RIVER&SKY
MUSIC/CAMPING FESTIVAL

59 WEMBLEY DRIVE, SUDBURY, ON, CANADA P3E 1M7

RIVER & SKY MUSIC / CAMPING FESTIVAL BYLAWS

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1. Name

1.1. River & Sky Arts in the Woods Incorporated

1.2. The acronym shall be R&S

2. Objectives

2.1. The objectives of the corporation are as follows:

2.1.1. To promote environmental sustainability through the arts while showcasing a community-based, simple and sustainable way of life.

2.1.2. To become a leader in presenting and promoting regional, national and international musicians in a natural setting in Northern Ontario, also featuring multidisciplinary artists.

2.1.3. To assist in the development of regional emerging music artists.

2.1.4. To foster member engagement and community building in a spirit of accessibility and inclusivity while empowering people to care for themselves, others, and the outdoor site/venue.

2.1.5. To foster an egalitarian organizational culture between Staff, Board & Membership.

2.1.6. To foster the stewardship of our natural spaces

2.1.7. To research and implement means to reduce the carbon footprint of our events; and to become a leader in this field amongst other presenters of the arts.

3. Membership

3.1. Types

3.1.1. Members in good standing are those whose dues are paid and who haven't had membership revoked.

Original Bylaw	***Proposed Bylaw***	***Rationale***

N/A - This is a new bylaw	*"Members in good standing are those whose dues are paid (if applicable) and who haven't had membership revoked."*	*1. **Simplification** - ONCA requires clear membership criteria* *2. **ONCA Compliance***

3.1.2. There shall be two types of membership, however all members are united by a common goal: support of R&S. Members will volunteer to help the organization carry out its objectives. The Board shall be responsible for maintaining past and current member lists. Types of membership:

3.1.2.1. ***Founding Members:***
Shall pay the same dues as regular members.

3.1.2.2. ***Members:***
Are due paying members (unless otherwise stipulated) with one vote.

3.2. Membership Right To Inspect Records

3.2.1. Members in good standing may request access to R&S's records by submitting a written request to the Secretary. R&S shall provide access within 30 business days, subject to reasonable restrictions to protect privacy and confidential information.

N/A - This is a new bylaw	*"Members in good standing may request access to the corporation's records by submitting a written request to the Secretary. The corporation shall provide access within 30 business days, subject to reasonable restrictions to protect privacy and confidential information."*	*1. ONCA Compliance*

3.3. Membership activities

3.3.1. Members will be invited to contribute feedback, share and read information via electronic means. This may take the form of emails sent to members, or posts in an electronic message board.

3.3.2. Members will be given the opportunity to take advantage of offers, perks, special deals that R&S is able to procure or offer on their behalf.

3.4. General Meetings

3.4.1. Members are entitled to participate and introduce motions at General Meetings of R&S

3.4.2. Nominate candidates to sit on the Board of Directors at General Meetings

3.5. Dues

3.5.1. Shall be set by the Board of Directors, before each General Meeting, under the advice of Staff, the Treasurer and any financial committee struck by the Board. The Board reserves the right to waive dues under special circumstances.

Original Bylaw	***Proposed Bylaw***	***Rationale***
"Dues shall be set by the Board of Directors, before each General Meeting, under the advice of Staff, the Treasurer and any financial committee struck by the Board. The Board reserves the right to waive dues under special circumstances."	*"The Board of Directors may set membership dues at its discretion."*	*1. **Simplification** - Removes unnecessary procedural requirements while maintaining Board authority* *2. **ONCA Compliance** - Aligns with ONCA's default position that Boards manage financial matters* *3. **Flexibility** - Allows for quicker adjustments without bureaucratic hurdles*

3.6. Member Conduct

3.6.1. The Board of Directors can revoke R&S Membership status should a member fail to abide with R&S policies and procedures to the best of their abilities or undertake conduct deemed - by the Board of Directors - to be harmful to the corporation or to another member(s)/agent(s) of River & Sky Arts in the Woods.

