

Proposed PNLТ Bylaw Amendments

Introduction

In Fall 2021 staff was tasked with reviewing NLT's and PNLТ's bylaws with the goal of making sure they were in the best shape possible for supporting our community work and vision, especially given our complicated dual-organisational governance structure. Issues fell into two categories:

- Minor "good form" issues to resolve ambiguities and unusual situations like ties during AGM voting for Board Members, and
- Issues with our practice of having joint Boards meetings where each organisation's Bylaws explicitly prohibited a board member from the other organisation from chairing the joint meeting.

Separately, the Governance Committee was tasked with providing recommendations for any governance changes that would be necessary to address the new Scatterhomes portfolio and representation for tenants that don't live within PNLТ's geographical boundaries. The Governance Committee offered three possible options, the Protectorate Model, the Neighbourhood Model, and the Project Model. PNLТ's Board chose the Project Model, so the necessary amendments to support that model will be described below as a third category.

Proposed PNLТ amendments:

1. Good Form Amendments

1. Amend Section 1.01 to add these clauses after clause H):
 - I) "Core Members" are Members in accordance with section 2.02 A) herein;
 - J) "Community Members" are Members in accordance with section 2.02 B) herein;
 - K) "Organisational Members" are Members in accordance with section 2.02 C) herein;
 - L) "Supporter Members" are Members in accordance with section 2.02 D) herein;
 - M) "Voting Members" are Members in accordance with section 2.05 herein;
 - N) "Geographic Boundaries" are the boundaries of the activities of the Corporation as set by the Board of Directors from time to time;
 - O) "Property", "Properties" are properties that are owned by the Corporation, or are owned by The Neighbourhood Land Trust and are within the Geographic Boundaries of the Corporation, or are owned by the Neighbourhood Land Trust and are not within the boundaries of another member of The Neighbourhood Land Trust; and

These are self-explanatory except for "Property" which is needed to allow tenants or service users who live in or use properties owned by NLT as well as any owned by

PNLT. This is consistent with our current practice, but fixes the technical problem that our bylaws currently only allow tenants of properties owned by PNLT to be Core Members.

2. Amend Section 2.02 clause A)

From:

- A) Any person 16 years of age or over, who supports the objects and activities of the Corporation, and is a tenant in, or user or client of services carried out on the Corporation's **property** is eligible for a Core membership;

To:

- A) Any person 16 years of age or over, who supports the objects and activities of the Corporation, and is a tenant in, or user or client of services carried out on the Corporation's **Property** is eligible for a Core membership;

To engage the PNLT & NLT definition of Property added to Section 1.01, thereby allowing members living in NLT owned property to be Core Members.

3. Amend Section 2.02 clause B)

From:

- B) Any person 16 years of age or over, who supports the objects and activities of the Corporation and lives or works within the **geographic boundaries** of activities of the Corporation **as set by the Board of Directors from time to time**, is eligible for a Community membership;

to:

- B) Any person 16 years of age or over, who supports the objects and activities of the Corporation and lives or works within the **Geographic Boundaries** of activities of the Corporation is eligible for a Community membership;

Having defined Geographic Boundaries above, this is clearer.

4. Amend Section 2.05

From:

2.05 Members Voting

Each member of the Corporation in good standing from Core, Community Member and Organizational member types shall be entitled to vote at meetings of the Corporation, subject to election registration criteria as set forth in these Bylaws. **Members in the Supporter category of membership** are not entitled to vote **or to stand for election as a Director** of the Corporation.

To:

2.05 Voting Members

Each member of the Corporation in good standing from Core, Community Member and Organizational member types shall be entitled to vote at meetings of the Corporation, subject to election registration criteria as set forth in these Bylaws. **Supporter Members** are not entitled to vote **at meetings of the Corporation**.

For clarity. The last phrase about Supporter members not being entitled to stand for election is a criteria of Directors, not voting members, and should be moved to the section about Directors. See "1.11 Amend Section 4.01 clause C)" below

5. Replace "his or her" with "the Member" or "their" throughout, to be more inclusive of non-binary persons.
6. Amend Section 2.06 clause A) c.

From:

- c. or **has been a member not in good standing for more than 12 consecutive months.**

To:

- c. or **upon expulsion by special resolution of the Board.**

Expulsion or suspension should be by Special Resolution (two-thirds majority) mostly to ensure proper notice is adhered to.

