

# A GUIDE TO THE PROPOSED AMENDMENTS TO THE UNA BYLAWS

## SPECIAL RESOLUTION A: Byelections, Appointments, and Minor Amendments

*BE IT RESOLVED THAT, as a special resolution by a majority of not less than two thirds of the members who vote at the Annual General Meeting of members of the Association, the Bylaws of the Association be altered to implement a new byelection and appointment process for Directors and to make minor changes as per the amendments included in the notice of the Annual General Meeting.*

Currently, the UNA Bylaws allow for vacancies on the UNA Board of Directors to be filled by appointment. Since 2023, the UNA has been discussing the possibility of amending the UNA Bylaws to implement a new process that would allow for vacancies on the UNA Board of Directors to be filled through a byelection or appointment.

In addition, the UNA is proposing some minor amendments to the UNA Bylaws.

The proposed amendments are contained in the following documents:

- A1. Byelections, Appointments, and Minor Amendments to the UNA Bylaws** (see: page 3)
- A2. Marked-Up Version: Byelections, Appointments, and Minor Amendments to the UNA Bylaws** (see: page 6)

Attachment A1 is the subject of voting. Attachment A2 (the marked-up version) is for information only and its purpose is to show and explain the proposed amendments.

The following are a few comments on the proposed amendments to the UNA Bylaws:

- Apart from replacing the heading to Bylaws 5.1 to 5.20 with "GENERAL ELECTION OF DIRECTORS", these amendments do not make any changes to the election procedure in the Bylaws.
- Currently, the UNA Bylaws allow for the Board to appoint a member to fill a vacancy. These amendments would allow for the Board to appoint a member or require that a byelection be held to fill a vacancy.
- Certain general election rules in the UNA Bylaws would also apply with respect to a byelection.
- Appointments would be subject to the limit of three directors from a neighbourhood, similar to Bylaws 5.18 and 5.19.
- These amendments address an unintended gap in the UNA Bylaws that currently allow for a director who ceases to be a member to continue serving as a director.
- The 2023 stipends payable to directors and the Chair are updated for inflation.

## Byelections, Appointments, and Minor Amendments to the UNA Bylaws

The following amendments are made to the Bylaws of the University Neighbourhoods Association:

1. The heading to Bylaws 5.1 to 5.20 is replaced by "GENERAL ELECTION OF DIRECTORS".
2. Bylaw 6.4 is renumbered as Bylaw 6.3.
3. Bylaw 6.5 is replaced by the following:
  - 6.5 A Director ceases to hold office when any of the following occurs:
    - (a) the Director's term of office expires;
    - (b) the Director resigns in accordance with the *Societies Act*;
    - (c) the Director ceases to be qualified under the *Societies Act* to be a director of a society;
    - (d) the Director ceases to be a member; or
    - (e) the Director is removed from office in accordance with Bylaw 6.8.
4. Bylaw 6.6 is renumbered as Bylaw 6.4 and amended to read as follows:
  - 6.4 A person elected as a director in a general election or a byelection holds office for a term that
    - (a) commences at the start of the first Board meeting after the last day of the voting period for the election or byelection, and
    - (b) ends at the start of the first Board meeting after the last day of the voting period for the next general election of directors.
5. The following Bylaw 6.6 is added:
  - 6.6 If at any time there are fewer than 7 Directors, the Board may require the Association to hold a byelection to fill the vacancies. The following provisions apply with respect to a byelection:
    - (a) Bylaws 5.2 and 5.15 to 5.19 apply with respect to the byelection.
    - (b) Subject to clause (a), the Board shall establish the rules and procedures for the byelection.

**6. Bylaw 6.7 is replaced by the following:**

**6.7** If at any time there are fewer than 7 Directors, the Board may appoint a Resident Member to fill a vacancy. The following provisions apply with respect to an appointment:

- (a) The Board shall not appoint a person to fill a vacancy if the appointment of that person would result in more than 3 Directors who reside in a particular Local Area or Designated Building.
- (b) The term of office of a person who is so appointed commences on the day specified by the Board and ends at the start of the first Board meeting after the last day of the voting period for the next general election of directors.