3.6.2. Member Appeal Procedure

3.6.2.1. ***Right to Appeal***

3.6.2.1.1. ***Members may appeal revocation in writing within 14 days.***

3.6.2.2. ***Appeal Review -***

3.6.2.2.1. ***The Board shall:***

3.6.2.2.1.1. ***Appoint an independent committee of 3 members (if the Board has a conflict) or***

3.6.2.2.1.2. ***Reconsider the decision itself (if no conflict exists).***

3.6.2.2.1.3. ***The appellant may submit additional evidence or written arguments.***

3.6.2.2.2. ***Decision Timeline***

3.6.2.2.2.1. ***A final written decision shall be issued within 21 days of receiving the appeal.***

3.6.2.2.3. ***Possible Outcomes***

3.6.2.2.3.1. ***Uphold the original decision,***

3.6.2.2.3.2. ***Reverse the decision, or***

3.6.2.2.3.3. ***Modify the decision (e.g., probation, conditions for reinstatement).***

3.6.2.2.4. ***Finality - The appeal decision is binding, subject only to court review.***

Original Bylaw	***Proposed Bylaw***	***Rationale***
N/A - This is a new bylaw	*Member Appeal Procedure* *1-Right to Appeal* *-A member may appeal a Board decision (e.g., revocation of membership) by submitting a written request to the Secretary within 14 days of notification.* *2-Appeal Review* *-The Board shall:Appoint an independent committee of 3 members (if the Board has a conflict) or Reconsider the decision itself (if no conflict exists).* *-The appellant may submit additional evidence or written arguments.* *3-Decision Timeline* *-A final written decision shall be issued within 21 days of receiving the appeal.* *4-Possible Outcomes* *-Uphold the original decision, Reverse the decision, or Modify the decision (e.g., probation, conditions for reinstatement).* *5-Finality* *-The appeal decision is binding, subject only to court review*	*1.* ***ONCA Compliance*** *- Aligns with ONCA's fairness principle*

4. Board of Directors

4.1. Composition & Requirements

4.1.1. The affairs of the corporation shall be overseen by a Board of 5 to 9 voting members. There shall be a minimum of 2 and a maximum of 6 executive members (Chair, Vice-Chair, Secretary, Treasurer, Sustainability Officer, Health & Safety Officer), and the balance will be members at large. The number of members at large is determined by the executive based on the current needs of the Festival.

4.1.2. A board member must be a dues paying member, in good standing.

4.1.3. Board members are in a position of trust with R&S and shall not disclose outside of the Board Meetings any information which unnecessarily puts the organization at risk, or exposes personal information about Volunteers, Members and Staff. Board Members agree to keep current to the needs of R&S, and will read all Board and Organizational policies, Budgets, Board and AGM meeting minutes for the current year, and all other orientation and operational documents, websites and other media as required.

4.1.4. All board terms represent a two year commitment.

4.2. Duties

4.2.1. Chair

4.2.1.1. The Chair shall call and chair all meetings or notify a proxy

4.2.1.2. The Chair shall also be charged with oversight of Staff and the affairs and operations of R&S based upon the organization's objectives, mission, vision and values.

4.2.1.3. The Chair shall be one of the official spokespersons of the organization or delegate a proxy.

4.2.1.4. The Chair shall serve a one year term.

4.2.1.5. Shall be a signing authority on R&S bank accounts

4.2.2. Vice-Chair

4.2.2.1. The Vice-Chair shall exercise the powers or be charged with the duties of the Chair in the extended absence or incapacity of the latter, or, when a vacancy in the Chair position exists.

4.2.2.2. Shall prepare the agenda for Board Meetings & assure its distribution minimum one day prior to the meeting

4.2.2.3. Shall keep a register of R&S members and ensure all membership fees are paid.

4.2.2.4. The vice-chair is the Board's liaison to membership and will ensure that R&S is meeting the needs of membership & fully utilizing the power of membership. This may take the form of an annual survey and report to the board at the Annual Meeting but should also

include ongoing use of online discussion forums/chat rooms, informal meetings, phone calls and emails.

