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## Proposed resolutions for consideration at the Victoria Esquimalt Harbour Society Annual General Meeting April 10 2018

To VEHS members, there are five sets of resolutions being put forward at the 2018 VEHS Annual General Meeting to amend the VEHS Constitution and Bylaws.

We have provided a rationale for each proposed change below. Please review these prior to the April 10 meeting, where we will vote on them.

Thanks  
Hannah

### Resolution 1: Amend Section 1 Article 1 Membership

*Rationale:* The intent is to put more rigour into the selection of membership categories. This is to ensure that proper representation of membership categories occurs during election of officers to the VEHS Board;

Have left in "The list of membership categories is determined by the Society" to make clear that the Board is not able to change the membership categories on its own.

#### Proposed amendments highlighted:

Active membership in a voting membership category (Individual Voting or Corporate) shall, only after 90 days of continuous membership and subject to these By-laws, include the privilege of voting at any meeting or upon any issue, as well as eligibility for election to the Board of Directors or selection as a candidate for the GVHA Board. The membership of each active voting member shall be in one of the following categories, ~~and affirmed by the~~ Board. (The list of membership categories is determined by the Society):

Deleted: (as determined by the Society)

## DRAFT

### Resolution 2: Reorganize and add to Section 1, Article VI

*Rationale:* We are trying to make Article VI (Nominations and Elections) more clear and less wordy while retaining the requisite substantive information. This first amendment is a more intuitive ordering of the information to be sent out with the Notice of AGM and adds a requirement to send out a list of the names of the VEHS members and their membership categories, consistent with Resolution 1 (strengthening the use of membership categories).

**Proposed amendments highlighted but order of items a to c changed but not highlighted:**

#### Election of directors to the Victoria/Esquimalt Harbour Society

1. No less than twenty-eight (28) days prior to the Annual General Meeting, the Board shall cause the following to be emailed to the most current email address or mailed to the last address of records of each member in good standing.

a. The date time and place of the Annual General Meeting. The date of the Annual General Meeting shall be set for a day within 15 months of the previous AGM at a date optimally suited to member attendance.

Dec.11/01 AGM Dec.7/06 AGM Mar. 19/14 AGM Mar.18/15 AGM Apr. 11/17 AGM

b. Such excerpts from these by-laws as may be calculated by the board to acquaint the member, with the nominating procedure herein set out.

c. A list of Officers and Directors for the current year whose term of office is expiring that year.

d. A list of names of members of the Victoria/Esquimalt Harbour Society and their membership categories.

## DRAFT

### **Resolution 3. Amend Sections 2 and 3 Article VI as follows:**

*Rationale:* To make the wording of the process for nominating a member for election to the VEHS Board more straightforward and consistent. The actual process is not substantively changed.

*Original text:*

2. At such time at least eight weeks prior to the Annual General Meeting, the Board shall appoint a Nominating Committee Chair from the members in good standing. The Nominating Committee Chair will form a Committee of not less than three and not more than five members of the Society who agree to not accept nominations for positions on the Board while a member of the Nominating Committee. The membership of the Nominating Committee is subject to review and change by the Board at its discretion. The Nominating Committee shall receive and make nominations and conduct the balloting procedure.

The Nominating Committee may make such nominations as it may deem fit, which nominations shall be in writing together with the written consent of the person so nominated (by letter or email) and shall be placed in the hands of the Secretary or any Officer to be prescribed by the Board at least 20 clear days prior to the Annual General Meeting.

Nominations may also be made from the floor at the Annual General Meeting. In the case of a nomination from the floor, the nominee must be present in person at the meeting and accept the nomination made by a member in good standing who is not the nominee.

Dec.11/01 AGM Dec. 8/05 AGM Mar. 19/14 AGM Apr. 11/17 AGM

3. In addition to the nominations made as herein provided for, nominations may be made by any member of a membership category who is in good standing of the Society, for any of the directorships to be filled by election for that category, PROVIDED, however, that the written consent of the person so nominated shall be filed with the Officer prescribed at least 20 clear days prior to the Annual General Meeting.

Nov.12/02 EGM Apr. 11/17 AGM

## DRAFT

*Amended text:*

2. At such time at least eight weeks prior to the Annual General Meeting, the Board shall appoint a Nominating Committee Chair from the members in good standing. The Nominating Committee Chair will form a Committee of not less than three and not more than five members of the Society who agree to not accept nominations for positions on the Board while a member of the Nominating Committee. The membership of the Nominating Committee is subject to review and change by the Board at its discretion. The Nominating Committee shall receive and make nominations and conduct the balloting procedure.

3. There are three ways that members in good standing who are beyond the first 90-days of membership can be nominated to the VEHS Board:

(1) The Nominating Committee may make such nominations as it may deem fit, which nominations shall be in writing together with the written consent of the person so nominated (by letter or email) and shall be placed in the hands of the Secretary or any Officer to be prescribed by the Board at least 20 clear days prior to the Annual General Meeting.

