Dalhousie Community Association

Special Resolutions

January 7, 2025

| Current Bylaw | Proposed Amended bylaw | Rationale |
| --- | --- | --- |
| **DCA By-law clause 4.11.3**The quorum for the transaction of business at any Board meeting shall be six Directors. If there is no quorum present at such meeting, the President or Designate may conduct the meeting, subject to the ratification of each decision made at such meeting at the next regularly called Board meeting. | The quorum for the transaction of business at any Board meeting shall be a majority of elected Directors.If there is no quorum present at such meeting, the President or Designate may conduct the meeting, subject to the ratification of each decision made at such meeting at the next regularly called Board meeting. | Generally, quorum of nonprofit organizations is a majority (51%) of Board members. If our Board has 18 members, 6 members really aren’t sufficient to make decisions. Having a rigid number can also be difficult when the Board is comprised of a smaller number of Directors  |
| **DCA By-law clause 6.1.1** Each Director shall be a Voting Member of the Association at the time of election or appointment and throughout the Director's term as a Director. A Director cannot be an employee of the Association.  | Each Director shall be a Voting Member or Associate Member of the Association at the time of election or appointment and throughout the Director’s term as a Director. A Director cannot be an employee of the Association. | We have many Associate members who are key stakeholders and are keenly interested in the success of the DCA. Some CA’s permit Associate Members to be Directors and Officers. None permit the President to be an Associate member.  |
| **DCA By-law clause 3.4.1** An Associate Member may not vote in an election and any other determination at a General Meeting and may not seek or hold office in the Association, but otherwise has the same rights as a Voting Member. | An Associate Member, once elected as a Director, may not seek or hold office as the President or Vice-President in the Association, but otherwise has the same rights as a Voting Member | Required to be consistent with DCA By-law clause 6.1.1 |
| **DCA By-law clause 5.1.2** This is a new clause. | Associated Members shall comprise not more than 2 of the total elected Directors. | Permitting Associate Members to be Directors engages stakeholders interested in the success of the DCA but limiting the number of Associate Members ensures a majority voice for Dalhousie community residents  |
| **DCA By-law clause 5.3.1**Insofar as an election is not by acclamation, the outcome of the elections shall be determined by a plurality vote, such that the Voting Member who receives the most votes is elected to the applicable position on the Board to which that election pertains or those Voting Members receiving the most votes are elected to the corresponding number of positions on the Board, as applicable.  | Insofar as an election is not by acclamation, the outcome of the elections shall be determined by a plurality vote, such that the nominees who receive the most votes are elected to the applicable positions on the Board to which those elections pertain or those nominees receiving the most votes are elected to the corresponding number of positions on the Board, as applicable. | Required to be consistent with DCA By-law clause 6.1.1 |
| **DCA By-law clause 6.1.2** If fewer than 18 members are elected at the Annual General Meeting, the Board shall have the power to appoint additional Voting Members to the Board, to the maximum of 18, upon two-thirds majority of the votes cast by the Directors present at any duly constituted Board meeting. Group representatives are encouraged to report to the Board at monthly meetings but are without voting privileges.  | If fewer than 18 members are elected at the Annual General Meeting, the Board shall have the power to appoint additional Voting Members or Associate Members to the Board, to the maximum of 18 and subject to the limitations on Associate Members in clause 5.1.2, upon two-thirds majority of the votes cast by the Directors present at any duly constituted Board meeting.  | Required to be consistent with DCA By-law clause 6.1.1 |
| **DCA By-law clause 6.1.3** Vacancies on the Board, however caused, may be filled by the Directors if they see fit to do so as long as a quorum of Directors remains in office, in which case each such vacancy shall be filled at the next Annual General Meeting. However, if there is not a quorum of Directors, the remaining Directors shall promptly call a Special General Meeting to fill the vacancies. Any vacancy on the Board that is filled under this clause shall be until the next Annual General Meeting, at which time the election process under clauses 5.3 and 5.4 shall again apply to that position on the Board.  | Any vacancy on the Board that is filled under this clause shall be filled, in accordance with clause 5.1, until the next Annual General Meeting, at which time the election process under clauses 5.3 and 5.4 shall again apply to that position on the Board.  | Required to be consistent with DCA By-law clause 6.1.1 |
| **DCA By-law clause 6.10.1** The Board may appoint standing or ad hoc committees to assist the Board in its decisions. Such committees could include, but are not limited to, a finance committee, a fundraising committee, a committee to assess traffic issues affecting the Community, a committee to assess land use planning and development affecting the Community, a social committee, a sports committee, and a membership committee.  | The Board may appoint standing or ad hoc committees to assist the Board in its decisions. Such committees could include, but are not limited to, a finance committee or a committee to assess land use planning and development affecting the Community.”  | The Bylaw states committees help the Board make decisions. Most of the committees mentioned in the bylaw don’t help make decisions. They organize projects and activities and, as such, should be removed.  |
| 1. **DCA Bylaw clause 6.10.3**
2. The chairperson of any committee shall be a Director of the Board.
 | The chairperson of any Board appointed committee under clause 6.10.1, shall be a Director of the Board. | Required to be consistent with clause 6.10.1 |