

LAKEHEAD SOCIAL PLANNING COUNCIL

CATEGORY: GOVERNANCE POLICIES

POLICY: BY-LAW #2

Page No.: 1 of 3

Approved By Membership: April 20, 1994

Reviewed/Revised:

Section B.2

BY-LAW NO. 2

A by-law, relating to the terms of office and the appointment of Directors to amend by-law no.1, a by-law relating generally to the conduct and affairs of Lakehead Social Planning Council.

BE IT hereby enacted a by-law of Lakehead Social Planning Council (hereinafter called the “Corporation”) as follows:

Section 4.1 (Number and Powers) of By-Law Number 1 is to be deleted and replaced with the following:

“Section 4.1 Number and Powers The affairs of the Corporation shall be managed by a board of eighteen (18) directors, sixteen (16) of which are elected and two (2) appointed who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a general meeting of the members.”

Section 4.3 (Election of Directors and Term of Office) of By-Law Number 1 is to be deleted and replaced with the following:

“Section 4.3 Election of Directors and Term of Office At the annual meeting of the Corporation eight (8) members of the Board shall retire but shall be eligible for re-election if nominated. Members of the Board shall not be eligible for election to the Board for more than three (3) consecutive two year terms. However, a person elected or appointed to complete a term created by a vacancy shall be eligible for three (3) complete consecutive two (2) year terms in addition to the partial two (2) year term. The President shall appoint a Nominating Committee of at least three (3) members of the Corporation at large, a majority of whom shall be non-Board members and who shall submit a nomination list at least equal to the number of vacancies required to be filled at each annual meeting. Write-in nominations, distinct from activities of the Nominating Committees, can be made by any member of the Corporation. Such nominations shall be made in writing and sent directly to the President of the Council any time prior to the

beginning of the annual meeting and shall include the following: the name of the nominee, the signatures of the nominator and of a seconder (both of whom shall be members of the Council) and evidence that the nominee agrees to stand for election. It shall be the responsibility of the nominator to ensure that the President is in receipt of the nomination in its entirety prior to the beginning of the annual meeting. Nominations from the floor of the annual meeting shall also received and shall include the following: the name of the nominee, the signatures of the nominator and of a seconder (both of whom shall be members of the Council) and evidence that the nominee agrees to stand for election. Non-members may be nominated provided that they agree to stand for election. Non-members may be nominated provided they agree to become members for the Corporation within ten (10) days from the date of election. The candidates, up to the number of vacancies, who shall receive the most votes shall be declared elected. Voting shall be by secret ballot. If an elected member of the Board retires during his or her term of office or fails to qualify within ten (10) days of the election and if such a vacancy occurs prior to two (2) months before the next annual meeting, the Board shall appoint a person to fill the unexpired term of the member. The Board shall appoint the unsuccessful candidate who received the greatest number of votes at the last annual meeting, if he or she received at that time a number of votes equal to or greater than twenty-five (25) percent of the total ballots cast and if he or she is willing to be so appointed. This procedure shall be followed until no such candidates remain who received the required number of votes as aforesaid. When no such candidates remain, the Board shall appoint any other person who qualifies. The position of a Director who misses three (3) consecutive Board meetings may be declared vacant at the discretion of the Board.

From time to time in the event of any vacancy however caused occurring in the Board of Directors (except through an increase in the number of Directors), such vacancy may, as long as there is a quorum of Directors then in office, be filled by the Directors from among the qualified members of the Corporation if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of members, and any Director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.

In addition to the elected Board members, the following persons shall be appointed to the Board:

- (a) the immediate past President of the Corporation (appointed annually);
- (b) City of Thunder Bay Council appointee (appointed for three (3) year term);

CATEGORY:	GOVERNANCE POLICIES
POLICY:	BY-LAW #2
Page No.	3 of 3

Appointed members shall have the rights, privileges and obligations of the elected members of the Board. Ex-officio members may be appointed by the Board from time to time as the Board deems advisable.”

APPROVED by the Board of Directors February 16, 1994.

APPROVED by the general membership April 20, 1994.