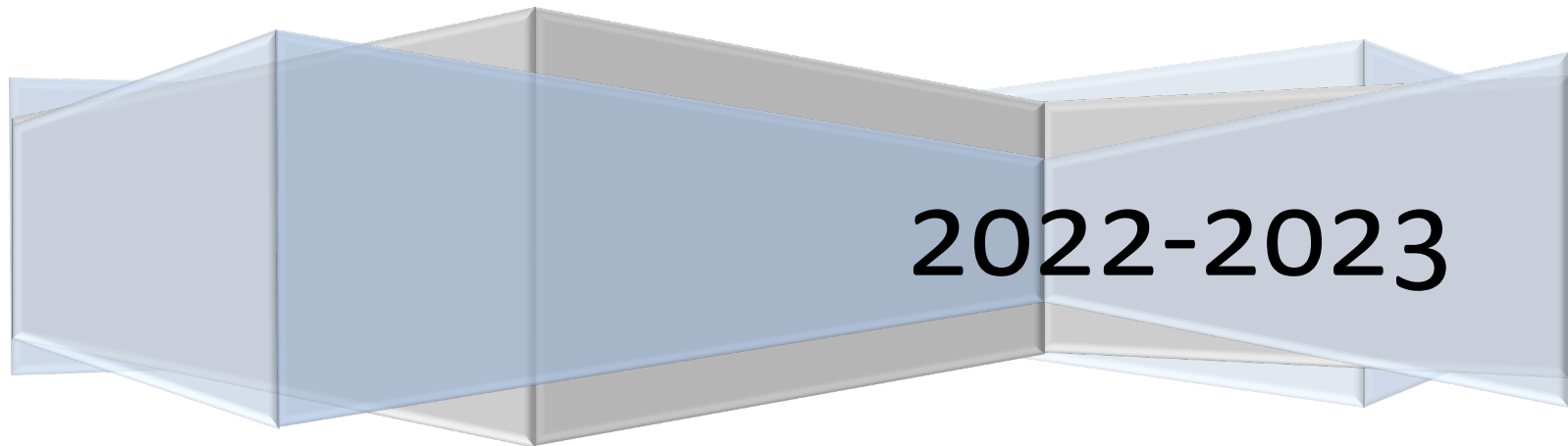




Proposed By-Law Changes

QCC Annual General Meeting

September 22, 2022



Article #	Section	R e m o v e d	A d d e d	A m e n d e d	R e n u m b e r e d	Proposed Change	Reason for Change
III	3.2			✓		<p>MEMBERSHIP</p> <p>3.2 Stakeholder Members – Each Stakeholder Member shall be a person who is or was employed in the service of Ontario, either through the Ontario Public Service, the Broader Public Service, the Municipal service, or former Directors who have served on the organization’s Board of Directors or not for profit agencies, and who is a registered member of the corporation. Those Not-for-Profit members who joined before September 22nd, 2022, will be grandfathered into the membership.</p>	<p>Employees and/or Retirees of Not-For-Profit Agencies are proposed to be excluded from membership eligibility moving forward, following strategic directions and research grounding QCC’s 2022-2025 Strategic Plan. This cohort represents a very small portion of QCC’s membership that is perceived to dilute the shared common background of the full membership group.</p> <p>Updating to include Directors as ongoing members once they retire from the Board of Directors.</p>
III	3.2 & 3.5			✓		<p>MEMBERSHIP</p> <p>3.5 Director Members – Upon becoming a Director of the Corporation, the Director shall automatically be a Director Member during the period such person serves as a Director of the Corporation. Director Members shall have the right to vote at any meetings of Members. Directors Following their retirement from the Board in good standing, Directors are automatically eligible for Stakeholder Member status. shall continue to retain their</p>	<p>Updating to include Directors as ongoing members once they retire from the Board of Directors.</p>

