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| **Current** | **Proposed Revision** | **Description of Revision** |
| **PROPOSED AMENDMENT 1a)**  Article 6 – Nominations and Election Procedure, including:  Article 6.1 – Qualifications and Conditions for Nomination to the board  Article 6.2 – Nominating Procedure  Article 6.3 – Election by Secret Ballot – Procedure | Article 5 – Nominations and Election Procedure, including:  Article 5.1 – Qualifications and Conditions for Nomination to the Board  Article 5.2 – Nominating Procedure  Article 5.3 – Election by Secret Ballot - Procedure | Moved the Article on “Nominations and Election Procedure” ahead of the Article on “Directors” to improve the flow of the By-Laws. |
| **PROPOSED AMENDMENT 1b)**  Article 5 – Directors, including:  Article 5.1 – Duties and Responsibilities  Article 5.2 – Number and Term of Office  Article 5.3 – Vacancy  Article 5.4 – Removal of a Director  Article 5.5 – Board Vacancies | Article 6 – Directors, including:  Article 6.1 – Duties and Responsibilities  Article 6.2 – Number and Term of Office  Article 6.3 – Vacancy  Article 6.4 – Removal of a Director  Article 6.5 – Board Vacancies | Moved the Article on “Directors’ after the Article on “Nominations and Election Procedure” to improve the flow of the By-Laws. |
| **PROPOSED AMENDMENT 2**  Article 5.1 – Duties and Responsibilities.  The affairs of the Association shall be governed by a board of directors, which shall supervise, control and direct all its activities. The board of directors may delegate to the Executive Director, any committee, or officer any or all powers, duties and authority of the board of directors, which may lawfully be delegated. | Article 6.1 – Duties and Responsibilities.  The affairs of the Association shall be governed by a board of directors, which shall supervise, control and direct all its activities. Directors shall act at all times in the best interest of the Association rather than particular interests or constituencies. The board of directors may delegate to the Executive Director, any committee, or officer any or all powers, duties and authority of the board of directors, which may lawfully be delegated. | This sentence was added to specify that although individuals are elected as either regional representatives, aboriginal communities representatives or members at large, once elected they owe their duty to CHRA. |
| **PROPOSED AMENDMENT 3**  Article 5.2 (a)(i) one director shall be elected from and by members in each of the following ten regions: Alberta; British Columbia’ Manitoba; New Brunswick; Newfoundland and Labrador; Nova Scotia and Prince Edward Island together; Ontario; Quebec; Saskatchewan; and the three territories comprised of Yukon, Northwest Territories and Nunavut: (collectively, these are the “Regional Representatives”). | Article 6.2 (a)(i) one director shall be elected from and by members in each of the following ten regions: Alberta; British Columbia’ Manitoba; New Brunswick; Newfoundland and Labrador; Nova Scotia and Prince Edward Island together; Ontario; Quebec; Saskatchewan; and the three territories comprised of Yukon, Northwest Territories and Nunavut: (collectively, these are the “Regional Representatives”). Regional Representatives must work or reside in the region they represent. | This sentence was added to bring certainty that Regional Representatives are expected to work or reside in the region they represent. |
| **PROPOSED AMENDMENTS 4**  Article 5.2 (ii)one director shall be elected from and by members of aboriginal communities (the “Aboriginal Communities Representative”)  Article 6.1 (d) The Aboriginal Communities Representative may only be nominated by members who self-identify as Aboriginal communities members  Article 6.2 (a) At least 90 days prior to the date of the annual meeting, the Executive Director shall send a nomination form by electronic means to each member, identifying the number of directors to be elected at the annual meeting, and the category of the vacancy (Regional Representative, Aboriginal Communities Representative and/or a director-at-large). | Article 6.2 (ii) one directors shall be elected from and by members of Indigenous communities (the “Indigenous Communities Representative”)  Article 5.1 (d): The Indigenous Communities Representative may only be nominated by members who self-identify as Indigenous communities members  Article 5.2 (a) At least 90 days prior to the date of the annual meeting, the Executive Director shall send a nomination form by electronic means to each member, identifying the number of directors to be elected at the annual meeting, and the category of the vacancy (Regional Representative, Indigenous Communities Representative and/or a director-at-large). | Change “Aboriginal” to “Indigenous” to reflect change in name of Aboriginal Caucus to Indigenous Caucus. |
| **PROPOSED AMENDMENT 5 a)**  Article 5.3 Vacancy – The office of director shall be automatically vacated: | Article 6.3 Vacancy – The office of director shall be vacated: | Removed “automatically” as this was considered redundant. |
| **PROPOSED AMENDMENT 5 b)**  Article 5.3 (d) if the director ceased to be a member of the Association; or | Article 6.3 (d) if the director ceased to be a member of the Association, for a period of more than 30 days; or | Unable to document all scenarios in the by-laws. Revision made to give a director reasonable time to become a member. This is based on the understanding that once elected directors owe their duty to CHRA – the director position is not help be the member association. Board Policy & Procedure to have a section on director membership, including removal of a director. |
| **PROPOSED AMENDMENT 6**  Article 5.5 Board Vacancies – Any vacancy on the board of directors may be filled by the board of directors by appointment and the person so appointed will hold office for the remainder of the unexpired term. The initial term in which an appointee holds office as a result of a vacancy shall be excluded from the six year term limit. | Article 6.5 Board Vacancies – Any vacancy on the board of directors may be filled at the discretion of the board of directors by appointment, or by special by-election, and the person so appointed will hold office for the remainder of the unexpired term. The initial term in which an appointee holds office as a result of a vacancy shall be excluded from the six year term limit. | This sentence was included to allow board to fill vacancy by way of special by-election. Previous wording on allowed the board to fill vacancies by appointments. |
| **PROPOSED AMENDMENT 7**  Article 8.2 Elections of Officers – the board shall elect officers at a board meeting in conjunction with the annual general meeting. The Vice-President, Secretary and Treasurer shall be elected by the Board from their own numbers at the first meeting of the Board in conjunction with the Annual meeting, and shall hold office for one (1) year and until their successors are elected or appointed. The President Elect shall be elected by the Board from their own numbers every other year and shall hold office unit the completion of a four-year cycle with one year as President Elect, two years as President and one year as Past President. | Article 8.2 Elections of Officers – the board shall elect officers at a board meeting in conjunction with the annual general meeting. The Vice-President, Secretary and Treasurer shall be elected by the Board from their own numbers at the first meeting of the Board in conjunction with the Annual meeting, and shall hold office for one (1) year and until their successors are elected or appointed. The President Elect shall be elected by the Board from their own numbers every other year and shall hold office unit the completion of a four-year cycle with one year as President Elect, two years as President and one year as Past President. For the duration of this four-year cycle, these officers are not required to seek re-election to the Board. | This sentence was added to bring clarity to the By-Law. Clarity was required as four-year cycle is outside normal 3 year term for Directors. |