4.2.2.5. Shall serve a one year term.

4.2.2.6. Shall be a signing authority on R&S bank accounts.

4.2.3. Secretary

4.2.3.1. Shall act as the recording secretary for Board of Directors and General Meetings

4.2.3.2. Shall be responsible for keeping current minute book and organizational binder

4.2.3.3. Shall distribute the draft minutes from the previous meeting to all Board Members minimum one week prior to the Board Meeting.

4.2.3.4. Shall serve a one year term.

4.2.3.5. Shall be a signing authority on R&S bank accounts.

4.2.4. Treasurer

4.2.4.1. Will work together with R&S' appointed bookkeeper and the Director to ensure compliance with R&S' Financial Policy.

4.2.4.2. Shall be the primary signing authority on the R&S bank accounts

4.2.4.3. Shall, along with the Board Chair, review the annual budget created by the Director offering feedback and inevitably signed approval upon completion of the process.

4.2.4.4. Will ensure the annual financial report is prepared with Staff and made available at the Annual General Meeting, as well as monthly financial reports for Board Meetings

4.2.4.5. Shall serve a one year term.

4.2.5. Sustainability Officer

4.2.5.1. Work with Staff and the Sustainability Committee to conduct an audit of existing sustainability measures, as well as track current consumption of power; manage waste; and gauge impact of the festival on the land using third-party measures/standards.

4.2.5.2. Along with Staff and membership, research new potential sustainability measures.

4.2.5.3. Undertake planning, with Staff & the Sustainability Committee, to map future sustainability investments/measures with the collaboration of the Staff, Board and Membership.

4.2.6. Health & Safety Officer

4.2.6.1. Be aware of all workplace health and safety legislation and work with the Volunteer Coordinator and key onsite personnel to ensure that these requirements are being met.

4.2.6.2. Ensure that membership feel safe and supported with R&S

4.2.6.3. Work with a registered third party Safety professional to audit the festival venue and working conditions for volunteers and contracted labour.

4.2.6.4. Generate an annual report highlighting measures undertaken to keep people healthy, safe, happy and provide measures to be taken to further improve in coming years.

4.2.6.5. Coordinate, with Staff, and ensure that proper First Aid is available at the festival.

4.2.6.6. Develop and coordinate, along with the Staff and Health & Safety Committee, and regional EMS all Emergency, Adverse Weather and Disaster Management planning.

4.3. Member-at-Large

4.3.1. The duties of the Members-at-Large shall be determined as the Board of Directors based on the organization's current requirements.

4.3.2. Represent the perspective of the general membership.

4.3.3. Are required to be a member of at least one committee, and are encouraged to contribute volunteer hours toward the Objectives of R&S via our predefined volunteer positions.

4.4. Terms

4.4.1. Neither a member of the board, nor of the executive is limited in the number of terms they may serve; however, they will need to go through all relevant board nomination processes upon expiration of their terms.

Original Bylaw	*Proposed Bylaw*	*Rationale*
Neither a member of the board, nor of the executive is limited in the number of terms they may serve; however, they will need to go through all relevant board nomination processes upon expiration of their terms.	*"Term Limit* *-Directors may serve up to 6 consecutive years in any single board position.* *-After 6 years, they must either:* *a) Rotate to a different board role (if re-elected), or* *b) Take a 1-year hiatus before serving again.* *-No member shall hold the same executive position (Chair, Treasurer, etc.) for more than 3 consecutive years."*	*1. **ONCA Compliance** - ONCA requires term limits for board members*

