

Red text has been deleted. Blue underlined text has been added.

Amended Bylaws – Summary of Material Changes (Nov. 28, 2023)

Bylaw	Current Bylaws	Amended Bylaws	Rationale
Part 1 – Interpretation			
1.1(b)	“Board” means the Board of Directors of the Association;	“Board” means the <u>board of directors</u> of the Association;	Minor edit. “Board of Directors is not a defined term and, therefore, should not be capitalized.
1.1(f)	“CPC” means Canadian Paralympic Committee ;	Deleted.	Deleted from bylaw 15 and doesn’t arise elsewhere in these Bylaws.
1.1(h)	“ Executive Committee ” means the executive committee of the Association referred to in Section 8.2 ;	Deleted.	The Executive Committee was comprised of the Officers which included the following (in the Current Bylaws): the President, Vice-President, Treasurer, Athletes’ Representative, Immediate Past President, Officer-at-large, and Executive Director. The Executive Committee’s role was to manage the Association between Director’s meetings. The role of the Executive Committee is redundant and no longer serves the needs of the organization. It is, therefore, proposed to be dismantled and deleted from the Amended Bylaws.

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1.1(i)	"IPC" means International Paralympic Committee;	Deleted.	Deleted from bylaw 14 and doesn't arise elsewhere in these Bylaws.
1.1(j) Now 1.1(g)	"IBSA" means International Blind Sports Association;	"IBSA" means International Blind Sports <u>Federation</u> ;	Minor edit. Change from Association to Federation to reflect the correct name of the IBSA.
1.1(i)	None.	<u>"Officer" means any of the individuals identified in Sections 7.1 and 7.2;</u>	Minor edit. Definition of Officer added as it is used as a defined term throughout the Bylaws.
1.1(j)	None.	<u>"Ordinary Resolution" has the meaning ascribed to it in the Societies Act;</u>	Minor edit. Definition of Ordinary Resolution added as it is used as a defined term throughout the Bylaws.
1.1(l)	None.	<u>"Special Resolution" has the meaning ascribed to it in the Societies Act;</u>	Minor edit. Definition of Special Resolution added as it is used as a defined term throughout the Bylaws.
1.1(m)	None.	<u>"Recognized Sport or Recreation Activities" mean the Sport or Recreation Activities recognized by the Board, from time to time, pursuant to Part 9.</u>	"Recognized Sport or Recreation Activities" replaces the concept of Sport Groups. This new term arises in bylaws 4.1, 4.5, and 9.
1.3	Words importing the singular shall include the plural and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa.	<u>In these Bylaws, words importing the singular number include the plural and vice versa, and words importing any gender include all genders.</u>	Bylaw replaced with gender inclusive language.

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Part 2 – Membership			
2.1 and 2.2	<p>Membership and Membership Categories</p> <p>2.1 Membership in the Association shall be open to any individual interested in furthering and promoting the purposes of the Association. A person may apply to the Executive Committee or its designate for membership in the appropriate category, as set out in Section 2.2, and on acceptance by the Executive Committee or its designate such person shall become a Member in the appropriate category.</p> <p>2.2 Membership categories shall include Blind Members and Supporting Members as follows:</p> <p>(a) Blind Members shall be those persons who are legally blind, which includes the full range of visual impairment from partially sighted (visual acuity of up to 6/60 or visual field of less than 20°) to totally blind (no light perception), and who apply to join the Association in the Blind Member category. Blind Members shall be required to pay annual</p>	<p>Membership</p> <p>2.1 Membership in the Association shall be open to any <u>person</u> interested in furthering and promoting the purposes of the Association. A person may apply to the <u>Board</u> or its designate for membership and on acceptance by the <u>Board</u> or its designate such person shall become a Member.</p>	<p>Revisions proposed to simplify membership by replacing two membership categories with one broad membership category. Blind Members and Supporting Members had the same member rights under the Current Bylaws. There is, therefore, no need to separate their membership into separate categories. It is also not contemplated that these two categories of members should pay different membership dues, if any.</p>

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	<p>membership dues in the Blind Member category and shall be entitled to services, as established by the Board.</p> <p>(b) Supporting Members shall be those persons who support the purposes of the Association and who apply to join the Association in the Supporting Member category. Supporting Members shall be required to pay annual membership dues in the Supporting Member category and shall be entitled to services, as established by the Board.</p>		
2.3	<p>Annual Membership Dues The annual membership dues for one or more membership categories may be established or changed by a majority vote of the Members at a General Meeting, provided that notice of such proposed changes has been given with the notice of such meeting.</p>	<p>Annual Membership Dues <u>The amount of annual membership dues, if any, must be determined by the Board.</u></p>	<p>Proposed to provide the Board, rather than the Members, with the responsibility to set annual membership dues, if any. This responsibility typically sits with the Board to simplify decision making, particularly for organizations like the BCBSRA which doesn't require significant membership dues.</p>
2.5	<p>Staff and contractors who work for the Association shall be entitled to become members of the</p>	<p>Staff and contractors who work for the Association shall be entitled to become Members with the rights</p>	<p>Language updated to reflect one membership category approach.</p>

