

In preparing the proposed Bylaw revisions, the Board had three goals: 1) improve the clarity of the existing bylaws, and clarify responsibilities and decision making within the Club; 2) align the Bylaws with longstanding practices of the Club where there have been inconsistencies; and 3) provide guidance for club operations during future times of emergency.

Attached are a copy of the existing Bylaws, a copy of the proposed bylaw revisions, and a further copy of the proposed bylaw revisions marking the additions, deletions, and reorganizations.

### **Drafting and Organization of the Bylaws**

Sections: 9:6

This section prevented removing articles and sections from the bylaws when repealed. This has been removed to allow the Bylaws to be organized in a more easily read and understood form, and allow previously repealed provisions to be fully removed.

### **Directors**

Sections: 5:4

Purpose: The revisions to Section 5:4 remove the requirement to hold a secret ballot for approval of an acting director in the event a Director does not complete their term, allowing it to be confirmed by a vote of the members at a monthly meeting. This change aligns the bylaws with the practices of the Club in recent history.

### **Officers**

Sections: 4:4

Purpose: The existing bylaws have no procedure for appointing an acting officer in place of an Officer who has been unable to complete their term. Unfortunately, this situation has arisen several times in recent history.

The revisions to this section allow the members to approve an acting officer at a monthly meeting.

### **Editor and Webmaster**

Sections: 5A:1 to 5B:5

Purpose: The current bylaws require these two positions to be elected by secret ballot at the AGM. In recent years no one has stood for election for these positions, and the Board has appointed a volunteer to fill the duties of each position as needed.

The revisions to these sections remove these positions as elected positions, and empowers the board to appoint people to fill these positions.

### **Auditor**

Sections: 12:1 to 12:5

Purpose: The current bylaws anticipate the Auditors as being volunteers from within the Club, and makes no requirements for their qualifications. In most recent years no volunteers have come forward to fill these positions.

The revised provisions make the appointment of a duly qualified professional to fill this role the norm, and puts in place additional requirements for member approval that must be met if the Auditor is a member of the club, or a director or officer.

### **Membership**

Sections: 3:1, 3:2, 3:9, 3:13

Purpose: Section 3:1 and 3:2 create an appointed position who will be responsible for overseeing the application of new and returning members, and the annual renewal of membership. This has long been the practice of the Club, however, the proposed revisions align the bylaws with the existing club practices.

3:9 to 3:12 have been revised to clarify the process and meaning of a leave of absence, as well as the process for former members reapplying to the club. Members who do not pay their annual dues are now also considered to have resigned.

The current bylaws place the obligations for approval of new members on the Board, however, prior to COVID, the practice of the Club was to have new members approved by the membership of the Club at monthly meetings. Under the revised 3:13, the power to approve new members of the Club has been shifted to the membership to align the bylaws with the existing practices of the Club.

### **Aircraft Rental**

Section: 10A:1 to 10A:6

Purpose: The current bylaws do not have any provisions concerning aircraft owned by the Club. The proposed provisions align the bylaws with the Club's existing practice by creating a Director position to be responsible for overseeing the Rental Aircraft, creating provisions for adopting and changing rules for the Rental Aircraft, providing for reports to the club members on the Rental Aircraft, etc.

### **Parking**

Sections: 10B:1 to 10B:6

Purpose: The current bylaws have limited provisions related to aircraft parking. The proposed bylaws create a Director position to oversee parking, allow the board to set rules for parking, and require a parking waitlist.

### **Fuel**

Sections: 10C:1 to 10C:5

Purpose: Limited mention was made in the current bylaws to the Club selling fuel. These revisions align the club's existing practice with the Bylaws by creating a Director position to be responsible for fuel, and clarifying the entitlement of different people or organizations to buy fuel at a reduced rate.

## **Spending**

Sections: 5:8

Purpose: This provision has been revised to provide clarity as to how financial decisions of the Club are made, and the membership's involvement in those decisions.

Under this section, routine purchases of the Club (such as fuel for re-sale, or supplies for the club house) will be made without needing member approval, as is the practice now.

Any decision as to a capital expenditure which was not part of the already approved Annual Operating Budget, and exceeds \$10,000.00 will require member approval at a monthly meeting.

## **Conduct of Club Business during emergency circumstances**

Sections: 13:1 to 13:7

Purpose: The COVID 19 pandemic created unprecedented challenges for everyone, and left organizations such as the Club in an uncertain position having to balance between health mandates, protecting members, and meeting the objectives of the organization.

These sections aims to take the experiences of the Board over the last 2 years, and put in place rules to clarify the powers of the board during an emergency, while continuing to promote member involvement in the day to day operation of the club even when monthly meetings cannot be safely held.