4.5. Conflicts of Interest

4.5.1. Directors shall disclose any actual or potential conflict of interest at the earliest opportunity, including:

4.5.1.1. Financial interests in matters before the Board;

4.5.1.2. Family/personal relationships affecting impartiality.

4.5.2. Conflicted directors shall:

4.5.2.1. Abstain from voting;

4.5.2.2. Refrain from influencing discussions; and

4.5.2.3. Be excluded from quorum counts for that item.

4.5.3. Disclosures shall be recorded in meeting minutes.

Original Bylaw	***Proposed bylaw***	***Rationale***
N/A - This is a new bylaw	*Conflicts of Interest* *-Directors shall disclose any actual or potential conflict of interest at the earliest opportunity, including:* *-Financial interests in matters before the Board;* *-Family/personal relationships affecting impartiality.* *-Conflicted directors shall:* *-Abstain from voting;* *-Refrain from influencing discussions; and* *-Be excluded from quorum counts for that item.* *-Disclosures shall be recorded in meeting minutes.*	*1.* ***ONCA Compliance*** *- Compliant with ONCA* 2. **Best Practice -** prevents biased decision 3. **Accountability** - creates an accountability trail and build a disclosure requirement 4. **Transparency** - Ensures transparency in decision-making

4.6. Meetings

4.6.1.1. A meeting of the Board of Directors shall be held a minimum of 4 times a year. Meetings can take place in person, via teleconference or internet conferencing such as Zoom. Meeting dates are to be posted on the Boards of Directors Facebook page.

4.6.1.2. A meeting may be held at any time when called by the Chair or a majority of board members. A minimum notice of two days with a draft agenda is required to hold a meeting of the Board of Directors

4.6.1.3. Quorum for the transaction of business at Board of Directors meetings shall consist of no less than one half of all Board Members.

Original Bylaw	***Proposed Bylaw***	***Rationale***
"Quorum for the transaction of business at Board of Directors meetings shall consist of no less than one half of all Board Members. *"*	"Quorum for the transaction of business at Board of Directors meetings is 50% of current directors, minimum 2."	*1. **ONCA compliance** (requires minimum of 2)* *3. **Clarity** (language unclear)*

4.6.1.4. Deemed Consent

4.6.1.4.1. Directors present at a meeting are deemed to have consented to resolutions unless they formally dissent during the meeting.

4.6.1.4.2. Absent directors are deemed to consent unless they submit written dissent to the Secretary within 7 days.

4.6.1.5. Dissent Recording

4.6.1.5.1. Dissenting directors may require their position be recorded in minutes.

4.6.1.5.2. Dissent exempts directors from liability for that decision

Original Bylaw	***Proposed bylaw***	***Rationale***
N/A - This is a new bylaw	*Deemed Consent* *-Directors present at a meeting are deemed to have consented to resolutions unless they formally dissent during the meeting.* *-Absent directors are deemed to consent unless they submit written dissent to the Secretary within 7 days* *Dissent Recording* *-Dissenting directors may require their position be recorded in minutes.* *- Dissent exempts directors from liability for that decision*	*1. **ONCA Compliance** - Compliant with ONCA* 3. **Clarity** - Eliminates ambiguity of informal consensus 4. **Director Protection** - Formal dissent process

4.6.1.6. Minutes shall be adopted at the next regular meeting of the Board of Directors, the minutes shall be signed by the Festival Director and the Chair and shall be kept in the organizational binder.

Original Bylaw	***Proposed Bylaw***	***Rationale***
"Minutes shall be adopted at the next regular meeting of the Board of Directors, the minutes shall be signed by the Festival Director and the Chair and shall be kept in the organizational binder."	*"Draft minutes shall be prepared for all meetings and approved by the Board at the next regular meeting. Approved minutes shall be maintained as part of the corporate records."*	*1.* ***Removes unnecessary requirements*** *(signatures not required by ONCA)* *2.* ***Maintains legal compliance*** *(keeps approval process)* *3.* ***Modernizes record-keeping*** *(allows digital storage)* *4.* ***Reduces procedural burdens*** *while maintaining accountability*

4.7. Vacancies

4.7.1. If a position becomes vacant, the Board of Directors may appoint a member to either complete the term of office for the vacant position or appoint a member until the next General Election

5. General Elections

5.1. Annual Election

5.1.1. An election shall be called annually for all positions that have come to term. Such elections will be presided over by a Chief Returning Officer (CRO). All board seats will be filled via a vote of the membership at the AGM.

5.1.2. The Chief Returning Officer shall be appointed by the Board of Directors, at the final meeting prior to the Annual General Meeting.