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	<p>Association in the appropriate category with the rights and privileges as stipulated in these Bylaws, except that these persons shall not have the right to vote or nominate members for the Board, nor, except for the Executive Directors pursuant to and subject to the limitations stated in section 5.6(f), shall they be eligible to be nominated for the Board or to serve on the Board. Subject to section 5.6(f), if a person who is serving on the Board becomes a staff member or contractor for the Association, such person shall cease to be a Director and the Board shall be entitled to fill the resulting vacancy on the Board under these Bylaws.</p>	<p>and privileges as stipulated in these Bylaws, except that these persons shall not have the right to vote or nominate members for the Board, nor shall they be eligible to be nominated for the Board or to serve on the Board. If a person who is serving on the Board becomes a staff member or contractor for the Association, such person shall cease to be a Director and the Board shall be entitled to fill the resulting vacancy on the Board pursuant to these Bylaws.</p>	<p>The reference to Executive Director here has been deleted as the Executive Director will attend Board meetings as a non-voting participant but will not be a Director.</p>
2.6	<p>Participants in Association-sanctioned events/activities shall abide by the amateur codes (national and/or international) governing the specific sport or recreation activity in which they are participating in any capacity whatsoever.</p>	<p>Participants in Association-sanctioned events/activities shall abide by the amateur codes governing the specific sport or recreation activity in which they are participating in any capacity whatsoever.</p>	<p>The explicit acknowledgement of national and/or international is unnecessary. Note, more amateur codes are expected in the future.</p>
2.7	<p>2.2 All Members are in good standing except those Members</p>	<p><u>Members in Good Standing</u></p>	<p>The reference to resigned or expelled Members has been</p>

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	<p>who have failed to pay their annual membership dues or any other subscription or debt due and owing to the Association and except those Members who have resigned or those who have been suspended or expelled, as per Sections 2.10 and 2.11.</p>	<p>All Members are in good standing except <u>a Member who:</u> <u>a) has</u> failed to pay their annual membership dues or any other subscription or debt due and owing to the Association; <u>b) has</u> been suspended as per Section 2.10; <u>c) in the opinion of the Board, acts in a manner that is detrimental to the Association; or</u> <u>d) if the Board approves a Code of Conduct for Members, if the Member, in the opinion of the Board, does not act in accordance with such Code of Conduct.</u></p>	<p>deleted. Members who have resigned or been expelled cease to be Members. They are no longer Members and therefore cannot be a Member in good standing or not in good standing.</p> <p>Paragraphs (c) and (d) recognize additional situations in which a Member may be found to be not in “good standing”.</p>
2.8	<p>Ceasing to be a Member A person shall cease to be a Member: ... c) on being suspended under Section 2.10 below</p>	<p>Red text deleted.</p>	<p>Similar to comments above. A Member who is suspended should not cease to be a Member; rather, they should cease to have rights as a Member and be recognized as a Member who is not in good standing. Changes reflect this.</p>
2.10 and 2.11	<p>Suspension 2.10 Members’ rights, as outlined in Section Error! Reference source not found., may be suspended by the Executive</p>	<p>Suspension 2.10 Members’ rights, as outlined in Section Error! Reference source not found., may be suspended <u>for a period not exceeding twenty-four</u></p>	<p>Bylaw 2.10 amended to enable a disciplinary committee established and appointed by the Board to suspend a Members’ rights,</p>

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	<p>Committee by a majority vote for a period not exceeding twenty-four (24) months, provided that:</p> <p>a) the grounds for suspension shall be conduct or actions which the Executive Committee deems inappropriate or detrimental to the Association, under the policies on suspension as established by the Board;</p> <p>b) a notice of the proposal to suspend the Member, accompanied by a statement of the reasons for the proposed suspension, shall be sent to the Member who is the subject of such suspension proposal;</p> <p>c) during the deliberations of the Executive Committee on a suspension proposal, the Member who is the subject of the proposed suspension shall be given an opportunity of defense before the Executive Committee; and</p> <p>d) if suspended, the Member may, within thirty (30) days, appeal the Executive Committee's decision to the Board, and, in such a case, a majority vote by the Board at a meeting of the Board shall be required, within ninety (90) days</p>	<p><u>(24) months, by a majority vote of a disciplinary committee established and appointed by the Board, provided that:</u></p> <p>a) the grounds for suspension shall be conduct or actions which the <u>disciplinary committee</u> deems inappropriate or detrimental to the Association, under the policies on suspension as established by the Board;</p> <p>b) a notice of the proposal to suspend the Member, accompanied by a statement of the reasons for the proposed suspension, shall be sent to the Member who is the subject of such suspension proposal;</p> <p>c) during the deliberations of the <u>disciplinary committee</u> on a suspension proposal, the Member who is the subject of the proposed suspension shall be given an opportunity of defense before the <u>disciplinary committee</u>; and</p> <p>d) if suspended, the Member may, within thirty (30) days, appeal the <u>disciplinary committee</u>'s decision to the Board, and, in such a case, a majority vote by the Board at a meeting of the Board shall be</p>	<p>rather than the dismantled Executive Committee.</p> <p>Bylaw 2.11 added to provide clarity of procedure if the Board fails to appoint a disciplinary committee.</p>

