

Item	Bylaw #	Original Article (Elements in Question Emphasised)	Suggested Changes to Articles	Reason for change	Additional Comments
	2.1.15	"Mail" means a combined minimum of two of the following: letter, <u>[hand delivered notice,]</u> newsletter or flyer, <u>[facsimile]</u> , e-mail, sign board prominently displayed to the membership or a notice posted at the Community *centre or on The ECA website;	"Mail" means a combined minimum of two of the following: letter, newsletter or flyer, e-mail, sign board prominently displayed to the membership, a notice posted at the Community Centre or on The ECA website;	Delete 'Facsimile' and 'Hand Delivered'. Capitalize 'Centre'	Housekeeping and more reflective of current procedures.
	3.4.2	Membership Fees are not pro-rated.	DELETE	ECA Policy can determine if pro-rating is required or not.	
	3.5.2	A Member in good standing is expected to: a. Pay the Annual Membership Fee when due; b. Abide by these Bylaws and related policies and procedures set forth by the Association; <u>c. Support and promote the Association;</u>	A Member in good standing is expected to: a. Pay the Annual Membership Fee when due; b. Abide by these Bylaws and related policies and procedures set forth by the Association;	delete item c	FOLLOW UP ON EULA FOR MEMBERSHIP CARD
3	3.60	Regular Members who are over the age of 18 and who are in good standing with their names on the Register of Members <u>for at least thirty (30) days prior to the date of a General Meeting</u> can vote at a General Meeting; notwithstanding that a Regular membership may include several individuals from one household, a maximum of two (2) votes is permitted per Regular Membership	Regular Members who are over the age of 18 and who are in good standing with their names on the Register of Members <u>for at least fifteen (15) days prior to the date of a General Meeting</u> can vote at a General Meeting; notwithstanding that a Regular membership may include several individuals from one household, a maximum of two (2) votes is permitted per Regular Membership	Action – Change 30 day waiting Period to 15 days	ACTION Item: Board Authorises the GSC to amend any bylaw occurrences of 30 days to 15 days, as a "housekeeping" item.
	3.11.1	The Association maintains a Register of Members containing the following particulars of each individual covered by a membership: a. Full name and residential address; b. Date which the person is admitted as a Member; c. Date which the person ceases to be a Member; and d. Category of membership. Applicants who refuse to provide this information cannot join the Association. Each applicant understands that this information is available to the Association for matters relating only to the affairs of the Association;	The Association maintains a Register of Members containing the following particulars of each individual covered by a membership: a. Full name and residential address; <u>b. Telephone Number; c. Contact email; d.</u> Date which the person is admitted as a Member; <u>e.</u> Date which the person ceases to be a Member; and <u>f.</u> Category of membership. Applicants who refuse to provide this information cannot join the Association. Each applicant understands that this information is available to the Association for matters relating only to the affairs of the Association;	Per 3.12 and 3.12.1. below, add telephone number and email to 3.11.1, and reletter the list of particulars.	
	3.12	Association <u>Contact</u> Lists	<u>Delete</u>	3.12 and 3.12.1 are redundant because the process is already covered by 3.11.1 and 2.1.21 Note - add telephone and email to 3.11.1	The deletion creates a misnumbering so suggest the bylaws say 3.12 deleted April 2020
	3.12.1	Each applicant must provide the Association with the following information which will only be used by or released to the Board and ECA employees for association affairs: a. Full name and address; b. Telephone number(s); and c. E-mail address(es).	DELETE	DITTO Above	DITTO Above

4	3.6.2 <u>Associate</u> Members are not entitled to vote at a General Meeting.	<u>Only Regular</u> Members are entitled to vote at a General Meeting.	Wherever possible, motions and policies should be stated in the affirmative or positive voice.	Delete "Associate" in 3.6.2 because voting by an Associate, and any future classification of Membership, is redundant if we use the affirmative "only Regular Members are entitled to vote..."
5	3.9 Although a Member ceases to be a Member by death, resignation or otherwise as described in paragraph 3.8, the Member is liable for any debts owing to the Association at the date they ceased to be a Member.	Although a Member ceases to be a Member by death, resignation or otherwise as described in paragraph 3.8, the Member remains liable for any debts owing to the Association at the date they ceased to be a Member; for which recovery may be sought by the ECA.	<u>Change and add language that permits ECA Board policy to be instituted to recover monies owed. I.E. may be possible when a delinquent member re-applies for membership, etc.</u>	Clarify Liability of members and leave avenues for debt recovery.
