

CHRA Bylaw Amendments

May 22, 2025



Background

- CHRA is incorporated under the *Canada Not-for-profit Corporations Act* (2009)
- Current Bylaws were approved in May 2017
- The CHRA Board's Governance & HR Committee reviewed the Bylaws in 2024, and their recommendations were approved by the Board in November 2024.
- Bylaw amendment requires approval by the Board, and confirmation by the members by a majority of votes present at a members' meeting.

Recommended Changes

Typos and word choice

1. Correct typo in 3.3 (a) to change “of” to “or”

(a) the member dies, ~~ef~~or in the case of a member that is
2. Change to gender-inclusive throughout Bylaws

attend the meeting of the Board in ~~his or her~~their own defence.
3. Remove reference to non-existent section

~~Except as set out in section 6.3, a~~Absentee voting
4. Changes “Directors” to “Candidates”

(c) ~~Directors~~Candidates shall be ranked by the number of votes received.
5. Correct numbering in 6.2

set out in Article 6 ~~below~~above. qualifications set out in section 65.1.

Recommended Changes

Revive Nominations Committee

1. Amend section 9.1

ARTICLE 9 – COMMITTEES AND CAUCUSES

9.1 Standing Committees

There will be ~~three~~four standing committees of the board: an Executive Committee, a Finance Committee, a Nominations Committee, and a Governance & Human Resources Committee. The terms of reference for these committees ~~are delineated in a CHRA policy and procedures manual~~will be determined by the board.

2. Change “Governance Committee” to “Nominations Committee” in

- 5.1 Qualifications and Conditions for Nomination to the Board
- 5.2 Nominating Procedure

Recommended Changes

Update Nominations Procedure

1. Reduce membership requirement from previous year to current year

5.1 Qualifications and Conditions for Nomination to the Board

(a) Any individual considered for election to the board must ~~have been a member for at least one fiscal year prior to election and~~ have paid all membership fees and any other dues owing to the Association and be a member in the current year;

2. Clarify eligibility of nominators

(c) Each nominee must be nominated by two members who have paid all membership fees and other dues owing to the Association and are members in the current year

(d) Members may only nominate Regional Representatives from their own Region of residence, which in the case where the member is an organization, including organizations that operate across multiple regions, provinces or territories, shall be the location of their head office;

3. Clarify scrutineers

(b) The Executive Director, or their delegate, and a member of the Nominations Committee, a CHRA senior staff and a member not running for election will act as scrutineers.

Recommended Changes

Recognize the Indigenous Caucus

1. Add description written by the Indigenous Caucus Working Group (Jan 2024):

9.3 Indigenous Caucus

Indigenous and non-indigenous members who have a shared focus on Indigenous housing and homelessness issues, have created an Indigenous Caucus, which has autonomy within the Association to set their own Terms of Reference and membership criteria. The Indigenous Communities Representative on the Board will act as chair of the Indigenous Caucus.

Recommended Changes

Clarify Indigenous Communities Representation on the Board

1. Nominators must be Caucus members

~~(d)~~ The Indigenous Communities Representative may only be nominated by members who self-identify as ~~Aboriginal communities~~ Indigenous Caucus members;

2. Any Indigenous person from a member organization is eligible as a candidate

(ii) one director shall be elected ~~from and by members of Indigenous communities~~ as (the an "Indigenous Communities Representative")". ~~The Indigenous Communities Representative must self-identify as Indigenous and will be elected by members of the Indigenous Caucus, and~~

3. Clarify scrutineers

Recommended Changes

Update Board Vacancy and Removal

1. Set limits when Board members change organizations

(d) if the director ceases to be a member of the Association, or the ceases to be the designated representative of a member organization, for a period of more than 30 days;

2. Add attendance requirement

(g) If a director fails to attend three consecutive Board meetings, without a leave of absence granted by the Board, the Board member will be deemed to have resigned, and the seat will be declared vacant.

3. Clarify who can vote to remove a Director

which such vacancy may be filled by resolution of the board. A director may only be removed and replaced by ordinary resolutions to remove or replace a director may only be voted on by resolution of those members who have the right under these by-laws to elect that director.

Recommended Changes

Online meetings and Electronic Votes

1. Make online meetings, already allowed by the Act, explicit in CHRA Bylaws

the purpose of determining quorum, a member must be present in person **or through telephonic, electronic or other communication facility.**

2. Make email votes, already allowed by the Act, explicit in CHRA Bylaws

7.4 Resolutions in Writing

A resolution in writing, **including through e-mail other electronic means**, supported by all of the directors entitled to vote on that resolution at a meeting of the board, shall be as valid as if it had been passed at a meeting of the board. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the board or committee of directors.

Motion

BE it resolved that the membership of CHRA approve changes to the Bylaws, as recommended by the Board of Directors

Moved: Leigh Bursey, Vice-President, Chair of Governance & HR Committee

Seconded: (requires simple majority of votes cast)

