

UPDATE OF THE BY-LAWS SUBCOMMITTEE

TO: The Beth Tzedec Board of Governors

FROM: The By-Laws Subcommittee

Date: May 4, 2018

The subcommittee for the new constitution held a Town Hall meeting at Beth Tzedec on April 16th to discuss the proposed Beth Tzedec By-Laws with the members at large. In advance of the Town Hall meeting, the earlier proposed By-Laws and a covering memo dated March 28, 2018, to the Board from the subcommittee outlining the salient changes from the existing by-laws was made available to the members at large via the Congregation's website. The purpose of this memo is to provide an update to the members of the Congregation since the Town Hall meeting.

At the Town Hall meeting a number of members suggested changes to the proposed By-laws. The subcommittee undertook to consider these suggestions and to make changes where they considered them to be appropriate. After due deliberation the subcommittee made a number of changes to the proposed By-laws. The changes reflect some of the comments and suggestions of members in attendance at the Town Hall meeting. In addition, some further changes were made by the subcommittee to correct minor errors and to clarify some matters.

The proposed By-laws were approved in substance at the Board of Governors meeting on April 30th.

The following, in summary form, are the changes from the prior draft distributed to the members at large in advance of the Town Hall meeting, and which are now incorporated in the proposed By-laws which the members will be voting on at the AGM on May 29th: (The section references below are to the proposed By-laws.)

- a statement in the preamble that the preamble forms part of the By-laws and shall be used as an aid in interpreting the By-laws;
- a new definition in section 1 of "EC Officers" (the chair, president, vice-president, secretary and treasurer) and a change to the definition of "Officer" or "Officers" to include the EC Officers as well as anyone appointed an officer by the Board;
- a transition rule in section 2.01 to determine how to count terms under the existing by-laws against the new maximum number of consecutive terms and to permit one further term for any Director at the time the new by-laws come into force who has served consecutively for

9 years and to provide a further additional term for a person who is on the Executive Committee after the By-laws are approved. This transitional rule is now contained in a separate paragraph (2.01(b));

- a new committee in section 2.04(2) called Education and Culture, has been added to the list of committees;
- a clarification in section 2.04 (3) that the committees in section 2.04(1) and (2) are “permanent” and cannot be dissolved;
- a clarification in section 2.04(3) that the composition of the members on the “permanent” committees described in section 2.04(1) and (2) can be changed even though the committee themselves cannot be dissolved;
- a change in section 9.03 to provide 21 days notice (instead of 10 days) for the AGM;
- a clarification in section 9.06 that the right to vote by proxy extends to substantive issues at members' meetings (and not simply the right to elect directors) and that a member who votes by proxy is deemed to be present at the meeting for the purposes of the vote;
- a provision in section 9.09 that the minimum number of candidates for whom a member is required to cast a vote at the AGM shall be not be more than 3;
- a requirement in section 9.09 that there must be at least 2 advance polls for electing directors at the AGM;
- a provision in section 9.09 dispensing with the appointment of a Chief Electoral Officer where the number of candidates standing for election does not exceed the number of vacancies.

As stated previously, the proposed By-laws that will be voted on at the AGM on May 29th are based on an updated model of governance. The subcommittee believes that the By-laws appropriately balance the need for both accountability and transparency with the need for increased flexibility in governance so that our elected representatives are able to timely and efficiently respond to the myriad of issues that will present themselves to our leadership in the years to come.

We look forward to the enactment of the proposed By-laws at the 2018 AGM on May 29, 2018.

All of which is respectfully submitted,

Brian Segal (Chair)
Ava Kanner
David Matlow
Alan Sless
