

# **YMCA OF REGINA BYLAWS UPDATE SUMMARY OF CHANGES**

## **Introduction**

This document provides a quick summary of the recommended changes to the bylaws. Not all sections have been changed, or the wording has been updated without creating a policy change. These have been excluded from this summary document. Please see the side-by-side document for a complete breakdown of the bylaws, including areas that have not been changed or wording that has been updated.

## **Article 1 General**

### **Section 1 Interpretation**

Updated to include several definitions to ensure clarity throughout the bylaws. The new definitions include Act, AGM, Bylaws, Director, HFA Program, Officer, Special Resolution, Youth Member, and Youth Program. Further updated to reflect how words are to be interpreted in the bylaws. These qualifications are established in the Act.

### **Section 2 Head Office**

Updated to add flexibility to where the Head Office can be located.

## **Article 2 Membership**

### **Section 5 Membership**

Updated to include good standing, which was previously included in Section 13.

### **Section 6 Rights and Obligations of the Membership**

Updated to allow members to be appointed/elected as YMCA delegates to attend community, national, or international meetings. Further updated to clarify the Board's oversight of YMCA policies.

### **Section 7: Disciplining or Terminating an Association Member**

Updated to reflect changes made to the Act. The newest version of the Act sets out, in detail, the processes an organization must conduct when disciplining a member. These bylaws reflect the established legal process.

## **Article 3 Meetings of the Membership**

### **Section 8 Annual General Meeting**

Updated to clarify who can call a meeting, where it can be held, and when it can be held.

### **Section 9 Special Meetings**

Updated to clarify that general meetings are dealt with in Section 8. Special Meetings are different from general meetings; therefore, the term Special Meetings is created to ensure clarity regarding the rules for each type of meeting.

### **Section 10 Notice**

Updated to reflect changes made to the Act. The Act provides requirements for meeting notices, and the bylaws reflect the legal requirements.

## **Section 11 Voting Eligibility at an Annual General Meeting or Special Meeting**

Updated to increase the number of days the Board may allow establishing a list of eligible members to vote at a meeting from ten to fourteen.

## **Section 12 Quorum**

Updated to enable proxy voting.

## **Section 15 Adjournment**

Updated to clarify that the adjournment process is to be managed using Section 13.

## **Article 4 Board of Directors**

### **Section 17 Number and Qualifications of Directors**

Updated to reflect the minimum (eight) and maximum (fifteen) number of directors as identified in the YMCA's Articles of Continuance.

### **Section 18 Election of Directors**

Updated to clarify the process of electing directors. This comprehensive and detailed process is added to ensure transparency in how directors are elected.

### **Section 20 Removal or Resignation of a Director**

Updated to reflect that there are disqualifications for directors outlined in the Act. The bylaws do not list the disqualifications because the Act has an extensive list. Therefore, the bylaws reference the Act to clarify and avoid any possible error of omission.

### **Section 24 Powers of the Board**

Moved power to sanction from Section 23 and expanded upon to identify that the Board has the power to sanction a director who breaches the code of conduct and the CEO if they breach their duties. This specificity was not evident in the existing bylaws.

## **Article 5 Meetings of the Board**

### **Section 27 Notice of Meeting**

Updated to reduce the days required for notice of a meeting from five to three.

### **Section 29 Quorum**

Updated to change quorum from two-thirds of the Board to a majority of the Board. Further updates to allow remote meeting attendance at board meetings.

## **Article 6 The Chairperson and Vice-Chairpersons of the Board**

### **Section 31 Election**

Updated to clarify what happens if the chair/vice-chair resigns and what process must be followed if such an event occurs.

## **Article 7 Committees of the Board**

### **Section 37 Purpose of Committees**

Updated to link committees with the Purpose and Objectives of the YMCA. Further updated to ensure that quorum is consistent across committees rather than discretionary to each committee.

## **Article 8 Officers of the YMCA**

### **Section 38 Appointment of Officers**

Updated to limit Board involvement in regular management of the YMCA but to allow for Board involvement in management if there is no CEO.

### **Section 39 Duties of the Chief Executive Officer**

Updated to remove the title of president.

## **Article 10 Financial Matters and Contracts**

### **Section 48 Cheques**

Updated to remove the procedural redundancy of the use of a rubber stamp.