

BYLAW REVIEW & PROPOSED AMENDMENTS

Report to the Membership

Annual General Meeting: June 6, 2019

The Board of Directors has completed a comprehensive review of REACH Edmonton's Bylaws in 2018-19 and is pleased to share the results of the review with the membership at the 2019 AGM.

What prompted the Board to review the Bylaws in 2018-19?

- A Bylaw Review has been under consideration for some time, as evidenced by the notice of motion the Board provided on potential changes at the 2017 and 2018 AGMs, respectively.
- As the Society's Bylaws were previously updated in June 2014, and some authorities recommend a review at least every five years, a review was timely. The Board is also currently renewing its Policy Manual, creating an excellent opportunity to refresh the Bylaws to align with updated Board policies.

What process did the Board use to review the Bylaws?

- The Board Governance & Nominations Committee was responsible for developing a comprehensive process to review the Bylaws, beginning in Spring 2018 and concluding at the 2019 AGM.
- The process included a review by an external third-party over the summer of 2018. The external reviewer's comments, received on August 31, 2018, were fully adopted by the Committee. The external reviewer was also provided a second opportunity to review the Committee's draft proposal in February 2019. Additional suggestions from the reviewer were incorporated at this time.
 - The Board sincerely thanks Gord McKenzie, counsel at Bishop & McKenzie, for serving as its external reviewer. Mr. McKenzie has extensive experience advising non-profit boards on bylaws.
- The Committee discussed potential changes based on the external reviewer's feedback and its own research during three meetings on October 17, 2018; December 10, 2018; and February 20, 2019.
- The Board considered the Committee's recommendations on January 16, 2019 and March 13, 2019, when the revised Bylaws were approved for recommendation to the membership at the 2019 AGM.

What are the proposed Bylaw amendments?

- The proposed amendments fall into one of three categories:
 1. Streamlining and simplifying the Bylaws by reducing redundancy
 2. Enabling the transfer of certain bylaw content to Board policies
 3. Making substantive changes identified during the review process
- A brief overview of the proposed amendments is provided on p. 2 of this report, while a line-by-line comparison with the current Bylaws, as well as supporting rationale, can be found in Attachment B.

Text of Special Resolution for consideration (note: approval by 75% required for passage)

Be it resolved that the Membership of the Society approve by Special Resolution the new Bylaws for the REACH Edmonton Council as provided in Attachment A, which reflect proposed amendments outlined in Attachment B, to replace the current Bylaws provided as Attachment C.

If I have questions before the AGM, who can I contact?

- If a member has any questions or concerns about the proposed amendments, please do not hesitate to contact info@reachedmonton.ca and a Board member will be pleased to respond.

ATTACHMENTS

- A. Proposed New Bylaws (2019) – Clean Version (DRAFT)
- B. Proposed Bylaw Amendments (3-Column Document)
- C. Current Bylaws (2014)

OVERVIEW OF CATEGORIES FOR PROPOSED BYLAW AMENDMENTS

Group 1: Streamlining and simplifying Bylaws by reducing redundancy				Group 2: Enabling transfer of certain bylaws to Board policies				Group 3: Substantive changes identified during the Bylaw Review			
<i>At 15 pages, the Bylaws are overly long and can be streamlined by removing unnecessary sections and language.</i>				<i>Revisions where current bylaw content would be better shifted to Board policies, which are also currently under review.</i>				<i>Substantive changes identified based on research, best practices, or feedback raised during the review process.</i>			
#	Heading	Proposed Change	Page	#	Heading	Proposed Change	Page	#	Heading	Proposed Change	Page
Various	Various	Remove phrase “from time to time”	Various	3.4	Removal of Directors	Transfer Board attendance section	9	2.2	Membership Fees and Categories	Amend – eligibility as Voting Members	6
1.1	Definitions	Remove most definitions	1-4								
1.2	Interpretation	Remove – unnecessary	4	3.6	Remuneration and Expenses	Transfer entire section	10-11	3.2	Advisors, ED and Past-Chair	Amend – align Advisors with current practice	7-9
1.3	Headings	Remove – unnecessary	4	3.9	Conflict of Interest	Transfer entire section	12	3.8	Indemnity by the Society	Amend to include more accessible language	12
2.5	Member Liability	Remove – included in Societies Act	7	3.15	Resolutions in Writing	Transfer entire section	14-15	3.13	Voting Rights	Amend – Chair non-voting except tie vote	15
3.7	No Liability	Remove – limited legal effect	11	4.2	Election and Terms of Office	Transfer term limits for officers	15	7.5	Quorum	Amend – remove proxy voting	23
3.10	Board Meetings	Remove sub-section (c)	13	7.1	Annual General Meeting	Transfer AGM agenda items to policy/templates	22	7.6	Voting	Amend – remove proxy voting	24
3.12	Quorum	Remove unclear wording	14					7.7	Proxy	Amend – remove proxy voting	24
3.14	Rules of Procedure	Remove – unnecessary	14					9.1	Dissolution	Amend – raise threshold for dissolution	25
5.2	Cheques, Drafts, and Notes	Add e-transfers as method of payment	20								
11.1	Annual Audit	Remove ability for two Voting Members to conduct audit	27								

**Note: page references refer to the 3-column document (Attachment B)*