5.1.3. When the AGM date is announced, total board members' seats up for election will be shared with membership, by the CRO, via facebook, the R&S website, and email to members.

Original Bylaw	***Proposed bylaw***	***Rationale***
"When the AGM date is announced, total board members' seats up for election will be shared with membership, by the CRO, via facebook, the R&S website, and email to members."	*"When the AGM date is announced, open board positions will be shared with membership."*	***1. Flexibility*** *- Removes platform-specific requirements that may become outdated* ***2. ONCA Compliance*** *- Meets "reasonable notice" standard without prescribing methods* ***3. Simplicity*** *- Maintains core*

		requirement (notification) while removing procedural constraints ***4. Future-Proofing*** *- Allows R&S to adapt communication channels as needed*

5.1.4. The CRO will also distribute the nomination form to the R&S community and membership no later than 3 weeks prior to the AGM. Nominations must be submitted no later than 2 weeks prior to the AGM. The board nomination form may be reviewed and updated as required; and will generally require applicant information regarding demographics, skills, relevant experience and sponsorship from and R&S member or board member.

Original Bylaw	***Proposed bylaw***	***Rationale***
"The CRO will also distribute the nomination form to the R&S community and membership no later than 3 weeks prior to the AGM. Nominations must be submitted no later than 2 weeks prior to the AGM. The board nomination form may be reviewed and updated as required; and will generally require applicant information regarding demographics, skills, relevant experience and sponsorship from and R&S member or board member."	*"Nomination forms shall be distributed to members at least 21 days before the AGM. Completed nominations must be submitted at least 7 days prior. The Board may set reasonable requirements for nominee information. Nominations from the floor are permitted at the AGM with candidate consent. Nominees must meet all eligibility criteria."*	***1. CRO Flexibility*** *- ONCA doesn't require a CRO (Board can delegate tasks).* ***2. No Sponsorship*** *- Removes unnecessary barrier (ONCA has no such rule).* ***3. Simplified Timelines*** *- 21/7-day minimums meet ONCA's "reasonable notice" standard.* ***4. Adaptive Forms*** *- "Reasonable requirements" allows updates without bylaw changes.*

5.1.5. Board members whose term has expired, but who wish to stand for election again will be expected to fill out a nomination form as well, but they will not require a sponsor.

Original Bylaw	***Proposed bylaw***	***Rationale***
"Board members whose term has expired, but who wish to stand for election again will be expected to fill out a	*"Board members seeking re-election must complete a nomination form."*	***1. Conciseness*** *- Removes redundant wording ("whose term has expired", "as well")* ***2. Clarity*** *- Simplified to*

nomination form as well, but they will not require a sponsor.”		*essential requirement* ***3. ONCA Compliance*** *- No legal requirement to mention sponsors (already removed in prior revisions)* ***4. Consistency*** *- Aligns with other streamlined nomination rules*

5.1.6. A summary of nominations, along with information about each potential board member will be shared with the membership one week prior to the AGM date.

Original Bylaw	***Proposed bylaw***	***Rationale***
“A summary of nominations, along with information about each potential board member will be shared with the membership one week prior to the AGM date.”	*"Candidate information shall be distributed to members before the AGM."*	***1. Simplicity*** *- Removes redundant wording ("summary of nominations", "potential board member")* ***2. Flexibility*** *- "Before the AGM" replaces fixed 1-week requirement (ONCA only requires "reasonable notice")* ***3. Compliance*** *- Maintains transparency while allowing adaptive timelines* ***4. Consistency*** *- Matches other streamlined election procedures*

5.1.7. The election of the Executive shall be conducted by the board at the first meeting of the new board following the AGM, using the U-1 consensus voting mechanism.

6.

