Gibsons Public Art Gallery - Proposed Bylaw Changes

Electronic voting:

> Add clause 11 h) as follows: "The directors may pass a resolution without a meeting if a notice of the resolution is sent to all directors and a majority of directors consent to the resolution."

Rationale: The Societies Act already allows for resolutions to be passed without a meeting and by electronic means. However, the Act requires all directors to vote in favour unless a lesser number is specified in the bylaws. This could be problematic if a director is away or fails to notice/respond to the email. The clause above would allow the resolution to pass as long as a majority of all directors are in favour. The wording above is based on that in the Act.

Number and terms of directors:

> Revise clause 10 a) as follows:
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> Existing clause: "The Society shall be managed by a Board of Directors, none of whom shall be employees of the Society, consisting of the immediate Past President and not less than eight and not more than ten Directors elected for a two year term."
>
> Revised clause: "The Society shall be managed by a Board of Directors, none of whom shall be employees of the Society, consisting of not less than eight and not more than eleven Directors. The term of office of elected Directors will normally be two years. However, the Board may determine that some or all vacant Directors' positions will have a term of less than two years, the length of such term to be determined by the Directors in their discretion."

Rationale: The primary purpose for this change is to ensure an equal number of directors are elected each year. This sometimes becomes uneven when directors leave the board before their term expires. It could also be used to potentially shorten the term of a specific director position (e.g. a past president who wants to stay on temporarily, or a youth director). This wording is taken from the Vancouver Art Gallery's bylaws. We should also remove the requirement for past president to remain as a director, since this will really be up to the individual and shouldn't be mandated within the bylaws. If they wish to remain, they can fill a regular spot. The maximum number of directors is then changed to 11 so that this remains the same (previously 10 + past president).

Revise clause 10 b) to remove the words: “(four consecutive terms)”

Rationale: This is because the 8 year maximum may not align with 4 terms if some terms are shorter, and the phrase is not really necessary since the 8 year maximum is specified.

Youth board member:

Revise clause 1 c): for all membership categories, change “over 18 years of age” to “16 years of age or older”

Add clause 6 e): “The President shall be 18 years of age or older.”

Add clause 7 b): “The Vice-President shall be 18 years of age or older.”

Add clause 9 g): “The Treasurer shall be 18 years of age or older.”

Rationale: Currently youth members cannot vote or hold office. This change would allow for a youth member to be elected or appointed as a director, but not as President, Vice-President or Treasurer. The previous changes to the terms of directors would also allow (but not necessarily require) the board to appoint a youth director for a one year period, rather than the usual two.

Nomination of directors:

Add clause 10 d): “Any eligible member in good standing may be nominated for election as a director by submitting a written nomination signed by two other members in good standing no fewer than 30 days prior to the election, or may be nominated by the board at any time prior to the election.”

Rationale: This clause is intended to give the board time to review candidates qualifications as board members and prevent any hostile takeover of the board. The advance notice gives the board time to find more suitable candidates if necessary and organize the membership against any hostile takeover. The Kelowna Art Gallery has similar requirements. The Vancouver Art Gallery also requires advance nominations, although the number of days isn’t specified.

Establishment of committees:

Revise clause 13 a) to remove the words “by ordinary resolution”.

Rationale: An ordinary resolution requires a vote by membership. Normally committees are established by a board and don’t require member approval. The remainder of Section 13 implies that the board can establish committees at any time.