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	<p>of the Board receiving the Member’s appeal, to uphold the decision of the Executive Committee and make it final, and if such a vote is not attained the decision of the Executive Committee shall be reversed.</p>	<p>required, within ninety (90) days of the Board receiving the Member’s appeal, to uphold the decision of the <u>disciplinary committee</u> and make it final, and if such a vote is not attained the decision of the <u>disciplinary committee</u> shall be reversed.</p> <p><u>2.11 If the Board does not establish a disciplinary committee, as contemplated in Section 0, the Board may perform the duties of the disciplinary committee, as contemplated under Subsections 0(a), (b) and (c), and following the deliberations of the Board under Subsection 0(c), may suspend a Members’ rights upon issuing a final suspension decision to the Member. A Member who has their rights suspended under this Section 0 may not appeal the final suspension decision.</u></p>	
<p>2.12 2.13 and 2.14</p>	<p>Expulsion 2.12 A Member may be expelled from the Association by the Executive Committee by a two-third (2/3) vote and, if expelled, such Member shall cease to be a Member, provided that:</p>	<p>Expulsion 2.12 A Member may be expelled from the Association by <u>a two-thirds (2/3) vote of a disciplinary committee established and appointed by the Board</u> and, if</p>	<p>Bylaw 2.12 amended to enable a disciplinary committee established and appointed by the Board to expel a Member, rather than the dismantled Executive Committee.</p>

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	<p>a) the grounds for expulsion shall be conduct or actions which the Executive Committee deems severely detrimental to the Association, under the policies on expulsion as established by the Board;</p> <p>b) a notice of the proposal to expel the Member, accompanied by a statement of the reasons for the proposed expulsion, shall be sent to the Member who is the subject of such expulsion proposal;</p> <p>c) during the deliberations of the Executive Committee on an expulsion proposal, the Member who is the subject of the proposed expulsion shall be given an opportunity of defense before the Executive Committee;</p> <p>d) if expelled, the Member may, within thirty (30) days, appeal the Executive Committee's decision to the Board and, in such a case, a two-thirds (2/3) vote by the Board at a meeting of the Board shall be required, within ninety (90) days of the Board receiving the Member's appeal, to uphold the decision of the Executive</p>	<p>expelled, such Member shall cease to be a Member, provided that:</p> <p>a) the grounds for expulsion shall be conduct or actions which the <u>disciplinary committee</u> deems severely detrimental to the Association, under the policies on expulsion as established by the Board;</p> <p>b) a notice of the proposal to expel the Member, accompanied by a statement of the reasons for the proposed expulsion, shall be sent to the Member who is the subject of such expulsion proposal;</p> <p>c) during the deliberations of the <u>disciplinary committee</u> on an expulsion proposal, the Member who is the subject of the proposed expulsion shall be given an opportunity of defense before the <u>disciplinary committee</u>; and</p> <p>d) if expelled, the Member may, within thirty (30) days, appeal the <u>disciplinary committee's</u> decision to the Board and, in such a case, a two-thirds (2/3) vote by the Board at a meeting of the Board shall be required, within ninety (90) days of the Board receiving the Member's appeal, to uphold the decision of the</p>	<p>Bylaw 2.13 added to provide clarity of procedure if the Board fails to appoint a disciplinary committee.</p>

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	<p>Committee and make it final, and if such a vote is not attained the decision of the Executive Committee shall be reversed; and</p> <p>2.13e) if expelled, the Member shall not be eligible to re-apply for membership in the Association for two (2) years from the date of the Executive Conduct Committee's expulsion decision, except that this restriction may be lifted under special circumstances by a two thirds (2/3) vote by the Board at a meeting of the Board.</p>	<p><u>disciplinary committee</u> and make it final, and if such a vote is not attained the decision of the <u>disciplinary committee</u> shall be reversed.</p> <p><u>2.13 If the Board does not establish a disciplinary committee, as contemplated in Section 2.12, the Board may perform the duties of the disciplinary committee, as contemplated under Subsections 2.12(a), (b) and (c), and following the deliberations of the Board under Subsection 2.12(c), may expel a Members upon issuing a final expulsion decision to the Member. A Member who is expelled under this Section 2.13 may not appeal the final expulsion decision.</u></p> <p>2.14 If expelled <u>pursuant to Sections 2.12 or 2.13, a</u> Member shall not be eligible to re-apply for membership in the Association for two (2) years from the date of the expulsion decision, except that this restriction may be lifted under special circumstances by a two thirds (2/3) vote by the Board at a meeting of the Board.</p>	

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2.15	None.	<p><u>Forfeiture</u> <u>Any Member who ceases to be a Member forfeits all rights, privileges or interests arising from membership in the Association unless and until, if applicable, such Member thereafter again becomes a Member.</u></p>	Section added for clarity. While this is already set out in the Societies Act, it is helpful for anyone who reviews the Bylaws to have this section follow the section on “Ceasing to be a Member”.
Part 3 – Meeting of Members			
3.4 3.5 3.6	<p>3.4 The Directors or the Executive Committee may convene a Semi-Annual General Meeting.</p> <p>3.5 The Directors or the Executive Committee may, when they think fit, convene a Special General Meeting.</p> <p>3.6 On the written requisition of not less than ten percent (10%) of the voting Members, the Executive Committee shall convene a Special General Meeting within twenty-one (21) days of receipt of such requisition.</p>	<p>3.4 The Directors may convene a Semi-Annual General Meeting.</p> <p>3.5 The Directors may, when they think fit, convene a Special General Meeting.</p> <p>3.6 On the written requisition of not less than ten percent (10%) of the voting Members, the <u>Directors</u> shall convene a Special General Meeting within twenty-one (21) days of receipt of such requisition.</p>	As stated in 1.1(h) above, the concept of the Executive Committee has been deleted. Changes reflect this.
Part 4 – Proceedings at General Meetings			
4.1	<p>Quorum A quorum during General Meetings shall be eleven (11) Members in good standing, provided that Members representing at least three (3)</p>	<p>Quorum A quorum during General Meetings shall be <u>ten (10)</u> Members in good standing, provided that Members representing at least three (3)</p>	Quorum has been changed from 11 Members in good standing to 10 Members in good standing. The term Sport Group has been replaced with

