

Proposed 2017 Bylaw Changes

As Recommended by WBCO's Governance/Board Development Committee:

In the following note that a deletion will appear in *italics* and be preceded by the word *delete*. An addition will be in **bold** and be preceded by the word **add**.

7. The following is the procedure to be followed for the election of Directors:

a. *delete [At least 2 months before the annual meeting, the Board will appoint a Nominating Committee of no more than 3 Members and the Secretary;]* **add [The Governance and Board Development Committee, including the Secretary, shall be charged with administrating the election;]**

b. At least 40 calendar days prior to the Annual Meeting, notice of the election and a call for nominations shall be sent to each member and shall be publicized on the Corporation's website;

c. Nominations shall be accepted at the Head Office of the Corporation and the above-mentioned notice shall include instructions on how to submit nominations;

d. Any person who fulfills the "conditions of membership" ...may be nominated and the name of the nominee, together with a written acceptance of the nomination, must be received by the *delete Nominating Committee* **add Governance and Board Development Committee** and submitted by them to the Board at least 20 calendar days prior to the Annual Meeting;

e. At the Annual Meeting, the Secretary shall present the slate of nominees, and advise of the number of vacancies which are to be filled and if the number of nominees is equal to or less than the vacancies, the Chair shall ask for a vote of acclamation of the entire slate; and if the number of nominees is greater than the vacancies, the slate will be put to a vote by written ballot and each member may vote for as many of the nominees as they wish to support and vacancies shall be filled by the nominees who received the most votes;

f. In the event of a tie for the last vacancy, the winner shall be determined by a second ballot.

add the # [27.] and change all subsequent numbers.

COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors shall have the following standing committees:

a Finance Committee; and

a **add (Governance and)** Board Development Committee,

The Board of Directors shall establish and dissolve other committees as needed to assist the Board in fulfilling its responsibilities.

The Board of Directors shall set terms of reference to guide the work of each committee.

Delete [Enacted November 16, 2011] add Enacted June, 2017

7. a. Since the the job of the Nominating Committee will taken over by the GOVERANCE/BOARD DEVELOPMENT COMMITTEE we should delete reference to it. Also, since the Secretary is the keeper of the details of the board member's terms she/he should be part of the GOVERANCE/BOARD DEVELOPMENT COMMITTEE.

7. d. Deleting Nominating Committee and adding GOVERANCE/BOARD DEVELOPMENT COMMITTEE

COMMITTEES OF THE BOARD OF DIRECTORS For some reason this was never given an item number. A small problem but an annoyance just the same when you are trying to draw someone's attention to it. We propose to give it a number based on its position in the bylaws and add 1 to the subsequent items.

Also, add "Governance/" to Board Development Committee

Finally, change the enactment date to June of 2017