

# Proposed Amendments to Constitution

Voted in favour at October 11, 2022 Board of Directors Meeting.

Please see the proposed amendments to the constitution with ~~omissions~~ and **additions** below:

## ARTICLE 6 – BOARD OF DIRECTORS

- a) The Board of Directors of the Centre shall **have the authority to add or shrink the number of board members as required.** ~~consist of seven members.~~ Six Members shall be elected, and one member shall be appointed by The Corporation of the Town of Niagara-on-the-Lake.
- b) Members shall be elected to the Board of Directors at each Annual General Meeting to replace members whose terms are ending and shall serve for a term of three years.
- c) Each member of the Board of Directors may serve for a maximum of two consecutive terms. **In the event that there is no viable candidate for an Executive Position (Chair, Secretary, Treasurer), a vote by the majority of the board can extend a current Executive for an additional year.**
- d) After a one-year hiatus from the Board of Directors the member may serve further terms following the procedures laid out in Section 6 a) to Section c).
- e) Following the Annual General Meeting the Board of Directors shall elect the following officers, each of whom must be a member of the Board
  - Chairperson (in the absence of the Chairperson, another Board Member will be selected to fill in)
  - Secretary
  - Treasurer
  - Chairpersons of key standing committees

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- f) Vacancies among the elected members of the Board of Directors during a term shall be filled from the membership of the corporation by a vote of the remaining members of the Board of Directors.
- g) Resignation of a Board Member mid-term shall be accepted with a 30-day notice by letter or email of intent to resign sent to the Chair or the Board at large. A motion to accept the resignation shall be made at the following Board meeting.
- h) Termination of existing Board Member mid-term will follow the same Policies & Procedures as Staff and Volunteers – see Performance Correction in Policies & Procedures Manual.
- i) Board of Directors' meetings shall take place a minimum of seven times per year and as often as necessary to responsibly manage the affairs of the corporation.
- j) A majority of Board members of record on the date of the meeting shall constitute a quorum for Board of Directors' meetings.
- k) The responsibilities of the Board of Directors shall be as follows
  - Determine mission and purpose – advocate for them.
  - Select the Director (senior staff).
  - Support and evaluate the chief executive/director.
  - Ensure effective planning.
  - Monitor and strengthen programs and services.
  - Ensure adequate financial resources.
  - Protect assets and provide financial oversight.
  - Build and sustain a competent board.
  - Ensure legal and ethical integrity.
  - Enhance the corporation's public standing.