

(g) **Issues about qualification**

A. **Before the board elections**

Any question about whether the member meets the requirements to be a director should be resolved before board elections, if possible. If there is a disagreement, the member can run for the board. If elected, the member will not become a director until the board decides on the question.

B. **After the board elections**

If a question about a director's qualifications at the time of election comes up later, the director will continue on the board until the board makes a decision about it.

C. **Effect of board decision**

If the decision under A. or B. is that the member did not meet the requirements, the position on the board is automatically vacant. The decision is not subject to appeal.

(h) **Board procedure for deciding about qualification**

The member must be given written notice of the board meeting to discuss whether the member met the requirements to be a director. The notice has to be given at least ten days before the meeting and must state the date, time and place of the meeting and the reason why the member may not have met the requirements. The member can appear and speak at the meeting. The member can have a representative at the meeting. The board decides and votes without the member present.

**7.3 Term of Office**

(a) **Length of term**

Directors serve for terms of two years. A term of two years means a term starting at the end of an annual members' election meeting and ending at the end of the second annual members' election meeting after that. This means that a term will not be exactly two years due to meeting dates not being exactly one year apart.

*amended March 26/23  
at ABM*

(b) **First meeting of new board**

The board must meet no more than seven days after an annual general members' election meeting or any meeting where more than forty percent of the director positions are elected. The time for the meeting can be postponed

Presented to and approved by The BYHC Board of Directors on March 13, 2023

7.3(a) 7.3(c)  
approved

Presented to the BYHC Membership March 26, 2023

~~1) Motion to amend by-law 9 s7.1: Number of Directors~~

~~Current by-law: The board of directors is made up of 8 directors. The quorum is 5.~~

not passed

~~Proposed amendment: The board of directors is made up of 6 directors. The quorum is 4.~~

13 opposed, 6 in favor, 1 abstention  
Motion is defeated.

--- end

March 26/23  
ABM.

2) Motion to amend by-law 9 s7.3: Term of Office (a) Length of term

**Current by-law:** Directors serve for terms of two years. A term of two years means a term starting at the end of an annual members' election meeting and ending at the end of the second annual members' election meeting after that. This means that a term will not be exactly two years due to meeting dates not being exactly one year apart.

**Proposed amendment:** Directors serve for terms of three years. A term of three years means a term starting at the end of an annual members' election meeting and ending at the end of the third annual members' election meeting after that. This means that a term will not be exactly three years due to meeting dates not being exactly one year apart.

--- end

Moved by Allan Rogalsky / 6 opposed  
2nd by Sharon Coates / Motion Carried  
approved

March 26/23  
ABM

3) Motion to amend by-law 9 s7.3: Term of Office c) Staggered terms

**Current by-law:** Directors' terms will be staggered so that in one year about half the directors will be elected for two-year terms and in the next year the other directors will be elected for two-year terms. If there is a vacancy, the replacement will serve for the remainder of the former director's term.

Moved by Trevor Black  
2nd by Oliver Watts

approved  
Motion carried  
March 26/23 ABM

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**Proposed amendment:** Directors' terms will be staggered so that in one year about one-third of the board of directors will be elected for a three year term, and each year thereafter another third will be elected for three year terms. If there is a vacancy, the replacement will serve for the remainder of the former director's term.

During the transition from the previous 2 year term length into the 3 year term length, some board members will complete a 2 year term, and if re-elected for a second term will then serve a 3 year term.

--- end

By-law notes on logistics:

4 Board Members Term ending Fall 2023

2 Board Members would then be needed for a 3 year term (term would end Fall 2026). 2 spots would be removed to make a board of 6.

4 Board Members Term ending Fall 2024

2 Board Members would fill a 3 year term (term ending Fall 2027)

2 Board Members would fill a final transitional 1 year term (term ending Fall 2025)

**2 Board Seats would then be open each election instead of 4, so only 1/3 the Board changes over with each election.**

--end--

4) Discussion of creating an ad-hoc committee to upgrade the signage throughout Brighton Yards property. Action: Looking for volunteers to join this ad-hoc committee, if needed I am willing to lead it.



only if all directors sign a consent to postpone it. Until the board meeting, the co-op signing officers prior to the election will keep their responsibilities under this By-law.

(c) **Staggered terms**

Directors' terms will be staggered so that in one year about half the directors will be elected for two-year terms and in the next year the other directors will be elected for two-year terms. If there is a vacancy, the replacement will serve for the remainder of the former director's term.

*amended March 26/23  
at ABM*

(d) **Election for partial terms**

Sometimes a single election is for directors with full terms and partial terms. An example would be where a director resigned and the board did not appoint someone. At those elections the candidates with the largest number of votes will be elected to the full terms. If there is a tie for the last full term position, the board will decide. The decision will be recorded in the board minutes.

#### 7.4 **Director Term Limits**

(a) **One year gap**

A member who has been a director for two consecutive terms of two years is not eligible to be a director until the next annual election after the second term ended. Until then, the member cannot be elected to the board or appointed to fill a board vacancy. A partial term counts as a term if it is longer than one year.

(b) **Start of these rules**

The existing terms of directors will not be reduced when this By-law comes into force. This section will apply to all elections after that time.