

FBCA Bylaws Revisions 2021 RATIONALE

GENERAL CHANGES

1. Numbering changed and titles of some Parts revised to better reflect content
2. Financial resolutions appended to bylaws in 1995 incorporated into the Bylaws.
3. Procedural items included in original Constitution incorporated into Bylaws as per current Societies Act.
4. Wording updated to reflect current procedures and technology.
5. Most critical proposed revisions are noted in **bold print**

SPECIFIC CHANGES (Not listed if amendment did not change the intent of original bylaw)

Number in 1995 version	New number or Incorporated into # or Removed	Reasoning
1.1 -1.8	1.1	Definitions updated as needed but left without numbers; Added definitions for Association, Board, Child, Annual General Meeting, and General meeting; Expanded and clarified “special resolution”
1.8.1	3.3	Procedure rather than a definition
1.8.2	Removed	Seen as time-consuming process to get every member to agree before a meeting, and something that may never happen. If it ever does, the process is outlined in the Societies Act.
1.9	Removed	No longer used within the Societies Act or Bylaws
1.10	1.1	Definition updated as needed but left without number
1.11	Removed	No longer used in Bylaws. Term is the same for Directors and Executive Officers.
1.12	1.2	Updated
1.13	Removed	Wording carefully revised to be non-gender throughout document
	1.3	Added to cover any conflicts which may arise
2 & 2.1	2.1 to 2.1.2	Updated to include lifetime membership
3.1	Removed	Intent covered under FBCA policy on Policymaking
4	2.3	Updated
5	2.4	Updated
6.3	5.5.2	Applies specifically to Directors, moved to Part 5
7	Removed	FBCA does not have process for determining whether a member is in good standing or not, a member is either a member or not.

Number in 1995 version	New number or Incorporated into # or Removed	Reasoning
8 thru 11	3.1 – 3.4 & Part 6	Types of Meetings of Members renamed and revised to be concise, and updated to reflect new Societies Act. Items re meetings of Directors moved to Part 6 (Directors' Meetings) and expanded. Info on meetings of Committees expanded.
12	4.1 – 4.1.1	Amended. Some items left in place to clarify for members without having to go to Robert's Rules of Order (RRO)
12.1	Removed	Standard in RRO & some confusion as to whether stating it meant <u>only</u> Chair could move or propose a resolution; better clarified in RRO.
13 & 14	4.2 – 4.4	Section 13 & 14 as originally written were confusing. Rewritten for clarity. Quorum changed from 12 to 10. Time frame in former item 14.3 changed from 10 days to 30 days per Societies Act.
15	Part 6	Made into separate Part. Clarified and expanded.
15.3	Removed	Incorporated into FBCA Directors' Code of Conduct
16	6.2, 6.3, 6.4	Clarified and expanded.
17	3.4	Clarified and expanded.
18 -20 & 22-24	5.1-5.6	Removed redundancies. Maximum number of Directors changed from 12 to 15 and minimum of 3 added. Process for nominations of new Directors changed: must be in writing; no nominations from floor at AGM. Clarified and expanded criteria for eligibility and removal of Directors.
21	3.1.2	Specific to Directors' meetings
25-31	7.1-7.6	Clarified and expanded.
32	6.1.7	Specific to Directors' meetings
	8.1	Added #3 from old constitution
	8.2	Added info on signing authorities
33	7.4	Incorporated into role of Treasurer
33.1 & 33.2	Removed	Moved to FBCA Board Procedures
34	7.4.1	Incorporated into role of Treasurer
	8.3	Reinforce specifics for financial statements at AGM
35	8.4	Updated
36 & 37	Removed	Debentures deemed inappropriate for FBCA at present
	8.5	Added process for borrowing funds or issuing securities.

Number in 1995 version	New number or Incorporated into # or Removed	Reasoning
	8.6	Added #4 from old constitution, reworded for clarity
Part 9	Part 9	Expanded to reflect current Societies Act
41	10.1	Updated
43	Removed	General operations of FBCA covered by Board Policies and Procedures
44	2.2.1	Reworded for clarity

Appended Resolution #	New number	All former appended resolutions incorporated into Bylaws, so they are not overlooked or lost.
1	9.1	
2	7.4.1	
3	6.1.4; 6.2; 6.3	
4	7.4.1	
5	8.4	
6		Removed, no longer necessary