directors to do the work required, so to compensate, more focus will be given to engaging other volunteers for committees to help get the work done. Allowing the number of directors to be variable gives the board more flexibility depending on the ability to attract people to serve on the board. Setting a minimum of 9 helps ensure diversity of skill, perspective and opinion in managing the affairs of KWMP.
2. Article 7 - Quorum and Meetings, Board of Directors: Change from a fixed number (9) to a number proportionate to the number of directors serving (majority plus one). If the number of directors is reduced, the number needed should be reduced as well. Also recommending revised wording for clarity.
3. Article 13 - Fiduciary Responsibility, Board of Directors: Remove the expectation that the number of votes for and against a motion of the board be recorded in the minutes. This has not been our practice.
4. Article 14 - Officers of the Corporation: Mandatory officer positions to be President, Vice-President, Secretary and Treasurer. Assigning the role of Assistant Vice President becomes at the discretion of the board.
5. Article 22 - Membership: Remove the membership type "Family Membership". The board decided a few years ago to stop offering family memberships. This is an update to reflect that decision.

## Procedures

Article 37 - Amendment of By-laws of the current by-laws of KWMP states:

"The by-laws may be enacted or amended by a simple majority of the Members present under the following conditions:

- No by-law of the Corporation shall be incompatible with any provision of the Letters Patent;

- No by-law of the Corporation shall be incompatible with any Federal, Provincial or Municipal law;
- The proposed by-laws or by-law amendments, or a summary thereof, shall be sent and/or communicated to the Membership not less than fifteen (15) days before the Annual General Meeting.

When a by-law amendment is passed by vote of the Membership, the existing by-law is revoked and replaced with the new amended by-law.”

The vote by the membership on the proposed by-law changes will occur at this year’s AGM before the election of board members. The number of directors to be elected will depend on the by-laws that are in effect upon the completion of the vote on the proposed by-law changes.