7. Amend Section 2.06 B)

From:

- B) The Board **of Directors of the Corporation** may, by a resolution duly passed at a Board meeting by at least two-thirds of the votes cast at the meeting, suspend or expel any member. The notice of the resolution shall be provided to **the member who is** the subject of the resolution at least 14 days in advance of the meeting and shall include a brief statement of the reason for the proposed suspension or expulsion. **The member who is** the subject of the proposed action shall be entitled to an opportunity to be heard at the meeting before the resolution is put to a vote.

To:

- B) The Board may, by a **special** resolution duly passed at a Board meeting by at least two-thirds of the votes cast at the meeting, suspend or expel any member. The notice of the resolution shall be provided to **all members who are** the subject of the resolution at least 14 days in advance of the meeting and shall include a brief statement of the reason for the proposed suspension or expulsion. **Members who are** the subject of the proposed action shall be entitled to an opportunity to be heard at the meeting before the resolution is put to a vote.

For clarity and to allow a process that can handle multiple suspensions or expulsions simultaneously, as when this happens it often involves multiple persons.

8. To Section 2.06 add a clause after A):

B) The Secretary shall from time to time bring forward a special resolution to the Board to expel all members who have not been in good standing for more than 12 consecutive months.

This formalises and regularises the process of expulsions, which will hopefully help to make it more impersonal and objective.

9. Amend Section 3.04 paragraph 1

From:

In order to be eligible to vote at any meeting of the Corporation, each member in good standing of the Corporation from the Core, Community Member, and Organizational categories of membership must be at least 18 years of age and have been registered as a member of the Corporation no less than five business days before the meeting date. Members in the Organizational category of membership who are not for profit associations, organizations or corporations, must designate in writing only one person at least 18 years of age to be their designated member for the purpose of voting.

To:

In order to be eligible to vote at any meeting of the Corporation, each Voting Member in good standing of the Corporation must be at least 18 years of age and have been registered as a Member for no less than five business days before the meeting date. Organizational Members who are not for profit associations, organizations or corporations, must designate in writing only one person at least 18 years of age to be their designated member for the purpose of voting.

For Clarity, now that the member classes are textually defined.

10. Amend Section 4.01 clause A)

From:

A) At the first meeting of the members and at each succeeding annual meeting at which an election of Directors is required, the Directors shall be elected by the members, except for the category of Directors representing the Core membership category, who will be elected only by members in the Core membership category.

To:

A) At the first meeting of the members and at each succeeding annual meeting at which an election of Directors is required, the Directors shall be elected by the

Voting Members, except for the category of Directors representing the **Core Members**, who will be elected only by **Core Members**.

To correctly represent our intent that only voting members can vote in elections (exclusive of supporting members) and for Clarity, now that Voting Member and Core Member are textually defined.

11. Amend Section 4.01 clause C)

From:

- C) Directors shall be **members** in good standing and must have held membership in the Corporation for at least 30 days prior to standing for election. At the discretion of the Board of Directors, in exceptional circumstances, the Board of Directors may pass a resolution to approve a person's candidacy despite the fact a person may not have held membership in the Corporation for at least **one year**. Members **in the Organizational category of membership** who are not for profit associations, organizations or corporations must designate in writing a person to stand for election as Director.

To:

- C) Directors shall be **Voting Members** in good standing and must have held membership in the Corporation for at least 30 days prior to standing for election. At the discretion of the Board of Directors, in exceptional circumstances, the Board of Directors may pass a resolution to approve a person's candidacy despite the fact a person may not have held membership in the Corporation for at least **30 days**. **Organizational** Members who are not for profit associations, organizations or corporations must designate in writing a person **from their organization** to stand for election as Director.

For Clarity, to correct the 30 day / one year inconsistency, to add clarity that Organisations can only nominate a person from their organization to stand for election as a Director, and to clarify that Supporting Members cannot be Directors (without special permission of the Board as described in 4.01 F) .)

12. Amend Section 4.04 clause E)

From:

- E) **To be elected, a candidate on the ballot must receive** the highest number of affirmative votes from the members voting in the election;

To:

- E) **Candidates are elected to Board seats for which they are eligible in order from** the highest number of affirmative votes from the members voting in the election;

So that it actually says what we mean it to say, rather than just electing one candidate per election regardless of how many seats are open in that election

13. To Section 4.04 add a clause after clause E)

- F) If more candidates than remaining open seats have the same number of affirmative votes, the open seats will be elected from among the tied candidates by lot; and

To provide process in the case of a tie in voting.

14. Amend Section 6.01 clause D)

From:

- A) The Board shall appoint a Standing Executive Committee, whose members will include officers of the Corporation who are Directors, whose duties shall include **Board management powers** and exercising powers delegated to it by the Board of Directors, including acting in the event of an emergency, and any other duties set out by the Board of Directors in the Committee's terms of reference. All decisions of the Executive Committee shall be reported to the Board at the next regular meeting, but no ratification of decisions is necessary.

