



Motion to be Presented at the Annual General Meeting (AGM)

Date: April 16th 2025

Location: Duncan Elks Association
149 Station St.
Duncan, BC
V9L 1M8

Motion:

I move that the following Bylaws of the **Downtown Duncan Business Improvement Area Society** be amended/repealed in accordance with the requirements of the **BC Societies Act**:

1. Bylaw Amendment – Section 1(a) - Board & Executive

Current Bylaw Text:

The Association shall be governed by the Board of up to 15 Directors and shall include an Executive Committee which reports to the board of Directors. The Executive of the Association shall be comprised of the President, Past-President, Vice-President, Secretary and Treasurer.

Proposed Amendment:

The Association shall be governed by the Board of up to **13** Directors and shall include an Executive Committee which reports to the board of Directors. The Executive of the Association shall be comprised of the President, Past-President, Vice-President, **Governance Officer** and Treasurer.

2. Bylaw Amendment – Section 1 i) & j) - Board & Executive

Current Bylaw Text:

N/A

Proposed Amendment:

- (i) Board members may serve a maximum of six consecutive two-year terms, totaling twelve years. Upon reaching this limit, a Director must step down from the Board and may continue to participate in Board and Committee meetings in a non-voting capacity for the duration of the two-year period following their term limit. After leaving the Board for a minimum of two years, former Directors may be eligible to run for election to the Board again.

- (j) Notwithstanding the provision of Bylaw 1 (i), any Director who as of January 2025 who has exceeded twelve years of service on the Board is permitted an additional two years. This extension shall be granted for the purpose of ensuring continuity of leadership and a smooth transition.

3. **Bylaw Amendment – Bylaw 2 b)- President & Bylaw 3 c) - Vice-President**

Current Bylaw Text:

- 2 b) The association will be represented on all formal occasions by the President or his designate.
- 3 c) The Vice-President shall assume the office of the President during his or her term if the President dies, resigns, is removed from the Board, or for some other reason is, in the opinion of a majority Board, unable to fulfill his responsibilities of President.

Proposed Amendment:

- 2 b) The association will be represented on all formal occasions by the President or **their** designate.
- 3 c) The Vice-President shall assume the office of the President during **their** term if the President dies, resigns, is removed from the Board, or for some other reason is, in the opinion of a majority Board, unable to fulfill **their** responsibilities **as** President.

4. **Bylaw Amendment – Bylaw #4 -Secretary**

Current Bylaw Text:

- (a) The Secretary shall ensure that accurate Minutes are taken of all Board, Executive and Annual General Meetings and that they are available to Members in a readily accessible place.
- (b) The Secretary shall ensure that Agenda packages are prepared and distributed to Board members as associated.
- (c) The Secretary shall ensure that all records of the Society are maintained and in a place readily accessible to Directors and members, and shall respond to all requests for access to those records.
- (d) The Secretary shall ensure that all records are kept pertaining to the Association. All documents shall be available to members of the Association for their perusal, during normal working hours, at the registered office of the Association, upon the member making written request to such perusal and upon twenty-four hour notice being given of such request to the Society. Members and Directors are entitled to copies of any document upon payment of a reasonable charge, not exceeding the sum of 50 cents a page.

Proposed Amendment:

- (a) The Governance Officer shall lead the Governance Committee in oversight of governance practices.
- (b) The Governance officer shall ensure compliance with bylaws and other organizational policies.

- (c) The Governance Officer shall coordinate annual orientation programs for new Directors and facilitate reviews of governance practices in alignment with best practices and provide recommendations for Board member evaluations and self-assessments.
- (d) Monitoring changes in legislation and policy that may affect governance practices.
- (e) Serve as a key point of communication regarding the Conflict-of-Interest Policy, Confidentiality Policy, and Code of Conduct to the Board of Directors.

5. Bylaw Amendment – Bylaw #5(e) - Treasurer

Current Bylaw Text:

- (e) The positions of Secretary and Treasurer may be combined upon a duly recorded motion passed by the majority of Directors.

