

Briefing Note to NAFR Calgary and District Branch Board prepared by the By-law Review Committee (the Committee)

Background:

In 2021, the Committee (Gerry Thompson, Valerie Katarey, Joe Kronstal) was directed by the Branch Bard to undertake a general review and update of the 2015 Branch By-laws. Committee recommendations on By-law revisions were agreed to by the Branch Board and subsequently were presented to members and adopted at the 2022 Branch Annual Meeting. Thereafter, those Branch By-laws were approved by the Association Board. In the past several months, the Branch Board identified By-laws matters that required further review. The Committee agreed to review and make recommendations to the Branch Board on those matters.

By-law areas identified by the Branch Board as needing review:

1. Para 5.9 (b)- amend wording in second part of phrase to state "50% of meetings for the operational year (AGM election in April to the following year)" This allows for calculating attendance for newly elected directors, giving a full 12 month period for consideration.
2. Inclusion of a clause that allows the board discretion in the application of 5.9 (b) and reviewing attendance or authorizing a leave of absence. For example, a director may miss 3 consecutive meetings due to medical appts, but still continues to contribute and carry on with their duties.
3. Para 6.2 - remove the option for nominations from the floor at the Branch Annual Meeting. This is not an option in the national bylaws. This allows the Branch Board to target recruitment based on the needs of the Branch Board
4. Since the Branch needs National Board of Directors (NBOD) approval for any bylaw changes, provisions in the By-laws should be clear that the By-laws become effective once that approval is received. By-law approval is a 2-step process: first, approval/passage by members at the Branch; then final approval by NBOD.

Current (2022) Branch By-law provisions

Recommended revisions (**in bold font**)

PART I - Definitions	PART I - Definitions
“Annual Branch Meeting” means the annual meeting of the Branch Members at which, in addition to any other business that may be transacted, the items listed in Section 8.1.2 shall be presented to the Branch members.	“ Branch Annual Meeting ” means the annual meeting of the Branch Members at which, in addition to any other business that may be transacted, the items listed in Section 8.1.2 shall be presented to the Branch members.
PART III - Membership	PART III - Membership
3.3.2 In the event of the dissolution of the Branch, members shall be re-allocated by the Board to adjacent Branches or to a Branch of the member’s choice.	3.3.2 In the event of the dissolution of the Branch, members shall be re-allocated by the Association’s Board to adjacent Branches or to a Branch of the member’s choice.
5.9 Vacancy, Director	5.9 Vacancy, Director
The position of Director shall be vacated:	The position of Director shall be vacated:
b) if the Director does not attend three (3) consecutive meetings, or 50% of the calendar year meetings as of December 31st; or	b) if the Director does not attend three (3) consecutive Branch Board meetings, or 50% of the Branch Board meetings as defined in Section 8.6 between May 1st and the following April 30th ; or
	e) The Branch Board may approve an exemption or leave of absence for a Director if extenuating circumstances exist related to Section 5.9 b).

6.2 Nominations from the Floor	6.2 Nominations Deadline
Branch members may make additional nominations from the floor at the Branch Annual Meeting. If a member is absent when nominated, the nomination must be supported by a written statement from the nominee indicating the nominee's willingness to serve	Nominations from the floor shall not be allowed. All nominations must be received no later than 21 days prior to the Branch Annual Meeting.
10.2 Review and Approval	10.2 Review, Approval and Effective Date
The Branch is required to forward their By-laws and any subsequent amendments to the Association's office for review and for approval by the Association's Board.	The Branch is required to forward their By-laws and any subsequent amendments to the Association's office for review and for approval by the Association's Board. Branch By-laws become effective the date of approval by the Association Board.