

**COMMUNITY WISE RESOURCE CENTRE
PROPOSAL TO CHANGE BYLAWS
MAY 2022**

SECTION	Current Wording	Proposed Wording
7.2	<p>The Board of Directors shall consist of Tenant Members, Associate Members, and Community Representatives. The Board of Directors shall consist of a minimum of nine (9) members in good standing and a maximum of fifteen (15) members in total, with quorum consisting of five (5) members. There will be no more than four (4) sitting Community Representatives on the Board at any one time.</p>	<p>The Board of Directors shall consist of Tenant Members, Associate Members, and Community Representatives. The Board of Directors shall consist of the minimum number of directors perceived to be sufficient to adequately manage the work of the board, as established by the Board from time to time, to a maximum of fifteen (15) directors in total, with quorum consisting of 51% of directors. Community Representatives on the Board may not exceed the total number of members (Tenant and Associate) at any one time.</p>
7.17	<p>Vacancies on the Board of Directors however caused may, so long as a quorum of Directors remains in office, be filled by appointment by the Directors from among the eligible Members of the CommunityWise Resource Centre if they shall see fit to do so.</p> <p>A Community Representative may also be appointed, so long as there are no more than four (4) sitting Community Representatives on the Board at any one time. Otherwise such vacancies shall be filled at the next Annual General Meeting of the members at which the Directors for the ensuing year are elected, following a selection procedure as outlined in the CommunityWise Board of Directors Terms of Reference, which may be updated from time to time.</p>	<p>Vacancies on the Board of Directors however caused may, so long as a quorum of directors remains in office, be filled by appointment by the directors from eligible candidates provided they meet all the criteria outlined in section 7.2. Otherwise, such vacancies shall be filled at the next Annual General Meeting of the members at which the directors for the ensuing year are elected, following a selection procedure as outlined in the CommunityWise Board of Directors Terms of Reference, which may be updated from time to time.</p>

7.21	If a Board Member’s second term ends before an Annual General Meeting, and if that Board Member retiring from office would result in less than nine (9) people sitting on the Board, the Board of Directors may allow that Board member to continue to sit on the Board with full Board powers until the vacancy is filled or until the next general meeting, whichever comes first.	If a Board Member’s fourth term ends before an Annual General Meeting, and if that Board Member retiring from office would result in fewer than the determined minimum number of people sitting on the Board, the Board of Directors may allow that Board member to continue to sit on the Board with full Board powers until the vacancy is filled or until the next general meeting, whichever comes first.
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Re 7.2:

- In recent years, there has been a lot of difficulty recruiting sufficient board members to meet the minimum nine threshold. This change will allow the sitting board to determine periodically if a number fewer (or more than) nine would be able to sufficiently manage the work of the board.
- The proposed change upholds the intent of maintaining control of the agency by members.

Re 7.17: Ensures this section aligns with changes in section 7.2

Re 7.21:

- This change was missed last year when we changed the terms from two terms of three years (to max six), to four terms of two years (to max 8)
- Ensures this section aligns with changes in section 7.2