To:

- A) The Board shall appoint a Standing Executive Committee, whose members will include officers of the Corporation who are Directors, whose duties shall include **setting the agenda for Board meetings, proposing a schedule for regular Board meetings, calling emergency Board meetings**, and exercising powers delegated to it by the Board of Directors, including acting in the event of an emergency, and any other duties set out by the Board of Directors in the Committee's terms of reference. All decisions of the Executive Committee shall be reported to the Board at the next regular meeting, but no ratification of decisions is necessary.

"Board Management Powers" is just too vague, better to spell out something concrete and if something else is needed, amend it.

15. Amend Section 10.01

From:

The Members may from time to time amend the By-laws of the Corporation by **a vote of special majority** at a meeting duly called. The Board may not amend these By-laws.

To:

The Members may from time to time amend the By-laws of the Corporation by **special resolution** at a meeting duly called. The Board may not amend these

By-laws.

The term “special majority” is not defined in the NFP Corporations act, but “special resolution” is, also “special resolution” brings with it appropriate notice requirements that will help ensure Members are well-informed.

2. Joint Board Meeting Amendments

These amendments are being made to formalise our long-standing practice of holding joint Board meetings chaired by a board member of either the PNLT or the NLT.

1. Add a clause after Section 1.01 F):

G) “Network Member” means a board member of a land trust organization which is itself, like the Corporation, a member of The Neighbourhood Land Trust;

The Term “Network Member” is to clarify that members of the NLT are actually land trusts, and therefore entities that themselves have board members, called herein Network Members. This is necessary to allow Board members of NLT (or potentially a sister land trust) to be appointed as Meeting Chair during joint Board meetings. (NLT board members are specifically allowed for below, not in this definition, to provide better alignment with the definition in NLT’s bylaws.)

2. Amend Section 5.03

From:

The Chair shall preside at Board meetings. **In the absence of the Chair**, the Directors present shall **elect** one of their number to act as the Chair.

To:

The Chair shall preside at Board meetings. **If the Chair is absent or disinclined**, the Directors present shall **appoint** one of their number, **or an Network Member or a board member of The Neighbourhood Land Trust** to act as the Chair.

This enables NLT Board Members to appoint a PNLT Board Member (or any other member Land Trust) to Chair the meeting.

3. Project Model Amendments

These amendments are being proposed to allow us to include tenants living in the Scatterhome Properties NLT is acquiring from TCHC later this year as Core Members with Board representation.

1. To Section 1.01 add a clause after clause O):

P) “Project”, “Projects” are named categories into which, from time to time the Board, by resolution and with the advice of staff, apportions all Properties; and

2. Further amend (subsequent to amendment 1.10 above) Section 4.01 clause A)

From:

A) **At the first meeting of the members and at each succeeding annual meeting at which an election of Directors is required, the** Directors shall be elected by the Voting Members, except for **the category of** Directors representing the Core Members, who will be elected only by Core Members.

To:

A) Directors shall be elected by the Voting Members, except for Directors representing the Core Members, who will be elected only by Core Members **from the Project each Director represents, and Directors representing the Community Members who will be elected only by Community and Organizational Members and by Core Members who live or work within the Geographic Boundaries of the Corporation.**

3. Amend Section 4.01 clauses D) and E)

From:

D) There must be at least **four** Directors elected from **each of** the Core, Community Member **and Organizational Member** categories **of membership. Additional Directors can be from any of the eligible Membership categories.** The board shall be composed of no less than 12 Directors and no more than 15 Directors.

E) The Board **will** determine the number of vacant seats in which categories of membership are eligible for election and will publish that information as part of the notice of the Annual General Meeting.

To:

D) There must be at least **five** Directors elected from the Core **and** Community Member categories, **and at least two Directors elected from the Organizational Member category.** The board shall be composed of no less than 12 Directors and no more than 18 Directors.

E) The Board, **with the advice of the Governance Committee, shall** determine the number of vacant seats in which categories of membership are eligible for election, and will publish that information as part of the notice of the Annual General Meeting.

4. Add to Section 4.01 a clause after E):

F) When determining vacant seats eligible for election the Board and the Governance Committee shall ensure that neither the Core nor the Organizational

Membership category provides a majority of the Directors, and shall use a documented method to apportion Core Directorships so as to ensure that Core Members are fairly and proportionately represented across all Projects.