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	<p>Sport Groups shall be represented thereat.</p>	<p><u>Recognized Sport or Recreation Activities shall be present.</u></p>	<p>Recognized Sport or Recreation Activities. The objective remains the same, to ensure representation of Members who are involved in different sports and activities.</p>
4.2	<p>If within thirty (30) minutes from the time appointed for a Special General Meeting a quorum is not present, the meeting, if convened on a requisition of Members, shall be adjourned. In all other cases, the Members present may adjourn the meeting or re-schedule it for a future time and place.</p>	<p>4.2 If within thirty (30) minutes from the time appointed for a Special General Meeting a quorum is not present, the meeting, if convened on a requisition of Members, shall be adjourned. <u>In the case of any other General Meeting, the meeting will be adjourned to a date, time and location determined by the Directors, with notice of continuation provided to the Members, if necessary, in accordance with Section 4.4.</u></p>	<p>Bylaw updated to allow the Board to set the date, time and location of an adjourned meeting. Giving this responsibility to the Board rather than the Members will ensure a decision will be made.</p>
4.5	<p>None.</p>	<p><u>A quorum at an adjourned meeting referred to in Section 4.2 shall be eight (8) Members in good standing, provided that Members representing at least three (3) Recognized Sport or Recreation Activities shall be present.</u></p>	<p>Language added to create quorum for adjourned meetings. Otherwise, these Bylaws are silent on quorum at adjourned meetings which could create confusion.</p>
4.6	<p>None</p>	<p><u>Procedure at General Meetings Subject to the express provisions of these Bylaws, the Board may determine the procedures to be</u></p>	<p>General procedural language has been added to reflect the current practices of the Association. The Board has</p>

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		<p><u>followed at any General Meeting, including the rules of order. Subject to the foregoing, and to the express provisions of these Bylaws, the chair of a General Meeting may determine the procedures to be followed at any meeting in all respects.</u></p>	<p>done a good job in setting procedures to be followed at General Meetings. The Board and chair have the discretion to determine procedures to be followed at General Meetings (meetings of the Members).</p>
4.7	None.	<p><u>General Meetings will be chaired by:</u> <u>a) the President;</u> <u>b) in the absence of the President, the Vice-President; and</u> <u>c) any other Director chosen by the Directors if neither the President nor the Vice-President is present at the meeting within 15 minutes of the time set for holding the meeting.</u></p>	<p>Bylaw added to provide clarity on chair selection for General meetings.</p>
<p>Voting Process 4.9 4.10 and 4.11</p>	<p>Bylaws 4.8 through 4.13 permitted Members to vote ahead of a General Meeting by completing and submitting a Voting Form to the Association. This voting method has been deleted.</p> <p>Voting at General Meetings 4.6 Voting by Members present in person at a General Meeting shall be by a show of hands AND audible response. A vote by ballot may be ordered by the presiding</p>	<p>Voting at General Meetings. <u>4.9 Subject to the provisions of the Societies Act and Sections 5.13 and 5.14, voting at a General Meeting will be by audible response and by show of hands, or by poll or ballot, as determined by the Directors or by the chair of the meeting as contemplated in Section 4.6, or, in the case of any Members who, being entitled to do so, are participating in and voting at a meeting by telephone or other</u></p>	<p>The voting process has been amended to simplify voting administration and to provide clarity of process. First, the pre-meeting voting form process has been removed. Second, language has been inserted to provide clarity around the voting process and to provide the Board and the chair with the responsibility to establish the</p>

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	<p>officer or by the Members present at a General Meeting.</p>	<p><u>communications medium, be conducted in such manner as may be determined by the Directors or by the chair of the meeting as contemplated in Section 4.6.</u></p> <p><u>4.10 A Member who is entitled to participate in a General Meeting may participate, including voting at the meeting:</u></p> <p><u>a) in person; or</u></p> <p><u>b) unless the Board may determine otherwise in respect of any General Meeting, by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone or other communications medium or in person, are able to communicate with each other.</u></p> <p><u>4.11 A Member who participates in a meeting in the manner contemplated by Section 4.8b) is deemed for all purposes of these Bylaws to be present at the meeting.</u></p>	<p>voting method for in-person, hybrid, and virtual meetings. The simplified voting method should ensure that the Board or chair can establish a voting process that supports the needs of the Members.</p>
Part 5 – Board of Directors			
5.1	The Board may exercise all such powers and do all such acts and things that the Association may	The Board may exercise all such powers and do all such acts and things that the Association may	Language updated to remove reference to the Executive Committee.