**7. Bylaw 6.12 is replaced by the following:**

**6.12** The annual amount of the stipend for 2024 is \$7,216 for service as a director other than the Chair and \$10,824 for service as the Chair. The annual amount of the stipend for each subsequent year shall be determined by multiplying the annual amount of the stipend for the preceding year by the ratio of the Consumer Price Index for that preceding year to the Consumer Price Index for the year that is two years preceding. For this purpose, the Consumer Price Index for a year is the annual average all-items Consumer Price Index for the year for British Columbia, not seasonally adjusted, as determined by Statistics Canada.

**8. Bylaw 6.19 is replaced by the following:**

**6.19** A term as a director served by a member who has been appointed to fill a vacancy or elected in a byelection (other than a member appointed or elected within 6 months after the last day of the voting period for a general election of directors) shall not be counted as a term for the purposes of Bylaw 6.17.

**9. Bylaw 6.20 is deleted.**

**10. The portion of Bylaw 8.2 before clause (a) thereof is replaced by the following:**

**8.2** The Board may exclude the UBC Members from attending the portion of a closed or restricted closed session of a Board meeting that involves consideration of a matter for which it can reasonably be concluded that UBC may be adverse in interest to the Association, but only if the UBC Members are

**11. Bylaws 8.6 and 8.7 are replaced by the following:**

**8.6** The Association shall provide the UBC Members with reasonable notice of all Board meetings and with all documents prepared for Board meetings, except

- (a) documents relating to any matter for which the Chair (or a delegate of the Chair) reasonably believes that UBC will be adverse in interest to the Association and anticipates that a Board motion excluding the UBC Members will be adopted if the UBC Members do not recuse themselves; and

- (b) the minutes of a closed session or restricted closed session of a Board meeting from any portion of which the UBC Members were excluded by a Board motion or recused themselves, or that they did not attend after the UNA complied with Bylaw 8.2 in respect of a matter to be considered in the session.

8.7 If a motion to exclude the UBC Members from the consideration of a matter in respect of which the Association complied with Bylaw 8.2 is made but not adopted, the Association shall give the UBC Members the documents relating to the matter.

## Byelections, Appointments, and Minor Amendments to the UNA Bylaws

The following amendments are made to the Bylaws of the University Neighbourhoods Association:

1. The heading to Bylaws 5.1 to 5.20 is replaced by "GENERAL ELECTION OF DIRECTORS".

The current heading is "ELECTION OF DIRECTORS". The word "GENERAL" is added because the bylaws are not for byelections (except to the extent made applicable by proposed Bylaw 6.6).

2. Bylaw 6.4 is renumbered as Bylaw 6.3.

There is currently no Bylaw 6.3.

3. Bylaw 6.5 is replaced by the following:

- 6.5 A Director ceases to hold office when any of the following occurs:
- (a) the Director's term of office expires;
  - (b) the Director resigns in accordance with the *Societies Act*;
  - (c) the Director ceases to be qualified under the *Societies Act* to be a director of a society;
  - (d) the Director ceases to be a member; or
  - (e) the Director is removed from office in accordance with Bylaw 6.8.

Bylaw 6.5 provides that a person ceases to be a director when the person ceases to be qualified under the *Societies Act* to be a director.

The proposed replacement for Bylaw 6.5 lists all the events that result in a person ceasing to be a director. The only event that, under the current Bylaws, would not result in a person ceasing to be a director is ceasing to be a UNA member (e.g., because the person has moved away from the UBC neighbourhoods). This is an unintended gap in the current Bylaws.