**- or -**

(2) Any active member in good standing may nominate another active member in good standing in their same membership category, in writing to the Nominations Chair up to 20 clear days prior to the Annual General Meeting. Any nomination must be accompanied by a statement from the nominee affirming his or her willingness to serve, along with the nominee's occupation, position and membership category;

**- or -**

(3) Nominations by a member in good standing may be made from the floor of the VEHS Annual General Meeting, if the nominee is present in person to accept the nomination.

## DRAFT

### **Resolution 4. To add new sections 8 to 16 in Article VI describing the selection of candidates to the GVHA Board**

*Rationale:* The selection of candidates to the GVHA Board is not clearly laid out in the current Constitution. The process proposed here mirrors the process in sections 1 to 7 of Article VI for the election of officers to the VEHS Board but is specific to selection of GVHA Board candidates and requires that any nominees gain a majority of votes to qualify as a candidate. The new text also sets out a back-up process in case the first round of votes for nominees does not result in a candidate with a majority of the votes.

#### **Text to be added:**

##### *Selection of candidates for the Greater Victoria Harbour Authority Board*

8. Upon receipt by VEHS of a Request for Nominations to the Board of Directors of the GVHA, a Special General Meeting will be held to select up to three candidate(s) whose names will be submitted for consideration by the GVHA Board of Directors. From this candidate pool, per GVHA bylaws, one nominee will be recommended for consideration by the GVHA Board of Directors as representative of the VEHS.

9. No less than twenty-eight (28) days prior to the Special General Meeting, the Board shall cause the following to be emailed to the current email address or mailed to the last address of record of each Active member.

- a. The date ,time and location of this Special General Meeting.
- b. Such excerpts from and summaries of these by-laws as may be calculated by the Board to acquaint the members with the nominating procedure herein set out.
- c. The names of the members of the Board of Directors of the Greater Victoria Harbour Authority who are the representatives of

## DRAFT

Victoria/Esquimalt Harbour Authority for the current year, noting the date of expiry of their terms of office.

d. The GVHA Board Skills & Experience Requirements and other information as may be available and deemed relevant for a prospective appointment of member(s) of the Board of the GVHA.

10. At such time at least eight weeks prior to this Special General Meeting, the Board shall appoint a Nominating Committee Chair from the members in good standing. The Nominating Committee Chair will form a Committee of not less than three and not more than five members of the Society who agree to not to be candidates for the Board of Directors of the GVHA while a member of the Nominating Committee. The membership of the Nominating Committee is subject to review and change by the Board at its discretion. The Nominating Committee shall receive and make nominations and conduct the balloting procedure.

11. There are three ways that members in good standing who are beyond the first 90-days of membership can be nominated to the VEHS Board:

(1) The Nominating Committee may make such nominations as it may deem fit, which nominations shall be in writing together with the written consent of the person so nominated (by letter or email) and shall be placed in the hands of the Secretary or any Officer to be prescribed by the Board at least 20 clear days prior to the Special General Meeting.

- or -

(2) Any active member in good standing may nominate another active member in good standing in their same membership category, in writing to the Nominations Chair up to 20 clear days prior to the Special General Meeting. Any nomination must be accompanied by a statement from the nominee affirming his or her

## DRAFT

willingness to serve, along with the nominee's occupation, position and membership category;

- or -

(3) Nominations by a member in good standing may be made from the floor of the VEHS Annual General Meeting, if the nominee is present in person to accept the nomination .

12. At least 14 clear days prior to the Special General Meeting, the Chair of the Nominating Committee shall mail or by electronic means, cause to be mailed to each member in good standing of the Society, a list of all persons so nominated indicating thereon each nominee's name, occupation, position and membership category, as defined in Section 1 of Article IV and pursuant to Section 11 of Article VI.

13. A secret ballot will be held at the Special General Meeting to select up to three candidates for the Board of Directors of the GVHA on such ballots as prescribed by the Chair of the Nominating Committee. Completed ballots with up to three votes for distinct nominees shall be collected and counted under the supervision of the Chair of the Nominating Committee.

14. The Nominating Committee shall then proceed with tabulation of the ballots and as soon as possible announce the results to the Special General Meeting. Selection of candidates whose names will be submitted to the GVHA for consideration for appointment to the Board of Directors of the GVHA will be by majority vote of valid ballots cast. Nominees who do not achieve a majority of votes cast are not selected.

15. Should an insufficient number of candidates for representatives of the Victoria Esquimalt Harbour Society be selected by the process described in sections 8 to 14, of Article VI, an additional runoff ballot procedure will be held at the same Special General Meeting with only the names of the two nominees having the most votes being retained on the ballot. Nominees who do not achieve a majority of votes cast are not selected.

DRAFT

16. The names and contact information of selected candidates shall be forwarded to the GVHA for their consideration for appointment to the Board of Directors of the GVHA, effective at such time as decided by the GVHA.

DRAFT