	4.1.2 The Secretary will notify all Members by Mail at least twenty-one (21) days before the Annual General Meeting, of the place, date and time of the Annual General Meeting;	The Secretary will notify all Members by Mail at least forty five days (45) calendar days before the Annual General Meeting, of the place, date and time of the Annual General Meeting.	Minimum 21 Day Notice conflicts with 30 day notice for Members regarding additions to agenda. Also add calendar days for clarity	Allow conformity with 4.1.5 in present Bylaws.
	5.1.1 The Board functions with an Administrative Governing Board structure meaning the Association's business is managed by the Board but it may assign duties to paid employee(s). The Board exercises the powers of the Association, provides governance to operations, and develops policies that meet Association needs; develops procedures to manage the activities of the Board; manages all issues and takes action for all Association activities that do not require authorization from Members in a General Meeting;	The Association's business is managed by the Board but it may assign duties to paid employee(s). The Board exercises the powers of the Association, provides governance to operations, and develops policies that meet Association needs; develops procedures to manage the activities of the Board; manages all issues and takes action for all Association activities that do not require authorization from Members in a General Meeting;	Delete first line, up to "meaning". Context is unchanged.	Notation of Board description as an Governance or Administration is better placed in Board Policies. ACTION: make policy to define the gov model
	5.1.4 The Executive Committee provides guidance to ECA employees as required and act in an intermediary capacity between The ECA Board and ECA employees.	The Executive Committee provides guidance to ECA employees as required and acts, as directed by the Board, in an intermediary capacity between The ECA Board and ECA employees.	More clarity and precision is required to create a Policy that includes, for example, the GM position and delegated responsibilities	Typo (acts) and Recognition of Board responsibility:
	5.2.1p 5.2.1.p. Without limiting the general responsibility of the Board, delegate powers and duties to Directors, Officers and ECA employees. ADD	Without limiting the general responsibility of the Board, delegate powers and duties to Directors, Officers and ECA employees. Delegation by the Board will be in writing and will be published in the form of Board Policies and Board Procedures.	<u>Clarify delegation</u>	

	<p>5.3.1 The Board shall consist of not less than seven (7) but no more than fifteen (15) Directors; each of whom must be Regulars Members who are in good standing with their names on the Register of Members <u>for at least thirty (30) days prior to the date of their election;</u></p>	<p>The Board shall consist of not less than seven (7) but no more than fifteen (15) Directors; each of whom must be Regular Members who are in good standing with their names on the Register of Members <u>for at least fifteen (15) days prior to the date of their election;</u></p>	<p><u>Change 30 day membership requirement to 15 day.</u></p>	<p>correct typo Regular(s)</p>
	<p>5.3.2 Directors are <u>ADD</u> elected by Voting Members at an Annual General Meeting <u>ADD</u>;</p>	<p>Directors are <u>nominated and</u> elected by Voting Members at an Annual General Meeting <u>or Special General Meeting;</u></p>	<p>Democratic Principle</p>	<p>Impacts Nomination Policy of Board</p>
	<p>5.3.3. At the first Annual General meeting after the effective date of these bylaws, the Voting members elect the following Directors: a. at least half of the Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected; and b. the balance of the Directors, each serving a term that ends at the close of the first Annual General Meeting following the Annual General Meeting at which these Directors were elected;</p>	<p>DELETE, Outdated</p>		
	<p>5.3.4 5.3.4 At each succeeding Annual General Meeting, Voting Members elect at least half of the Directors, each serving a Term of two (2) years that ends at the close of the second Annual General Meeting following the Annual General Meeting at which such Directors are elected;</p>	<p>DELETE - Unworkable</p>	<p><u>ECA Board - we have 5.3.4 still in effect in 2020. A board resolution is required to resolve how to deal with 5.3.4 this upcoming AGM. There is no precedent for procedure.</u></p>	
	<p>5.3.7 At its first meeting after an Annual General Meeting, the Board elects by majority vote from among the Directors all Officers for the following year. The voting shall be by secret ballots;</p>	<p>At its first meeting after an Annual General Meeting, the Board elects by majority vote from among the Directors all Officers for the following year. The voting shall be by secret ballots; <u>The Board will establish a transition policy which enables the business of the Association to continue uninterrupted between officer elections.</u></p>	<p>A Transition Policy is required to acknowledge that the new Directors have been elected, yet the old signing authorities are still in place.</p>	<p>Conceivably, a non board member is still required to sign on behalf of ECA until new signing authorities are instated. Board POLICY PRIORITY</p>