4. Bylaw 6.6 is renumbered as Bylaw 6.4 and amended to read as follows:

- 6.4 A person elected as a director in a general election or a byelection holds office for a term that
- (a) commences at the start of the first Board meeting after the last day of the voting period ~~set by the Board under Bylaw 5.3(c)~~ for the election or byelection, and
  - (b) ends at the start of the first Board meeting after the last day of the voting period ~~set by the Board under Bylaw 5.3(c)~~ for the next general election of directors.

Bylaw 6.6 specifies the start and end of the term of office of a person who is elected as a director. This bylaw is renumbered as Bylaw 6.4 and is revised so that it applies with respect to both general elections and byelections.

5. The following Bylaw 6.6 is added:

6.6 If at any time there are fewer than 7 Directors, the Board may require the Association to hold a byelection to fill the vacancies. The following provisions apply with respect to a byelection:

- (a) Bylaws 5.2 and 5.15 to 5.19 apply with respect to the byelection.
- (b) Subject to clause (a), the Board shall establish the rules and procedures for the byelection.

Proposed Bylaw 6.6 permits the Board to call a byelection to fill vacancies on the Board. It makes certain general election provisions applicable to byelections and leaves it to the Board to establish the remainder of the rules and procedures for a byelection.

The Board intends to adopt a byelection and appointment policy setting out when it will call a byelection to fill a vacancy, when it will fill a vacancy by appointing a new director as permitted by Bylaw 6.7, and when it will leave the vacancy unfilled. The policy will also set out the rules and procedures for a byelection.

The general election provisions that are made applicable to byelections are the following:

- Voting must take place online, using a secure voting system approved by the Board. (Bylaw 5.2)
- The UNA's Chief Administrative Officer is responsible for the conduct of the byelection, except to the extent that the Board has appointed another person to be responsible. (Bylaw 5.15)
- The nominees who receive the larger number of votes are elected, with a tie-breaker rule. (Bylaws 5.16 and 5.17)
- As an exception to the previous provision, the byelection cannot result in there being more than 3 directors from a Neighbourhood or Designated Building unless this restriction would prevent all vacancies being filled. (Bylaws 5.18 and 5.19)

6. Bylaw 6.7 is replaced by the following:

6.7 If at any time there are fewer than 7 Directors, the Board may appoint a Resident Member to fill a vacancy. The following provisions apply with respect to an appointment:

- (a) The Board shall not appoint a person to fill a vacancy if the appointment of that person would result in more than 3 Directors who reside in a particular Local Area or Designated Building.
- (b) The term of office of a person who is so appointed commences on the day specified by the Board and ends at the start of the first Board meeting after the last day of the voting period for the next general election of directors.

Bylaw 6.7 permits the Board to fill a vacancy on the Board by appointing a new director. It reads as follows:

6.7 The Board may, from time to time, appoint a Resident Member as a Director to fill a vacancy. The term of office of a Resident Member so appointed commences on the day specified by the Board and ends at the start of the first Board meeting after the last day of the voting period set by the Board under Bylaw 5.3(c) for the next election of directors.

Proposed Bylaw 6.7 differs from the current bylaw in the following ways:

- The opening words are made consistent with proposed Bylaw 6.6.
- It prohibits the Board from appointing a person to fill a vacancy if the appointment would result in there being more than 3 directors from a Neighbourhood or Designated Building.

The byelection and appointment policy referred to in the notes to proposed Bylaw 6.6 will include the Board's procedure for selecting a person to be appointed to fill a vacancy.

7. Bylaw 6.12 is replaced by the following:

6.12 The annual amount of the stipend for ~~2023 is \$6,844~~ 2024 is \$7,216 for service as a director other than the Chair and ~~\$10,416~~ \$10,824 for service as the Chair. The annual amount of the stipend for each subsequent year shall be determined by multiplying the annual amount of the stipend for the preceding year by the ratio of the Consumer Price Index for that preceding year to the Consumer Price Index for the year that is two years preceding. For this purpose, the Consumer Price Index for a year is the annual average all-items Consumer Price Index for the year for British Columbia, not seasonally adjusted, as determined by Statistics Canada.

