



Main Street Project

Proposed By-law Changes to be presented at the Annual General Meeting September 2023

Proposal:

The proposal is to change the minimum number of meetings from eight (8) to six (6) per year.

Rationale:

With the involvement of committee's and commitment of time from volunteers, holding monthly board meetings, means a significant time commitment for volunteer board members. This adjustment would allow for committee meetings to occur in one month and the board meeting to occur in the following month. This will not only support board member participation by having less meeting to ensure each meeting is better organized and ran. It also means the burden on the Executive Director and Admin staff to turn around committee meetings and report and the board package which will provide for more opportunity to explain, provide background and more information on topics coming to the board for discussion or decision.

Current By-law Language:

ARTICLE II – BOARD OF DIRECTORS

Section 4 – Meetings of the Directors

The Board of Directors shall meet no fewer than eight (8) times per year on a schedule determined by the Board.

Board Members shall receive a minimum of three (3) days' notice of any Regular Meeting. The non-receipt of a notice shall not invalidate any proceedings passed at any meeting.

Special meetings of the Board of Directors may be called at any time by the Chairperson or any three (3) Board members.

The Board shall adopt an agreed upon method for arriving at consensus decisions and that method shall be outlined in a Governance Manual. In the event consensus cannot be achieved on an issue under discussion, any three (3) Directors may require a formal vote on the matter. If a formal vote is undertaken, it shall be conducted in accordance with Robert's Rules of Order.

A declaration by the Chairperson that a resolution has been carried and an entry to the effect in the minutes shall be sufficient evidence of that fact.

In the absence of the Chairperson, the duties of the Chairperson may be performed by a Vice- Chairperson or such other Director as the Board from time to time may appoint for the purpose.

For the purpose of sending notice to any director for any meeting or otherwise, the address of the Director shall be his last email or mailing address shown on the books of the Corporation.

Meetings of the Board may be conducted by tele-conference, video-conference or by email. The Board shall adopt an E-Meeting Protocol to govern the conduct of such meetings.

Proposed Change:

ARTICLE II – BOARD OF DIRECTORS

Section 4 – Meetings of the Directors

The Board of Directors shall meet no fewer than **six (6)** times per year on a schedule determined by the Board.