

Memo

To: Board of Directors
Friends of Wabakimi
Fr: By-Laws Review Committee
John Holmes Kristen Setala
Vern Fish Dave McTeague
Re: Recommended By-Law Changes
Date: January 28, 2024



Background

After a review of our current by-laws, the committee has recommended the following changes. A justification follows the changes recommended in each section. The first amendment proposed stems from our need to have a bank account in the USA to accept credit cards at USA events. The formula for a quorum for the annual membership meeting needs to be addressed to reflect the continued increase in membership. Finally, we need to find a way to allow our membership to join our meeting via electric access to participate and vote. Thus, we are recommending changes to the following three sections of the Friends of Wabakimi By-Laws.

5.2 Banking

The Board shall by ordinary resolution from time to time designate the ~~a Ontario branch of a Canadian bank~~ or financial institution ~~or institutions~~ in which to place the original copies of governance documents, monies, bonds or other securities of the Corporation for safekeeping. The banking business of the Corporation or any part of it shall be transacted by the Treasurer or any other individual as the Board may from time to time designate, direct or authorize.

Justification:

Currently, our by-laws require/suggest that we designate an Ontario Branch of a Canadian bank for ALL of our monies. To sell our products in the USA and take credit cards, we must set up an account in a USA bank. We need to amend our by-laws to allow us to set up an account in the USA so we can take credit cards at Canoeconia or other events with Square.

9.10 Quorum

A quorum for the transaction of business at any members' meeting shall be ~~one-fifth (20%)~~ **one-tenth (10%)** of the membership but, in any case, not less than ten (10) members entitled to vote at the meeting whether present in person, or represented by proxy. If, at a or any time during any members' meeting a quorum is not present, the remaining members present may not transact any further business other than to record the names of those present and to adjourn the meeting to a fixed date, time and place.

Justification:

Currently, our membership stands at 342 which means under the current by-laws we must have 68 (342 x .20 = 68.4) people in attendance or hold enough proxies to conduct a membership meeting. Because we are an international organization with members scattered across North America and Europe, we rarely get more than 20 members to a Membership meeting. Last year we had 46 proxies with 20 members at the meeting. This year that number will not be enough to call a quorum. We are going to hard work to make it easier to recruit proxy votes but as we gain membership, which is good thing, it may be impossible to achieve quorum in the near future.

9.11 Voting

Business arising at any meeting of the members shall be decided by a simple majority (51%) of the members present and voting unless otherwise required by the Act or this By-law or any other by-law in force at the time provided that:

- (a) each member present in person or represented by proxy and the individual presiding at the meeting shall be entitled to one (1) vote per motion;
- (b) voting shall be **first by a voice vote, and if in doubt,** by a show of hands.
- (c) An abstention or blank ballot shall not be considered a vote cast;
- (d) ~~before or after a show of hands has been taken on any motion, the individual presiding at the meeting may require or any member present may demand a written ballot. A written ballot so required or demanded shall be taken in such manner as the individual presiding at the meeting shall direct and an entry of the number of votes in favour of and against the motion shall be~~

~~recorded in the minutes;~~

(d) a vote of the Board of Directors, 21 days before a membership meeting, may allow eligible members to participate in a membership meeting by an electric means. A designated board member should monitor the chat to ascertain the eligibility and assist in the vote count. A member is deemed present and in person provided all persons participating in the meeting are able to communicate adequately with each other at the same time.-

~~(e) if there is a tie vote by a show of hands, the individual presiding at the meeting shall require a written ballot and if there is a tie vote upon written ballot, the individual presiding at the meeting may not cast a second and deciding vote but shall declare the motion to be lost; and~~

~~(f) whenever a vote by show of hands is taken on a motion, unless a written ballot is required or demanded, a declaration by the individual presiding at the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.~~

Justification:

Sections d, e, f are too cumbersome and do not accommodate online participation. The new (d) will allow online participation if approved by the Board of Directors 21 days in advance. The board must feel confident that online voters can be successfully recognized and counted. Their votes can be recorded either verbally, or through "show of hands" via the chat.