The 2023 stipends are replaced with the stipends for 2024, which are equal to the 2023 stipends increased for inflation.

8. Bylaw 6.19 is replaced by the following:

6.19 A ~~partial~~ term as a director served by a member who has been appointed to fill a vacancy or elected in a byelection (other than a member appointed or elected after 2020 and within 6 months after the last day of the voting period forend of an general election of directors) shall not be counted as a term for the purposes of Bylaw 6.17.

Bylaw 6.19 excludes from the two-term limit in Bylaw 6.17 a term served by a person as a director if the person was appointed more than 6 months after the last general election. This bylaw is amended to extend its application to a person elected in a byelection more than 6 months after the last general election.

9. Bylaw 6.20 is deleted.

Bylaw 6.20 provides that a Director may resign in accordance with the *Societies Act*. This is an unnecessary bylaw since the resignation section in that Act operates without being invoked by a society's bylaws.

10. The portion of Bylaw 8.2 before clause (a) thereof is replaced by the following:

8.2 The Board may, ~~by resolution~~, exclude the UBC Members from attending the portion of a closed or restricted closed session of a Board meeting that involves consideration of a matter for which it can reasonably be concluded that UBC may be adverse in interest to the Association, but only if the UBC Members are

The words "by resolution" are deleted because it is not necessary to specify how the Board acts.

11. Bylaws 8.6 and 8.7 are replaced by the following:

8.6 ~~Subject to Bylaw 8.7, t~~he Association shall provide the UBC Members with reasonable notice of all Board meetings and with all documents prepared for Board meetings, ~~except~~

- (a) documents relating to any matter for which the Chair (or a delegate of the Chair) reasonably believes that UBC will be adverse in interest to the Association and anticipates that a Board motion excluding the UBC Members will be adopted if the UBC Members do not recuse themselves; and
- (b) the minutes of a closed session or restricted closed session of a Board meeting from any portion of which the UBC Members were excluded by a Board motion or recused themselves, or that they did not attend after the UNA complied with Bylaw 8.2 in respect of a matter to be considered in the session.



8.7 ~~Bylaw 8.6 does not apply with respect to documents relating to any matter for which the Chair (or a delegate of the Chair), reasonably believes that UBC will be adverse in interest to the Association and anticipates that a Board resolution excluding the UBC Members will be adopted. If the Board does not exclude the UBC Members from attending when the matter is considered, they shall be given~~ If a motion to exclude the UBC Members from the consideration of a matter in respect of which the Association complied with Bylaw 8.2 is made but not adopted, the Association shall give the UBC Members the documents relating to the matter.

Bylaw 8.6 requires the UNA to provide UBC Members with reasonable notice of all Board meetings and with the documents prepared for the meetings. Bylaw 8.7 excludes from this requirement documents relating to any matter for which it is believed that UBC will be adverse in interest to the UNA, if the UNA Chair (or a delegate) believes that the Board will exclude the UBC Members from the discussion of the matter. If the Board does not exclude the UBC Members, they are to be given the withheld documents.

Amendments to these bylaws are proposed to bring them into alignment with revised provisions that UBC and the UNA have agreed will be included in the new Neighbours Agreement that is under negotiation.

The amendments do the following:

- Move the exclusion for documents from Bylaw 8.6 to Bylaw 8.7.
- Add an exclusion for the minutes of a closed session or restricted closed session of a Board meeting if the UBC Members were excluded by a Board motion from attending a portion of the session, they recused themselves from attending a portion of the session, or they did not attend after the UNA complied with the notice requirement for their exclusion.
- Recognize the practice of UBC Members recusing themselves from discussions instead of being excluded by the Board, or not attending when they have been given notice that a motion will be made to exclude them from a discussion.