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	exercise and do, and may delegate its powers and duties to the Executive Committee , except such powers and duties that these Bylaws specifically place in the hands of the Board.	exercise and do, and may delegate its powers and duties to <u>committees appointed by the Board from time to time</u> , except such powers and duties that these Bylaws specifically place in the hands of the Board.	
5.2	5.2 ... the Board shall have the exclusive power to: ... c) evaluate annual budget requests from each member of Association staff managing a Sports Group , and approve them as presented or as amended by the Board;	5.2 ... the Board shall have the exclusive power to: ... c) evaluate annual budget requests and approve them as presented or as amended by the Board;	It is unnecessary to acknowledge where the annual budget requests are made from. This is a consideration which should be left to the Association's management and reporting structure. It does not need to be set out in the Bylaws.
5.3	None.	<u>Liability</u> <u>Subject to the provisions of the Societies Act, the Directors will not be liable for any action taken or omitted to be taken by them in good faith or for the acts of any agent, employee or trustee selected by them with reasonable care or any act or omission of any other Director or Directors.</u>	Language added to explicitly recognize that a Director will not be liable for actions related their acts or omissions as a director where they are acting in good faith and with reasonable care, or for the acts or omissions of other Directors.
5.4	5.3 The Directors shall include: a) The Officers of the Association, under section 5.6; and b) four (4) Directors-at-large.	<u>Number of Directors</u> <u>5.4 The Association will have no fewer than seven (7) and no more than nine (9) Directors who shall be elected in accordance with this Part</u>	The Amended Bylaws create a more standard approach to director elections and officer appointments. Under the Amended Bylaws, Members

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		<p><u>5. The exact number of Directors may be determined or amended from time to time by resolution of the Directors.</u></p>	<p>will vote to elect the Directors and the Directors, each year, will appoint the President, Vice-President, and Treasurer (the Officers) from amongst the Directors. Under the current Bylaws the Members voted to elect the Officers and the Officers automatically became Directors. There was overlap between the Executive Committee and the Board, which created confusion around the roles and responsibilities of individuals as Directors, Officers, and Executive Committee members.</p> <p>The proposed amendments provide the Board with the responsibility to set the number of Directors. Providing a minimum and maximum range ensures that the Directors set a number that is within a range that is agreed upon by the Members under these Bylaws.</p>

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5.5	<p>Composition, Eligibility and Term of Office</p> <p>5.4. Only Members in good standing may serve on the Board.</p>	<p>Eligibility of <u>Directors</u></p> <p>5.5. Only Members in good standing may serve on the Board. <u>An individual is not qualified to be a Director if the individual is not qualified to be a director of a society pursuant to the provisions of the Societies Act.</u></p>	<p>Amendments proposed to make it clear when addressing “Eligibility of Directors” that a Director must be qualified to act in accordance with the Societies Act.</p>
5.6 and 5.7	<p>Nominations</p> <p>5.8 The Board shall annually appoint a Nominating Committee which shall include – among others – the Immediate Past President (if one is in place, pursuant to Section 5.10). The Nominating Committee shall issue a call for nomination for upcoming available Director positions, and may take other steps to solicit such nominations.</p>	<p><u>Nominating Committee</u></p> <p><u>5.6 The Association shall have a standing committee to be known as the Nominating Committee which shall be responsible for assisting the Board and Members with the election or appointment of Directors. The Nominating Committee shall ensure that there is representation on the Board by individuals who are blind, partially sighted, or deafblind.</u></p> <p>5.7 The Board shall annually appoint the Nominating Committee.</p>	<p>Under the Amended Bylaws the Board will annually appoint the Nominating Committee. The composition and roles of the Nominating Committee will be established by policy or a terms of reference outside of the Bylaws. The Nominating Committee will ensure blind, partially sighted or deafblind representation on the Board. The amended approach to Director elections and Officer appointments and the deletion of the Executive Committee make it desirable to remove the reference to the role of the Past President here as well.</p>
5.8 and	<p>Election of Directors</p>	<p>Election of Directors</p>	<p>As described above, the Amended Bylaws introduce a</p>

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5.9	<p>5.10 Directors who are not Officers, as contemplated in sections 5.3(b) and (c), shall be elected or appointed under sections 5.11 and 5.12. The Officers shall be elected at the Annual General Meeting, as follows:</p> <p>a) The Executive Committee shall schedule the elections so that nearly half the Board is elected in even-numbered years and the remaining nearly half the Board is elected in odd-numbered years.</p> <p>b) On the conclusion of a person's term as President, such person shall be eligible to serve as the Immediate-Past-President for only one (1) two (2) year term.</p> <p>c) If, upon the conclusion of a person's term as President, such person is re-elected for another term as President, or if such person is unable or unwilling to serve as Immediate-Past-President, the Members at the Annual General Meeting shall elect an Officer-at-Large to serve on the Board and on the</p>	<p><u>5.8 At every Annual General Meeting, the Members entitled to vote at the meeting will elect or appoint a Board consisting of the number of Directors required for the time being determined under Section 5.4.</u></p> <p><u>5.9 The terms of office of the Directors shall commence on the adjournment of the Annual General Meeting and shall be for a two (2) year term, or until their successors are elected or appointed.</u></p>	<p>simplified director election process.</p> <p>In addition, the changes establish two year terms for Directors.</p>

