

## **LAKE WINNIPEG FOUNDATION – PROPOSED BYLAW CHANGES**

The LWF board of directors is proposing changes to our organizational bylaws in order to:

- 1) strengthen continuity and stability by allowing board members to serve a maximum of nine years (increased from six);
- 2) modernize the titles of the officers of the board;
- 3) clarify the provisions for termination of a director.

For reference, LWF's [current organizational bylaws](#) can be reviewed online.

### **1) Changes to Election, Appointment and Terms of Directors**

#### **Section 6.4 Election of Directors**

##### **Proposed wording**

At each Annual General Meeting, Directors shall be elected by the members.

##### **Current wording**

Subject to the Articles, the Members will elect the Directors at the first Annual General Meeting and at each succeeding Annual General Meeting at which an election of Directors is required.

#### **Section 6.5 Appointments**

##### **Proposed wording**

In accordance with the Act and the Articles, Directors may appoint one or more Directors, who shall hold office until the close of the next Annual General Meeting. The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual General Meeting of Members.

##### **Current wording**

In accordance with the Articles, the Directors may appoint one or more Directors, who shall hold office for a term expiring not later than the close of the next Annual General Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual General Meeting of Members. The precise number of Directors to be appointed in this manner may be fixed by Ordinary Resolution of the Members.

#### **Section 6.6 Terms of Office**

##### **Proposed wording**

Each Director shall be elected for a term of up to 3 years. Directors may serve a maximum of 9 years from the time they are first elected.

### **Current wording**

Each Director shall be elected for a term of two (2) years. Directors may serve a maximum of three (3) consecutive terms.

## **2) Changes to Titles of the Officers of the Board**

### **Section 8.1.1 Officers**

#### **Proposed wording**

The board shall appoint an Executive Committee which shall include the Chair, Vice Chair, Past Chair, Secretary and Treasurer and such other Officers as the Board may from time to time appoint. All actions of the Executive Committee shall be reported to the Board at the next succeeding meeting and shall be subject to revision or alteration by the Board: provided that no acts or rights of the parties shall be affected or invalidated by any revision or alteration by the Board.

The duties and responsibilities of Officers will be specified in Board Policy.

#### **Current wording**

The Officers of the Foundation are the President, Vice-President, Secretary and Treasurer, and such other Officers as the Board may from time to time appoint. Together, the Officers comprise the Executive Committee of the Board.

The Foundation may also have, as determined by the Board, a Chair of the Board.

Two or more offices may be held by the same person.

The duties and responsibilities of Officers will be specified in Board Policy.

## **3) Changes to Termination of a Director**

### **Section 6.7 Termination**

#### **Proposed wording**

A director ceases to hold office when such person dies; is removed from office by the directors of the board; is absent from 3 meetings of the board in a 12-month period, unless such absence is excused by resolution of the Board, ceases to be qualified for election as a Director or tenders a resignation and a resigning Director may specify the time at which such resignation is effective.

#### **Current wording**

The tenure of any Director of the Foundation shall automatically terminate upon the effective date of his or her resignation submitted in writing to the Board or upon his or her death. Termination of a Director may be initiated for non-participation by way of a vote of a majority of the Directors.