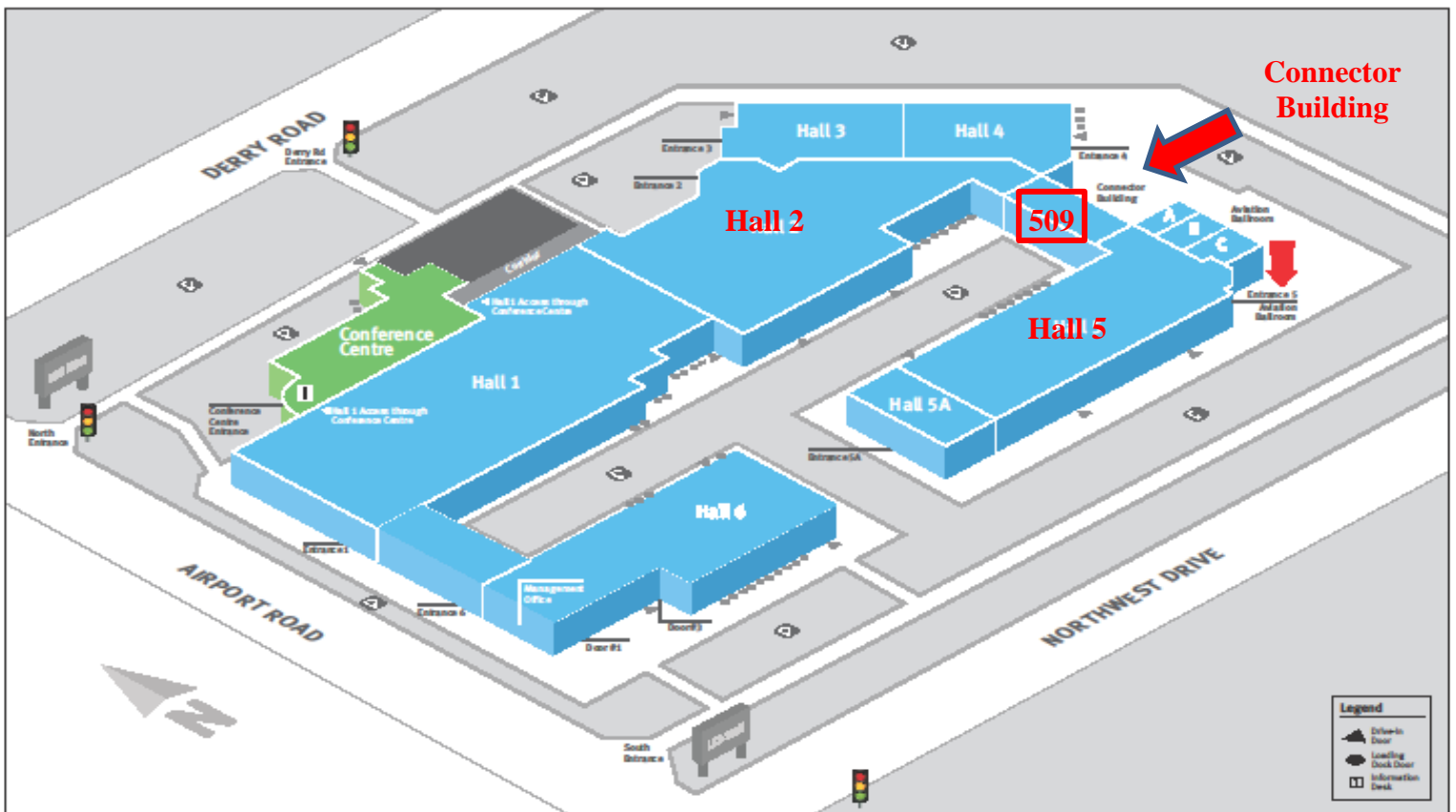
Friends of Wabakimi
2024 Annual Membership Meeting

Toronto Outdoor Adventure Show
Room 509*

The International Centre, Hall 5
6900 Airport Rd, Mississauga, ON

THE INTERNATIONAL CENTRE

Hall 5



6900 Airport Road, Suite 120 Mississauga, Ontario Canada L4V 1E8
t 905.677.6131 f 905.677.3089 tf 1.800.567.1199 internationalcentre.com

THERE'S SOMETHING HAPPENING HERE!

*Room 509 is along the hallway that connects Hall 5 to Hall 2. Look for Room 509 in the Connector Building.