Original Bylaw	***Proposed bylaw***	***Rationale***
“The election of the Executive shall be conducted by the board at the first meeting of the new board following the AGM, using the U-1 consensus voting mechanism.”	*“The election of the Executive shall be conducted by the board at the first meeting of the new board following the AGM, using the majority consensus voting mechanism.”*	***1. Simplicity*** *- Removes the u-1 voting as previously adapted in bylaws.* ***3. Consistency*** *- Matches other streamlined election procedures*

6.1. Proxy voting.

6.1.1. Within two weeks of the AGM date, a member can notify the CRO of their inability to attend, and request a proxy vote be allowed. R&S will provide an electronic form for requesting the granting of voting rights to a proxy. The CRO will forward this form to the member requesting it. Proxy voting can happen in one of two ways:

6.1.1.1. The member gives their vote(s) to their proxy (who must be a member in good standing) and this proxy will have the ability to cast their votes in person at the AGM. This request must originate from the email address that R&S has on file for the member granting the proxy.

6.1.1.2. An electronic ballot form is sent to the member's email address of record, and must be returned before midnight the day prior to the AGM. One member can serve as a proxy for a maximum of 2 (two) members.

6.1.1.2.1. Members may vote electronically for elections and resolutions, provided:

6.1.1.2.1.1. The voting method ensures secrecy and security;

6.1.1.2.1.2. Members receive identical information about the vote; and

6.1.1.2.1.3. Results can be verified and preserved.

Original Bylaw	***Proposed bylaw***	***Rationale***
N/A - This is a new bylaw	*"Members may vote electronically for elections and resolutions, provided:* *-The voting method ensures secrecy and security;* *-Members receive identical information about the vote; and* *-Results can be verified and preserved*	***3. ONCA Compliance*** *- Compliant with ONCA e-voting rules*

6.2. Election Procedures

6.2.1. An election shall be conducted by secret ballot - either electronic or paper.

6.2.2. The votes shall be counted by the Chief Returning Officer. Each candidate has the right to a scrutineer.

6.2.3. Successful candidates will be ratified by the existing board prior to being considered board members. This will happen prior to the end of the AGM itself.

6.2.4. The Chief Returning Officer shall inform the membership of the results of the election.

6.2.5. All notice of candidacies and ballots shall be kept for thirty days following the election following the announcement of election results. Electronic records of ballot counts will be kept, following the 30 days.

7. R&S Decision-Making Process

7.1. All R&S Board meetings are subject to the following modified consensus model:

7.1.1. Robert's Rule will be utilized.

7.1.2. ***Motion:*** To introduce a new piece of business or propose a decision or action, a motion must be made by a group member ("I move that.....") A second motion must then also be made (raise your hand and say, "I second it.") After limited discussion the group then votes on the motion. A majority vote is required for the motion to pass (or quorum as specified in your bylaws.)

7.1.3. ***Postpone Indefinitely:*** This tactic is used to kill a motion. When passed, the motion cannot be reintroduced at that meeting. It may be brought up again at a later date. This is made as a motion ("I move to postpone indefinitely..."). A second is required. A majority vote is required to postpone the motion under consideration.

7.1.4. ***Amend:*** This is the process used to change a motion under consideration. Perhaps you like the idea proposed but not exactly as offered. Raise your hand and make the following motion: "I move to amend the motion on the floor." This also requires a second. After the motion to amend is seconded, a majority vote is needed to decide whether the amendment is accepted. Then a vote is taken on the amended motion. In some organizations, a "friendly amendment" is made. If the person who made the original motion agrees with the suggested changes, the amended motion may be voted on without a separate vote to approve the amendment.

7.1.5. ***Commit:*** This is used to place a motion in committee. It requires a second. A majority vote must rule to carry it. At the next meeting the committee is required to prepare a report on the motion committed. If an appropriate committee exists, the motion goes to that committee. If not, a new committee is established.

7.1.6. ***Question:*** To end a debate immediately, the question is called (say "I call the question") and needs a second. A vote is held immediately (no further discussion is allowed). A two-thirds vote is required for passage. If it is passed, the motion on the floor is voted on immediately.

7.1.7. ***Table:*** To table a discussion is to lay aside the business at hand in such a manner that it will be considered later in the meeting or at another time ("I make a motion to table this discussion until the next meeting. In the meantime, we will get more information so we can better discuss the issue.") A second is needed and a majority vote required to table the item being discussed.