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	<p>Executive Committee instead of the Immediate-Past-President.</p> <p>5.11 The Directors-at-Large may be elected at the Annual General Meeting under procedures similar to 5.10, but the Members may forego such election - on a case by case basis - and authorize the incoming Board to fill any available Director-at-Large position by appointment after searching for a person who is uniquely qualified in identified areas.</p>		
5.10	<p>5.10(d) If there is more than one nominee for a Director's position, the vote in the election shall be by secret ballot of the Members present in person at the General Meeting and the votes cast pursuant to section 4.9(b), with the nominee receiving the largest number of votes being elected, and with ties -, where needed – being resolved by another ballot or by drawing lots, at the discretion of the Members present.</p>	<p>5.10 If there is more than one nominee for a Director's position, <u>the nominee receiving the largest number of votes shall be elected, and in the case of a tie, the vote shall be resolved by a method determined by the Board or the chair in accordance with Section 4.8.</u></p>	<p>The proposed revisions provide the Board or the chair of the General Meeting with the responsibility to determine how to resolve a tie. This could be accomplished through a number of ways: one or more re-vote, drawing lots, or even resolving that the Members were not able to agree to elect the Director and leave the Director position vacant for the following year (the directors would be entitled to fill the vacancy).</p>

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			In addition, the requirement to hold a secret ballot has been removed. This may be how the Board or chair choose to proceed at the meeting but it is no longer a requirement.
5.11	If there is only one nominee for a Director's position, the ballot shall be dispensed with and the nominee shall be elected by acclamation.	If there is only one nominee for a Director's position, the nominee shall be elected by acclamation.	Removed reference to ballot to align with the proposed approach in bylaw 5.10 above.
5.12 and 5.13	None.	<p><u>Consecutive Terms</u></p> <p><u>5.12 Each Director may serve a maximum of four (4) consecutive terms, following which they are not eligible to be elected or appointed to serve as a Director until after a period of one year.</u></p> <p><u>5.13 Each Director who was a Director prior to the time that these Bylaws were altered by an alteration authorized by Special Resolution of the Members on December 12, 2023 (the "2023 Bylaw Alteration"), shall have their consecutive term limit reset and may serve for a maximum of four (4) consecutive terms following the 2023 Bylaw</u></p>	Bylaws 5.12 and 5.13 added to establish limits on the number of consecutive terms that a Director may act for.

Bylaw	Current Bylaws	Amended Bylaws	Rationale
		<p><u>Alteration, following which they are not eligible to be elected or appointed to serve as a Director until after a period of one year.</u></p>	
<p>5.14 and 5.15</p>		<p><u>Failure to Elect Directors</u> <u>5.14 If the Association fails to hold an Annual General Meeting in accordance with the Societies Act, or the Association or the Members fail, at an Annual General Meeting, to elect or appoint any Directors, each Director then in office will continue to hold office until the earlier of:</u> <u>a) the time at which their successor is elected or appointed; and</u> <u>b) the date on which they otherwise cease to hold office under the Societies Act or these Bylaws.</u></p> <p><u>5.15 An act or proceeding of the Directors or of the Association is not invalid merely because fewer than the required number of directors have been designated, elected or appointed or because the requirements of the Societies Act regarding the number of directors, residency of directors or entitlement of directors to receive remuneration are not met.</u></p>	<p>Standard language inserted to provide clarity where the Association fails to elect or appoint any Directors, and to acknowledge that the acts of Directors or of the Association are not invalid because the Board has fewer than the required number of Directors designated. This is standard language for non-profit and for-profit corporations.</p>

Bylaw	Current Bylaws	Amended Bylaws	Rationale
5.16 and 5.17	<p>Vacancies 5.13 In the event of a vacancy on the Board or in the event of an incomplete election, the Board may appoint a Member in good standing to fill such vacancy until the next Annual General Meeting, at which time the remainder of the term - if any – shall be filled by the Members.</p>	<p><u>Appointment of Directors</u> 5.16 <u>The Directors may at any time and from time to time, by resolution of the Directors, appoint a Member in good standing as a Director to fill a vacancy in the Directors, including a vacancy that occurs as a result of:</u> <u>a) the resignation of a director as contemplated in Section 5.19;</u> <u>b) the removal of a director as contemplated in Sections 5.21 and 5.22;</u> <u>c) the Members failing to elect the number of Directors set out in Section 5.4 at an Annual General Meeting; or</u> <u>d) a Director ceasing to hold office as a result of becoming a staff member or contractor for the Association, pursuant to Section 2.5.</u></p> <p>5.17 <u>A director appointed under Section 5.16 holds office only until the close of the next Annual General Meeting but is eligible for re-election at that meeting.</u></p>	<p>This bylaw addresses vacancies which may arise on the Board. The amendments describe the situations in which a vacancy may arise, which supports readability of the Bylaws. Note, both the Current Bylaws and Amended Bylaws recognize that Directors may appoint a Member in good standing to fill a vacancy on the Board.</p>
5.18	<p>5.14 Notwithstanding 5.13, in the event of a vacancy in the office of President, the Vice-President</p>	<p>5.18 Notwithstanding <u>Section 5.16, if a vacancy on the Board relates to the Director who was presiding as the President, the Director who is</u></p>	<p>Changes made to align this bylaw with the updated Directors election and officer appointment process.</p>

