

Motion to present a Constitutional Amendment to the Spring General Meeting

Preamble

This proposed amendment attempts to solve two problems that are inter-related and necessarily involve a revision of the constitution: Succession and Help for the Chair. Also involved is Recruitment, ie: how to make leadership positions attractive enough that people will want to let their names stand.

Consideration is also given to providing maximum flexibility on possible Officer terms and roles that can be decided by the Board year-to-year possibly to match available candidates needs.

What brought this all about is the following:

The current constitutional requirements for a Vice Chair to succeed the Chair have not worked for a variety of reasons

- the Chair-in-Waiting idea is unattractive and recruitment has been impossible.

- the term of the Vice Chair is on the one hand imprecise and on the other, it can be fatally too long.

- The immediate problem is that this term that ends this November is constitutionally Anne's last and we have to provide a way for her to possibly stay for one more term and/or provide the Board with enough constitutional flexibility to be able to recruit Officers for the new term beginning at the AGM in October 2024.

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Article 6. Officers (Original)

(a) There shall be six (6) officers of the Association: a Chair, a Vice Chair, a Secretary, a Treasurer, a Membership Secretary, and a Webmaster.

The Chair shall be elected by the membership at the Annual General Meeting and serve at least one (1) 2-year term and can be elected to a maximum of one (1) additional 2-year term

The Vice-Chair shall be elected annually by the membership at the Annual General Meeting. The Vice-Chair will stand in for the Chair in the event of absence. The Vice-Chair serving during the final year of the Chair's last term will succeed as Chair the following year.

The Immediate Past Chair is an ex-officio voting member of the Board whose term is concurrent with the term of the current Chair.

The remaining officers shall be elected by the membership at the Annual General Meeting for one-year terms and all shall serve as members of the Board.

(b) The Chair's authority arises from the General Meeting in the first instance and from the Board between General meetings.

The Chair shall supervise the general management and operation of the Association.

The Chair shall preside at all meetings of the Board and of the Association, unless unable to do so, in which case the Vice Chair shall preside pro tem in place of the Chair, and failing him/her by the Immediate Past Chair with the approval of the Board, pending the return of the current Chair if the absence is temporary. If the Chair's absence is more permanent, the Vice Chair shall assume the Chair until the next Annual General Meeting at which point the Vice Chair or another will be elected Chair.

Alternatively, should the Vice Chair and the Immediate Past Chair not be available, the Board may nominate and approve the appointment of another Member of the Board as Chair pro tem, also pending either the return of the current Chair or Vice Chair if the absences are temporary, or the election of a new Chair by the General Meeting.

(c) The Vice Chair shall assist the Chair in various tasks or projects as requested on an ad hoc basis; in so doing, the Vice Chair will work closely with the Board Chair in gaining a greater understanding of the Board Chair's role which is the next Board position to be undertaken by the Vice Chair. In addition, the Vice Chair will assist in community member engagement.

(d) The Immediate Past Chair shall assist the Board and Board Chair in various tasks or projects as needed and on an ad hoc basis and actively participate in community member engagement activities.

Revised and presented to the Board by the Governance Committee and passed by the Board unanimously on Thursday April 25th

Major revisions in red

Article 6. Officers

(a) There shall be a minimum of five (5) and up to seven (7) officers of the Association: a Chair, [or two (2) Co-Chairs], a Vice Chair [optional], a Secretary, a Treasurer, a Membership Secretary, and a Webmaster.

The Chair [or Co-Chairs] shall be elected by the membership at the Annual General Meeting and serve at least one (1) 2-year term and can be elected to one (1) additional 2-year term.

At the recommendation of the Board, ~~and~~ the terms of the Chair or Co-Chairs can be extended up to a maximum of 2 more years. In the case of the Co-Chairs, the terms can be extended or terminated together or separately.

A Vice Chair may be elected annually by the membership at the Annual General Meeting. The Vice-Chair will stand in for the Chair or Co-Chairs in the event of absence. At the end of the term of the Chair (or either or both Co-chairs), the Vice-Chair may succeed as Chair or Co-Chair for the following term of 2 years and second term of 2 years.

The Immediate Past Chair is an *ex officio* voting member of the Board whose term is concurrent with the term of the current Chair or Co-Chairs.

The remaining officers shall be elected by the membership at the Annual General Meeting for one-year terms and all shall serve as members of the Board.

(b) The authority of the Chair or Co-Chairs arises from the General Meeting in the first instance and from the Board between General meetings in the second instance.

The Chair or Co-Chairs shall supervise the general management and operation of the Association.

The Chair or Co-Chairs shall preside at all meetings of the Board and of the Association, unless unable to do so, in which case the Vice Chair shall preside pro tem in place of the Chair or Co-Chairs, and failing him/her by the Immediate Past Chair with the approval of the Board, pending the return of the current Chair or Co-Chairs if the absence is temporary. If the Chair or Co-Chairs' absence is more permanent, the Vice Chair shall assume the Chair until the next Annual General Meeting at which point the Vice Chair or another(s) will be elected Chair or Co-Chairs. Alternatively, should the Vice Chair and the Immediate Past Chair not be available, the Board may nominate and approve the appointment of another Member of the Board as Chair pro tem, also pending either the return of the current Chair, Co-Chairs or Vice Chair if the absences are temporary, or the election of a new Chair or Co-Chairs by the General Meeting.

(c) The Vice Chair shall assist the Chair or Co-Chairs in various tasks or projects as requested on an ad hoc basis; in so doing, the Vice Chair will work closely with the Chair or Co-Chairs in gaining a greater understanding of the Chair's role. In addition, the Vice Chair will assist in community member engagement.

(d) The Immediate Past Chair shall assist the Board and Board Chair or Co-Chairs in various tasks or projects as needed and on an ad hoc basis and actively participate in community member engagement activities.