7.1.8. ***Adjourn:*** A motion is made to end the meeting. A second motion is required. A majority vote is then required for the meeting to be adjourned (ended).

7.1.9. Items are discussed. The Chair should encourage each board member to speak briefly on the issue.

7.2. Expediting Board Action

7.2.1. If a decision needs to be made before the next scheduled meeting decisions can be made via email, or other specified means such as Facebook or Skype, by consensus vote. The item needs to be clearly marked for decision and Board Members vote by indicating “in favour” or “not in favour.”

8. Meetings of Members of R&S shall be known as the General Meeting

8.1. Conduct

8.1.1. Must be held once a year and shall be known as the Meeting.

8.1.2. Additional General Meeting shall be known as Special General Meeting.

8.1.3. All members in good standing who have paid their dues, and have no disciplinary action against them, have the right to attend and participate.

8.1.4. In case of equality of votes at any General Meeting, the Chair shall be entitled to a second vote.

8.1.5. The Chair shall chair the meeting.

8.2. Notice

8.2.1. A notice of a General Meeting shall be circulated to the membership no less than four weeks in advance to the General Meeting.

Original Bylaw	***Proposed bylaw***	***Rationale***

"A notice of a General Meeting shall be circulated to the membership no less than four weeks in advance to the General Meeting." *"*	*"A notice of a General Meeting shall be circulated to the membership no less than **three** weeks in advance to the General Meeting."*	***1. ONCA Compliance** – Three weeks (21 days) exceeds ONCA's minimum (10–20 days) while being more practical than four weeks.* ***2. Operational Efficiency** – Reduces administrative burden (e.g., scheduling conflicts, last-minute changes).* ***3. Member Engagement** – Still provides ample time for preparation/proxies, aligning with nonprofit best practices.*

8.2.2. Members shall be encouraged to submit motions prior to the General Meeting.

8.3. Quorum

8.3.1. Quorum for the transaction of business at any General Meeting shall be set at 10%.

Original Bylaw	***Proposed bylaw***	***Rationale***
"Quorum for the transaction of business at any General Meeting shall be set at 10%."	*"Quorum for General Meetings shall be the lesser of: (a) 5% of voting members, or (b) 10 members present in person or by proxy."*	***1. Practicality** – Aligns with actual attendance (10–20 people).* ***2. Flexibility** – Automatically adjusts for membership fluctuations.* ***3. ONCA Compliance** – Exceeds the legal minimum (2 members).* ***4. Fairness** – Balances accessibility (5%) with legitimacy (10-member floor).* ***5. Future-Proof** – Works whether membership grows or shrinks.*

8.4. Minutes

8.4.1. A record of the proceedings of all General Meetings shall be kept in the organizational binder.

Original Bylaw	***Proposed bylaw***	***Rationale***

"A record of the proceedings of all General Meetings shall be kept in the organizational binder."	*"Minutes of all General Meetings shall be prepared, approved by the Board, and maintained as part of the corporation's official records in digital or physical format."*	***1. Technology-Neutral** - Allows digital storage (ONCA doesn't require physical binders)* ***2. Compliance** - Meets ONCA's "proper records" requirement (s.34)* ***3. Clarity** - Specifies approval process (best practice)* ***4. Accessibility** - Digital storage enables easier access/searching* ***5. Future-Proof** - Adaptable to new technologies*

8.4.2. Adoption of the minutes shall be voted on at the next General Meeting.

8.5. Committees

8.5.1. The Board of Directors may appoint standing or ad hoc committees as needed.

8.5.2. Committees will be constituted of members in good standing, consultation from non-members is permitted.

8.5.3. Committees are required to report to the Board and the Director in the time outlined in the Committee Framework.

8.5.4. Committee Leads must ensure that they are in compliance with all R&S Health/Safety Policies.

9. Amendments

9.1. All members may propose amendments or additional by-laws.

9.2. Proposed amendments or additions will go to be voted upon by the membership.

9.3. Notice of proposed by-law amendment must be circulated to the membership a minimum of seven days prior to the General Meeting.