Bylaw	Current Bylaws	Amended Bylaws	Rationale
	<p>shall assume the office of President for the remainder of the term, and the vacancy in the office of Vice-President shall be filled as stipulated in 5.13.</p>	<p><u>presiding as the</u> Vice-President shall assume the office of President for the remainder of the term, and the vacancy <u>on the Board</u> will be filled as stipulated in Section 5.16 <u>and the Directors will appoint one of its members to preside as the Vice-President for the remainder of the term.</u></p>	
<p>5.19 and 5.20</p>	<p>None.</p>	<p><u>Resignation of Directors</u> <u>5.19 A Director may resign by providing a resignation in writing to the Association. Such resignation will take effect as provided under the Societies Act.</u></p> <p><u>5.20 If a Director resigns their office or otherwise ceases to hold office, the remaining Directors may, subject to Section 5.16, appoint an individual to take the place of the former Director.</u></p>	<p>Bylaws 5.19 and 5.20 added to explicitly recognize how director resignations are to be addressed.</p>
<p>5.21 and 5.22</p>	<p>Removal 5.16 The Members may, by a Special Resolution, remove a Director before the expiry of such Director's term of office, and may immediately elect a successor to complete the term of office.</p>	<p>Removal of Directors 5.21 The Members may, by a Special Resolution, remove a Director before the expiry of such Director's term of office, and may, <u>by Ordinary Resolution</u>, immediately elect <u>or appoint a Member in good</u></p>	<p>Bylaw 5.21 has been amended for clarity. No substantive change.</p> <p>Bylaw 5.22 has been added to recognize specific circumstances in which the Directors will have the</p>

Bylaw	Current Bylaws	Amended Bylaws	Rationale
		<p><u>standing as</u> a successor <u>Director</u> to complete the term of office.</p> <p><u>5.22 The Board may, by resolution, remove a Director before the expiry of such Director’s term of office if:</u> <u>a) in the opinion of the Board, the Director acts in a manner that is detrimental to the Association; or</u> <u>b) the Board approves a Code of Conduct for Directors and the Director, in the opinion of the Board, does not act in accordance with such Code of Conduct; and</u> <u>in such case may appoint a successor Director in accordance with Section 5.16.</u></p>	<p>authority to remove and replace a Director for poor behaviour.</p>
Former 5.18	<p>A senior manager who is a Director shall be paid the income and receive any benefits to which he or she is entitled pursuant to his or her employment agreement or contract for services with the Association but is otherwise not entitled to remuneration for being or acting as a Director.</p>	<p>Bylaw deleted.</p>	<p>This bylaw is redundant given that bylaw 5.24 already states, “No Director shall be remunerated for being or acting as a Director...” More importantly, a senior manager may not act as a Director (see bylaw 2.5) so this introduced conflicts within the Bylaws.</p>

Bylaw	Current Bylaws	Amended Bylaws	Rationale
Part 6 – Proceedings of Directors			
6.2	None.	<u>6.2 Meetings of the Directors will be chaired by:</u> <u>a) the President;</u> <u>b) in the absence of the President, the Vice-President; and</u> <u>c) any other Director chosen by the Directors if neither the President nor the Vice-President is present at the meeting within 15 minutes of the time set for holding the meeting.</u>	Bylaw added to provide clarity on chair selection for Board meetings.
6.4	7.3 The quorum for meetings of the Directors shall be a majority of the Directors then in office, provided that at least two (2) of the Directors present shall be from among the Officers, and provided that the Executive Director shall not be counted in calculating such quorum or in determining whether such quorum is present.	6.4 The quorum for meetings of the Directors shall be a majority of the Directors then in office, provided that at least one (1) of the Directors present shall be an acting Officer.	Reference to the Executive Director has been removed as the Executive Director is not a Director so there is no need to spell out that the Executive Director will not be counted in calculating quorum of the Directors. Requirement changed from 2 Officers to 1 Officer to ensure meetings aren't postponed where 2 of the 3 Officers are unavailable.
6.5	None.	<u>The Executive Director shall attend meetings of the Board as a non-voting participant.</u>	Role of the Executive Director made clear. The Executive Director is not a Director but does attend meetings of the Directors.

Bylaw	Current Bylaws	Amended Bylaws	Rationale
6.6	<p>7.4 The Directors may conduct their business by teleconference calls or by other electronic means, provided that all the Directors have been notified, and provided that a quorum of the Directors participates in such proceedings.</p>	<p><u>A Director who is entitled to participate in, including vote at, a meeting of Directors or of a committee of Directors may participate:</u> <u>a) in person, or</u> <u>b) by telephone or other communications medium if all Directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.</u></p> <p><u>A Director who participates in a meeting in a manner contemplated by this Section is deemed for all purposes of the Bylaws to be present at the meeting.</u></p>	<p>This bylaw provides clarity on holding in-person and virtual meetings, and aligns with the process recognized for General Meetings (meetings of the Members).</p>
6.7	None.	<p><u>At all meetings of Directors and committees of Directors appointed pursuant to Section 8.1 and 8.2, every question will be decided by a majority of votes cast on the question.</u></p>	<p>This bylaw provides clarity for decision making at Board meetings. All questions to be voted on by the Directors need to be decided by a majority of votes.</p>
Part 7 – Officers			
7.1 and 7.2	<p>5.6 The Association shall include the: a) President; b) Vice-President;</p>	<p><u>7.1 At the first meeting of the Board held after each Annual General Meeting, the Directors must elect,</u></p>	<p>Simplified process proposed, whereby each year the Directors will be required to</p>

