

Parks and Recreation Ontario
BY-LAW NUMBER 1 - AMENDMENTS
For ratification at 2010 AGM - April 8 - Niagara Falls

CURRENT BY-LAW	PROPOSED AMENDMENT	EXPLANATION
	Replace all references to “Special Interest Area” by “Community of Practice.”	New terminology.
<p>7.1 Duties. The management of the affairs of the Corporation shall be vested in the Board of Directors which shall do all things and perform all such acts as may be necessary to carry out the objects of the Corporation, for the proper conduct of the Corporation, or are required of directors by law. Without limiting the generality of the foregoing, the duties of the Board shall be:</p> <p>(1) to consider all agenda items and recommendations received in writing from Branch Presidents;</p>	In Section 7.1 (1), replace “Branch Presidents” with “members”.	Terminology “Branch President” is no longer relevant.
<p>7.2 Composition and Term of Office. The Board of Directors shall consist of 12 individual voting Members of the Corporation who are in good standing in accordance with the following:</p> <p>(1) at all times, the Board of Directors shall have a minimum of one Member, who is not the President, from each Special Interest Area;</p>	Amend Section 7.2 (1) to read “at least half of the Directors shall have a significant connection to the parks and recreation sector”.	New concept of Board composition requires a minimum a number of directors from the sector.

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<p>7.2 (3) one Director, who has served on the Board of Directors for at least one year previously, will be elected annually for a three (3) year term to hold the office of President-Elect in the first year of his/her term, the office of President in the second year of his/her term and the office of Past-President in the third year of his/her term.</p>	<p>Amend Section 7.2 (3) to read “every second year, one (1) Director will be elected for a four (4) year term to hold the office of President-Elect in the first year of his/her term, the office of President in the second and third years of his/her term and the office of Past President in the fourth year of his/her term. In the other years, the post of President-Elect will remain vacant”.</p>	<p>The President starts a four (4) year term, serving as President-Elect (1), President (2) and Past-President (1). Each President will have a Past-President in year two (2) and a President-Elect in year three (3).</p>
<p>7.8 (1) A Nominating Committee shall consist of the Past-President and two voting Members appointed by the Board of Directors.</p>	<p>Replace Section 7.8 (1) with: “(1) The Governance Committee shall be responsible for seeking nominations and conducting elections.”</p>	<p>Nominating Committee work is now handled by the Governance Committee.</p>
<p>7.8 (3) The Nominating Committee shall put forward to the Meeting the slate of candidates proposed by the Committee. The slate of candidates will identify the offices to which each candidate will be appointed upon election to the Board of Directors. Where the Nominating Committee is unable to fill the slate with a nominee from each Special Interest Area, and after written notice to the membership as outlined, the Committee may recommend a nominee from the general membership to fill that vacancy.</p>	<p>In Section 7.8 (3), delete “Where the Nominating Committee is unable to fill the slate with a nominee from each Special Interest Area, and after written notice to the membership as outlined the Committee may recommend a nominee for the general membership to fill the vacancy.”</p>	<p>In view of 7.2(1) change, the Nominating Committee is not tasked with finding nominees from particular constituencies.</p>

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<p>9.2 Vacancy - President. Should the President-Elect choose not to assume the position of President, the current President may, with the approval of the Board of Directors, serve another term and the Board of Directors shall conduct a new election for President-Elect. If the President does not choose to serve another term, the Board may appoint a Director to serve the last year of his/her existing term of office in the position of President. The Board of Directors may fill any position so vacated by a Director who assumes the position of President by appointing a Member to a special one-year term of office. In the event that no Director is appointed to act as the President, the Board of Directors shall conduct an extraordinary election to a one-year term of office.</p>	<p>Replace “serve another term” by “serve another year” in Section 9.2</p>	<p>Reflects the new two-year term.</p>
<p>9.3 President. The President Shall:</p> <p style="padding-left: 40px;">(3) be deemed to have no affiliation with a Special Interest Area of the Corporation.</p>	<p>Delete Section 9.3 (3)</p>	<p>Affiliation with a special interest area (Community of Practice) is no longer relevant.</p>
<p>9.5 President-Elect. The President shall:</p> <p style="padding-left: 40px;">(2) be deemed to have no affiliation with a Special Interest Area of the Corporation.</p>	<p>Delete Section 9.5 (2)</p>	<p>Affiliation with a special interest area (Community of Practice) is no longer relevant.</p>

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<p>10.6 Quorum. A quorum at a Meeting of the Members of the Corporation shall be fifty Members participating and entitled to vote. If there is not a quorum at a Meeting of the Members, then the meeting shall be adjourned to such time and place as may be necessary to obtain a quorum.</p>	<p>In Section 10.6, replace “fifty Members” by “twenty-five Members”.</p>	<p>New quorum for Member meetings in keeping with current association management trends and practices.</p>
<p><u>11. COMMITTEES</u></p> <p>11.1 Delegates. The Board of Directors may, by resolution, delegate responsibilities to committees consisting of such person or persons as are deemed fit and any committee so formed shall in the exercise of its powers, conform to all regulations or limitations that may be imposed on it by the board. The Board may similarly withdraw such delegation.</p> <p>11.2 Reporting. All committees shall report to the Board of Directors.</p>	<p>Amend Section 11 to add:</p> <p>“11.3. Standing Committees. There shall be three (3) standing committees:</p> <ul style="list-style-type: none"> (1) Executive Committee – composed of the President, the Vice President, Finance, either of the President-Elect or Past-President and such other Directors as the Board may determine; (2) Governance Committee – composed of either of the Past-President or the President-Elect and such other Directors as the Board may determine; and (3) Finance and Risk Management Committee – composed of the Vice President, Finance and such other Directors as the Board may determine”; 	<p>Creates three standing committees with specified appointees. The ability to create other committees still remains in 11.1, if the Board desires.</p>

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	Replace all references to “Nominating Committee” by “Governance Committee.”	Reflects change to 7.8(i).
	Add a new article 12 – “Advisory Council”. “12.1 The Past-Presidents of the Corporation shall form the Advisory Council. The Advisory Council shall provide advice and direction to the Board of Directors. It shall convene meetings as its members may, from time to time, see fit upon notice from the President or from any two (2) Past-Presidents, but at least once per year.”	New organization forum to provide input from Past-President.
14.6 Fees and Budgets. The Corporation shall not rely upon government funding for core advocacy and Member services. The Corporation's budget is developed and managed by a Finance Committee made up of Board members. Fees shall be set on an annual basis by the Board of Directors based on these principles:	In Section 14.6, delete the second sentence and replace it with “The Corporation’s budget shall be developed and managed by the Finance and Risk Management Committee.”	Correct Committee name.