	<p>5.5.3 The President shall call a meeting if any five (5) Directors make a request in writing and state the business for the meeting; <u>ADD</u></p>	<p>The President shall call a meeting if any five (5) Directors make a request in writing and state the business for the meeting. <u>Such a Board meeting will be held within Fourteen Calendar days of the written request.</u></p>	<p>When a meeting is requested by Directors, it most likely deals with an emergent situation and time is of the essence.</p>	<p>There is ambiguity as to what timeframe is involved in the calling of a meeting by Directors.</p>
	<p>5.5.6 Attendance by a minimum of 50% of the serving Directors at any Board meeting is a Quorum for such Board meeting <u>INSERT</u></p>	<p>Attendance by a minimum of 50% of the serving Directors at any Board meeting is a Quorum for such Board meeting. <u>The business of the meeting will cease when Quorum is lost.</u></p>	<p>Clarification of what to do when Quorum is lost. Democratic Principles dictate that a meeting closes when insufficient members are present.</p>	

	5.5.7	If there is no quorum, the President adjourns the meeting to DELETE - the same time, place and day of the following week, or another convenient time within two weeks which will likely result in attendance of 50% of the serving Directors. However, attendance of at least three (3) Directors present at this later meeting is a Quorum;	If there is no quorum, the President adjourns the meeting to another convenient time within two weeks which will likely result in attendance of 50% of the serving Directors. However, attendance of at least three (3) Directors present at this later meeting is a Quorum;	Quorum Clarification and more flexibiity in arranging a second meeting	
	5.5.12	Meetings of the Board are open to Regular Members and invited guests. Guests may be invited by any Director. Only Directors may vote. A majority of the Directors present may ask any Member(s) or other persons present to leave. The Board can use their discretion pertaining to privacy or legal considerations and both (a) to go in-camera and excuse people temporarily, and (b) to ask any non-board member to leave <u>indefinitely</u> ;	Meetings of the Board are open to Regular Members and invited guests. Guests may be invited by any Director. Only Directors may vote. A majority of the Directors present may ask any Member(s) or other persons present to leave. The Board can use their discretion pertaining to privacy or legal considerations and both (a) to go in-camera and excuse people temporarily, and (b) to ask any non-board member to leave <u>For the balance of the meeting</u> ;	<u>Change indefinitely (ambiguous) to 'for the balance of the meeting'.</u>	Clarification
	5.6 d	d. The Treasurer: <u>Makes sure</u> all monies paid to the Association are deposited in a <u>chartered bank, treasury branch or trust company</u> chosen by the Board;	d. The Treasurer: <u>Is responsible to ensure that</u> all monies paid to the Association are deposited <u>in a financial institution that is approved by the Board</u> ;	The original restricts the Board from taking advantage of local, convenient, or varied institutions.	Phrase "Makes Sure" clarified.
	5.6.2.a	The President: Supervises the affairs of the Board, When present, chairs all meetings of the Association, the Board and the Executive Committee; Is an ex-officio member of all Committees, except the Nominating Committee; Acts as the spokesperson for the Association; Chairs the Executive Committee; and Carries out other duties assigned by the Board <u>ADD</u>	The President: Supervises the affairs of the Board, When present, chairs all meetings of the Association, the Board and the Executive Committee; Is an ex-officio member of all Committees, except the Nominating Committee; Acts as the spokesperson for the Association; Chairs the Executive Committee; and Carries out other duties assigned by the Board, <u>The President is responsible to the Board.</u>	The ECA Board is the ultimate authority for the Association. The President carries out the policies and directions of the Board - and reports to the Board on any activity undertaken between meetings - for ratification by the Board.	It seems unecesary to change this designation of the President, as a singular entity, to perform these operations, because there is an order of progressive replacement of an 'unavailable' President in bylaw 5.5.4.
	5.6.2.b	The 1 st Vice-President and 2nd Vice-President: Presides at meetings in the President's absence. <u>If the both the 1st and 2nd Vice-President is absent, the Directors elect a Chairperson for the meeting</u>	The 1 st Vice-President and 2nd Vice-President: Presides at meetings in the President's absence. <u>[Deleted portion covered more completely in 5.5.4]</u>	<u>Delete order of chairmanship. It is covered in 5.5.4</u>	The assignment of Chairmanship is covered in two places. 5.5.4 is more concise and effective.