Original Bylaw	***Proposed bylaw***	***Rationale***
"Notice of proposed by-law amendment must be circulated to the membership a minimum of seven days prior to the General Meeting."	*"Notice of proposed bylaw changes must:* *-Be delivered electronically to all members either via email and/or posted on the*	***1. Compliance** - Meets ONCA's requirement*

	organization's official website at least 10 days before the vote *-Include the full text of changes; and* *-Require a 2/3 majority vote of members present to pass."*	

9.4. Voting/approval of yearly amendments at the AGM can be done on the whole as Membership will have time before the AGM to review highlighted changes. Issues with any individual amendment brought to light at the AGM will, ideally, be resolved at the AGM. In such cases that more time is needed, the contested amendment can be set aside for revision and may be voted upon electronically during the course of the ensuing business year.

10. Impeachment of a Member of the Board of Directors

10.1. A member of the Board of Directors that misses 2 meetings without sending regrets or 3 meetings with regrets in one calendar year, without having indicated the need for a temporary leave from the board shall be requested to provide an explanatory interview and may be considered for dismissal from the Board Of Directors.

10.2. A member of the Board of Directors operating in contravention to the best interest as defined through our Mission, Vision and Values, and/or policies of R&S can result in an immediate vote to dismiss.

10.3. Should a Board member be subject to dismissal, the U-1 consensus process will be utilized.

Original Bylaw	***Proposed bylaw***	***Rationale***
"Should a Board member be subject to dismissal, the U-1 consensus process will be utilized."	*"A Board member may be removed by a majority vote of members present at a properly convened meeting. If a replacement is elected, the Board may use majority voting for the selection."*	***1. ONCA Compliance** – Aligns with s.30(2) requiring ordinary resolutions (>50%) for removals.* ***2. Clarity** – Separates dismissal from replacement elections.* ***3. Legal Safety** – Avoids ambiguity in dismissal*

		outcomes.

11. Execution of Documents

11.1. Cheques, Drafts, Notes, Etc.

11.1.1. All cheques, drafts or orders for the payment of money in any form shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Financial Policy.

11.2. Execution of Documents

11.2.1. External documents requiring execution by the Corporation may be signed by pertinent members of the Executive and/or the Director re: grant applications. The signee should be reflective of the type of document being executed - financial: Treasurer; information filing: Secretary; etc. The Secretary or the Treasurer or any two (2) directors, and All documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

11.3. Books and Records

11.3.1. The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept. Documents such as meeting minutes, by-laws, organizational policies, contracts, vendor and crafter agreements, volunteer agreements, financial audits and reports are kept in the organizational binder kept by the Secretary.

12. Financial Control

12.1. Financial statements shall be reviewed annually.

Original Bylaw	***Proposed bylaw***	***Rationale***
Not Included - New item	*"Financial Control* *-Financial statements shall be reviewed annually."*	***1. ONCA Compliance***

13. Banking Arrangements

13.1. Business of Banking

13.1.1. The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

13.1.2. Operate the Corporation's accounts with the banker;

13.1.3. Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

13.1.4. Issue receipts for and orders relating to any property of the Corporation;

13.1.5. Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

13.1.6. Deposit of Securities

13.1.6.1. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

14. Indemnities

14.1. Every director of the Corporation and the heirs, executors, and administrators, and estate and effects, respectively, shall at all time, be indemnified and save harmless out of the funds of the Corporation, and from and against:

14.1.1. All costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of

thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of office or in respect of any such liability;

14.1.2. All other costs, charges and expenses which she/he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her/his own will neglect or default.

Original Bylaw	***Proposed bylaw***	***Rationale***
"All costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of office or in respect of any such liability;" *-"All other costs, charges and expenses which she/he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her/his own will neglect or default."*	*-"All costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against* ***them*** *or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by* ***them****, in or about the execution of the duties of office or in respect of any such liability;"* *-"All other costs, charges and expenses which* ***they*** *sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her/his own will neglect or default."*	***1. Gender Neutral Language***