Proposed Amendment:

Repealed

6. Bylaw Amendment – Bylaw #6 - Directors

Current Bylaw Text:

- (a) Every year after the initiation year at the Annual General Meeting, Directors shall Be elected or re-elected for a two year term so that the Board shall contain up to 14 elected members.

Proposed Amendment:

- (a) Every year after the initiation year at the Annual General Meeting, Directors shall be elected or re-elected for a two year term so that the Board shall contain up to **13** elected members.

7. Bylaw Amendment – Bylaw #7(e)1. - Members

Current Bylaw Text:

- (e) 1. By delivering a resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;

Proposed Amendment:

- (e) 1. By delivering a resignation in writing to the **Governance Officer** of the society or by mailing or delivering it to the address of the society;

8. Bylaw Amendment – Bylaw 8(h)1. - Meetings

Current Bylaw Text:

- (h) 1. The Board shall meet on a date as determined by the President, and the members of the Board shall be given notice of any such meetings by regular post or telephone at least five full days in advance of the meeting.

Proposed Amendment:

- (h) 1. The Board shall meet on a date as determined by the President, and the members of the Board shall be given notice of any such meetings by **email, telephone or text** at least five full days in advance of the meeting.

9. Bylaw Amendment – Bylaw 8(h)3. - Meetings

Current Bylaw Text:

- (h) 3. Executive meetings shall be held at the call of the Chair, at intervals of no less than six weeks. Five days notice shall be given or such shorter notices as may be decided to by all the Executive Members.

Proposed Amendment:

- (h) 3. Executive meetings shall be held at the call of the Chair, at intervals of **no fewer than four times per year.** Five days notice shall be given or such shorter notice as may be decided to by all the Executive Members.

10. Bylaw Amendment – Bylaw #9 - Signing Officers

Current Bylaw Text:

The Signing officers of the Association, for the purpose of banking, shall be any two of the President, Vice-President, or Treasurer.

Proposed Amendment:

The Signing officers of the Association, for the purpose of banking, shall be any two of the President, Vice-President, or Treasurer. **The Executive Director has signing authority of up to \$500 per transaction.**

11. Bylaw Amendment – Bylaw #12 - Elections

Current Bylaw Text:

- (b) The Vice-President shall be in charge of the nominations and shall chair the Annual General Meeting during the election of the Board. Nominations for the Board shall be made prior to and at the Annual General Meeting.

Proposed Amendment:

- (b) The Vice-President shall be in charge of the nominations and shall chair the Annual General Meeting during the election of the Board. Nominations for the Board shall be made **prior to** the Annual General Meeting.

12. Bylaw Amendment – Bylaw #14 - Seal

Current Bylaw Text:

- (a) The Association shall have a seal struck in the name of the Association and The seal of the Association shall be affixed to all contracts and documents of like Nature that the Association enters into.
- (b) The seal shall be kept at the registered office of the Association.

Proposed Amendment:

Repealed

13. Bylaw Amendment – Bylaw #16 - Provision of Copies

Current Bylaw Text:

Each member of the Association shall have the right to be provided with a copy of the Constitution and By-laws of the Association, on payment of not more than \$1.00 upon application to the Secretary.

Proposed Amendment:

Each member of the Association shall have the right to be provided with a copy of the **By-laws and Policies** of the Association, **electronically at no cost.**

Rationale:

The proposed bylaw amendments aim to streamline governance, enhance operational efficiency, and modernize practices. Key changes include reducing the number of Directors, introducing term limits, updating language to be gender-neutral, and redefining roles like the Secretary to a Governance Officer for improved oversight. The amendments also increase flexibility in communication, clarify election processes, and enhance financial oversight with the addition of signing authority for the Executive Director. Additionally, redundant provisions are removed, and access to bylaws and policies is modernized for better transparency. These updates will ensure the Society's governance remains effective, inclusive, and aligned with best practices.