	5.5.14f	Minutes of such Electronic Board Meetings are to be recorded and kept by the Secretary in the ordinary manner.		FIX FORMATTING SHOULD BE 5,5,14 F. Shown in current bylaws as "5.5.14.a" not "f"	

	<p>5.7.3 Nominating Committee: a. Consists of the President, who shall be the chairperson, the Secretary plus one additional person who may be another Director or a non-Director Member either of whom are to be appointed by a majority of the Board; b. Is responsible to develop and maintain a succession plan for Board Members; prepare a slate of nominees for each vacant Director position; presenting its nominee recommendations for consideration at the Annual General Meeting; and orienting new Directors.</p>	<p><u>The Board will appoint a Nominating Committee with appropriate representation from the membership.</u></p>	<p><u>Board appoints a Committee, as many as required. Delete b.</u></p>	<p>OK - POLICY TO SAY 2 BOARD MEMBERS, + 2-3 ECA Members. UPDATE TERMS OF REFERENCE - ASPIRATIONAL GOAL TO ENGAGE Members with HR TALENT</p>
	<p>6.2.2 There must be an annual audit of the books, accounts and records of the Association. A qualified accountant appointed at each Annual General meeting must do this audit. At each Annual General Meeting, <u>the auditor or the Treasurer</u> must present a complete report of the audited financial statements for the previous fiscal year; and</p>	<p>There must be an annual audit of the books, accounts and records of the Association. A qualified accountant appointed at each Annual General meeting must do this audit. At each Annual General Meeting, the Auditor, the Treasurer, <u>or a presenter designated by the Finance Committee</u> must present a complete report of the audited financial statements for the previous fiscal year; and</p>	<p>It is suggested that there be an alternate to the Treasurer - other than the Auditor - because the auditor would incur expenses to the Board whereas the designated alternate could be equally effective, and no cost to the Board.</p>	<p>6.2.2. is part of a list of specifications and ends with 'and'; then moves to "6.2.3 - The Auditor shall not be a Director or Officer."</p>
	<p>6.4.2 All <u>[INSERT]</u> contracts of the Association must be signed by the Officers or other Directors authorized to do so by resolution of the Board;</p>	<p><u>All material contracts of the Association, as defined by the Board,</u> must be signed by the Officers or other Directors authorized to do so by resolution of the Board;</p>	<p><u>Board direction and pre-approval is required for adoption of significant Contracts</u></p>	<p>"Officers or other directors" is ambiguous. Contracting major expenditures is definitely the work of the whole Board. Board POLICY TO DEFINE "MATERIAL"</p>
	<p>6.4.3 The Budget for The ECA shall be approved by three-quarters (75%) of the votes cast by the Directors in attendance at a duly constituted meeting of the Board in advance of the Annual General Meeting falling within the fiscal year covered by such Budget. The limits of spending for Association funds not covered in an approved annual budget are as follows: a. Up to and including <u>\$1,000</u> – approval of two (2) Officers; b. Over <u>\$1,000</u> – approval by three-quarters (75%) of the votes cast by the Directors in attendance at a duly constituted meeting of the Board <u>or, in</u> the event of an emergency (which term as used herein shall include the threat of immediate danger or injury to individuals or damage to any of the assets of the Association, or disruption of operations), by the approval of two (2) Officers.</p>	<p>The Budget for The ECA shall be approved by three-quarters (75%) of the votes cast by the Directors in attendance at a duly constituted meeting of the Board in advance of the Annual General Meeting falling within the fiscal year covered by such Budget. The limits of spending for Association funds not covered in an approved annual budget are as follows: a. Up to and including <u>\$5,000</u> – approval of two (2) Officers; b. Over <u>\$5,000</u> – approval by three-quarters (75%) of the votes cast by the Directors in attendance at a duly constituted meeting of the Board. <u>In</u> the event of an emergency (which term as used herein shall include the threat of immediate danger or injury to individuals or damage to any of the assets of the Association, or disruption of operations), by the approval of two (2) Officers.</p>	<p>Made to provide an adequate upper limit on emergency expenditures. The intention of this Bylaw change is to have Board Policy specify emergency expenditure limitations rather than the Bylaws.</p>	<p>Create a higher limit for emergency conditions. \$5,000 was chosen. Rephrase Last sentence for clarity</p>