

## Proposed Bylaw Changes for Fundy Gymnastics Club 2018 AGM

Fundy Gymnastics Club Board of Directors has proposed amendments to the existing set of organizational by-laws. These are primarily concerned with meetings of the Board of Directors.

Members are encouraged to review the proposed by-laws carefully in preparation for a vote at this year's AGM, Tuesday 27th November 2018.

### Amendment to Bylaw 6.9.0: Meetings of the Board of Directors

~~6.9.7 Only Board Executive Committee members who are physically present at a Board of Directors meeting will be entitled to vote~~

#### Amendment:

Insert:

6.9.7 At the discretion, or with the consent, of the President, and for matters of an urgent nature, OR time-sensitive matters OR where it would be more expeditious to do so OR when it is not feasible for the Executive Committee and/or Board of Directors to meet in person or via teleconference, email polling and/or electronic voting may be used to help facilitate decisions of the Executive Committee and/or Board of Directors in accordance with the following:

- a. In recognition that decisions are being made using email communication in lieu of a face-to-face meeting, extra effort will be made to ensure that Executive Committee members and/or Board of Directors are provided with sufficient background materials and adequate documentation to support the request for a decision.
- b. All communication will be shared as a group email with all Executive Committee members and/or Board of Directors copied on correspondence including questions, responses and general commentary. All Executive Committee members and/or Board of Directors will select "reply all" when providing comments so that these will be shared simultaneously with all Executive Committee members and/or Board of Directors and a record will be kept of the email exchange.
- c. If a resolution is required, the President may authorize the Board Secretary to conduct an electronic vote of the Executive Committee members and/or Board of Directors. A clear rationale will be given to the Executive Committee members and/or Board of Directors to explain why a motion is necessary. The question to be answered will be stated clearly in the form of a specific resolution provided for Executive Committee members' and/or Board of Directors' consideration. Respondents will be asked to vote upon the resolution.
- d. In the event of an electronic vote, a reasonable and adequate time will be determined for Executive Committee members and/or Board of Directors to respond to the request for a decision. Executive Committee members and/or Board of Directors will have the opportunity to declare a conflict of interest and abstain from the vote. Every effort will be made to obtain a response from each Executive Committee member or director (i.e. allow each person to register their vote). The resolution shall be deemed to have been approved only if, by the end of the time period specified, the Board Secretary has received approval responses from a majority of the voting Executive Committee members and/ or Board of Directors.  
Non-response to an electronic vote will be considered an abstention. Voting records will be kept.
- e. A resolution approved by email polling and electronic voting, permitted by the President and passed by a majority of voting Executive Committee members and/or Board of Directors, shall have the same force and effect as a resolution passed at a regularly constituted meeting of the Executive Committee and/or Board of Directors.
- f. The Board Secretary shall prepare a summary document noting the purpose of, and any decisions resulting from, the electronic exchange including any subsequent resolutions.