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						membership, as Stakeholder Members, following their retirement from the Board.	
III	3.6.					<p>MEMBERSHIP</p> <p>3.6 Voting Classes – Each stakeholder member and Director Member shall be entitled to one (1) vote at meetings of members of the corporation.</p>	Providing clarity by adding the Directors as a voting class as specified in Article III, Section 3.5 of the Bylaws.
V	5.2			✓		<p>5.2 Number – Until the act is proclaimed in force, the The board shall consist of ten (10) to thirteen (13) directors. There may be additional ex officio directors appointed. These ex officio directors shall not count for quorum and shall not have a vote. Once the act is proclaimed in force and articles filed under that act, until changed in accordance with the act, the board shall consist of that number of directors specified in the articles. If a minimum and maximum number of directors are specified in the articles, the board shall be composed of the fixed number of directors as determined from time to time by the members by special resolution or, if the special resolution empowers the directors to determine the number, by resolution of the board. No decrease in the number of directors shall shorten the term of an incumbent director. There may be additional ex officio directions appoint. These ex official directors shall not count for quorum and shall not have a vote.</p>	Creating flexibility in the number of Directors to ensure that more or fewer Directors can be nominated each year in relationship to the candidates selected. This ensures that the slate of directors is aligned with the ByLaws as per the Ontario Non-Profit Corporation Act.

Article #	Section	R e m o v e d	A d d e d	A m e n d e d	R e n u m b e r e d	Proposed Change	Reason for Change
VI	6.1 & 6.2			✓		<p>STANDING COMMITTEES, AD HOC COMMITTEES, SUBCOMMITTEES, AND ADVISORY COUNCILS</p> <p>6.1 The Board shall appoint the following Standing Committees of the Board:</p> <ul style="list-style-type: none"> a) Executive; b) Governance; and c) Finance and Audit. and d) Member Rewards. <p>6.2 The functions of the Executive, Governance, Finance and Audit, Member Rewards, and such other Committees as the Board may approve, are those that are delegated in writing by the Board and/or are stated under the Terms of Reference or the Governing Policies.</p>	<p>The Board of Directors has moved the Member Reward’s Committee to a management function. Any governing aspects will now be overseen by the Finance and Audit committee.</p>

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VI	6.5.					<p>STANDING COMMITTEES, AD HOC COMMITTEES, SUBCOMMITTEES, AND ADVISORY COUNCILS</p> <p>6.5 Appointments to Committees shall be made in accordance with the terms of the Governing Policies of the Corporation and these By-laws. Committee Members shall be appointed by the Board from any of the classes of Members and Directors and must include three Directors from the Board, as defined herein and shall hold their office at the will of the Board. Any Chair of any Committee must be a Member of the Board of Directors. The Board shall determine the powers and duties of such Committees.</p>	Updating to include those with expertise in the area necessary that would benefit the committee, but for whom they are not a member of the organization.
VIII	8.1					<p>OFFICERS</p> <p>8.1 Appointment – The Board shall every two years and more often as may be required:</p> <ul style="list-style-type: none"> a) elect a Chair from among themselves; b) elect a Vice-Chair from among themselves; c) appoint a Secretary; d) elect a Treasurer from among themselves; and e) elect a Governance Officer from among themselves. 	Creating clarity around the Officer roles, such that they are required to be filled by Members of the Board of Directors.

IX	9.1				<p>DESCRIPTION OF OFFICES</p> <p>9.1 Description of Offices – b) Vice-Chair – shall be a director and shall exercise any or all of the duties of the Chair in the absence of the Chair or if the Chair is unable for any reason to perform those duties; and perform any other duties which the Board may, from time to time, assign;</p>	<p>Creating clarity around the Vice-Chair role, such that it is required to be filled by a Member of the Board of Directors.</p>
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Brian Miki, Chair

MOTION: "THAT the amended By-Laws be approved as presented."

MOVED BY: _____

SECONDED BY: _____

CARRIED: _____

NOT CARRIED: _____

DATE: September 22nd, 2022