Bylaw	Current Bylaws	Amended Bylaws	Rationale
	<p>c) Treasurer;</p> <p>d) Athletes' Representative, who shall be a Blind Member who is an active competitor in blind sports, or one who has recently retired from being such a competitor, with "recently" taken to mean no earlier than two (2) years prior to the date on which such Member is to assume office;</p> <p>e) Immediate Past President or an Officer-at-Large, as stipulated in Section 5.10; and</p> <p>f) Executive Director, who shall be appointed by the Board as (i) a non-voting Director without any capacity to nominate a person for election as a Director, and (ii) a member of the Executive Committee.</p>	<p><u>from among the Board, the following Officers of the Association:</u></p> <p><u>a) President;</u></p> <p><u>b) Vice-President; and</u></p> <p><u>c) Treasurer.</u></p> <p><u>7.2 In addition to the Officers referred to in Section 7.1, the Board will appoint an Executive Director who shall have the roles and responsibilities set out in Section 7.6 and who will act as an Officer of the Association.</u></p>	<p>elect Officers from amongst themselves.</p> <p>The following Officer positions have been removed: the Athletes' Representative, the Immediate Past President, and a member of the Executive Committee.</p>
<p>7.3 Through 7.6</p>	<p>None.</p>	<p>7.6 The Executive Director shall be responsible for the day to day operations of the Association, the preparation of minutes of General Meetings and Board Meetings, and other duties as designated by the Board, <u>and may act as a chief spokesperson of the Association alongside the President.</u></p>	<p>Bylaws 7.3 through 7.6 set out the functions of the President, Vice-President, Treasurer and Executive Director. These have not changed, with the exception of the text in blue to the left and the deletion of any reference to "duties designated by the Executive Committee". Remember, the</p>

Bylaw	Current Bylaws	Amended Bylaws	Rationale
			Executive Committee has been dismantled.
Part 8 – Committees			
8.1	<p>The Members, the Board, the Executive Committee or the President may establish and appoint ad-hoc committees to carry out duties as specified by the appointing body, and such committees shall be dissolved upon concluding their tasks and presenting their final reports or upon being discharged by the appointing body.</p>	<p><u>The Board may, by resolution,</u> establish and appoint ad-hoc committees to carry out duties as specified by the Board, and such committees shall be dissolved upon concluding their tasks and presenting their final reports or upon being discharged by the <u>Board.</u></p>	<p>Language revised so that it is the Board that has the sole responsibility to appoint ad-hoc committees, rather than the Executive Committee (no longer exists), the Members, or the President. The Board should have the sole authority to appoint committees.</p>
8.2	<p>The Standing Committees of the Association shall include a standing committee to be known as the Executive Committee, and such other Standing Committees as the Board or the Members may establish.</p>	<p><u>The Board may, by resolution, establish and appoint standing committees to carry out duties as specified by the Board, and such committees shall be dissolved upon being discharged by the Board.</u></p>	<p>Same reasons as above. The Board should have the responsibility to appoint standing committees. This bylaw 8.2 needed to be amended to delete the reference to the Executive Committee.</p>
Former 8.4	Executive Committee...	Deleted.	<p>Former bylaw 8.4 has been deleted as it set out the protocols for the Executive Committee (which has now been removed from the Amended Bylaws).</p>

Bylaw	Current Bylaws	Amended Bylaws	Rationale
Part 9 – Recognized Sport and Recreation Activities			
Part 9	There shall be Sport Groups , specific to sports or recreational activities, as established, from time to time, by the Board.	There shall be <u>Recognized Sport and Recreation Activities</u> , specific to sports or recreational activities, as established, from time to time, by the Board.	The term Sport Groups has been deleted and replaced with the term Recognized Sport and Recreation Activities.
Former 9.2 and 9.3	9.2 Each Sport Group shall be managed by a member of an Association staff appointed to such management role by the Executive Director. Such staff person may carry out such management role with the support of volunteers appointed by the Board, upon the advice of the members of such Sport Group. Such volunteers may be designated as the “Sport Commissioner” or, the “Sport Manager” of such Sport Group or such other title as the Board may determine, from time to time. Such Association staff person, shall be responsible for managing the activities and competitions within the Sport Group's assigned sport, subject to policies set, from time to time, by the Board.	Former bylaws 9.2 and 9.3 deleted.	The Association staff are responsible for managing the Recognized Sport and Recreation Activities (formerly Sport Groups), with the Executive Director overseeing the staff. The Current Bylaws address matters which are best left to employee roles and responsibilities and Association policies and job descriptions. For this reason, former bylaws 9.2 and 9.3 have been deleted.

Bylaw	Current Bylaws	Amended Bylaws	Rationale
	<p>9.3 The Executive Director shall be responsible for providing guidance to each Association staff member appointed to manage a Sports Group in the performance of his or her duties, and for ensuring that such duties are carried out in a manner consistent with the policies and goals of the Association, as established by the Board and the Members.</p>		
Part 11 – Finances			
11.1	<p>The Executive Committee may borrow money on behalf of and in the name of the Association up to a limit set by the Board, subject to the Societies Act.</p>	<p>The Board may borrow money on behalf of and in the name of the Association, subject to the Societies Act.</p>	<p>The authority to borrow money should be and is, pursuant to this amendment, a responsibility of the Board.</p>
Part 12 – Signing Officers			
12.1	<p>The signing officers for the Association shall be designated annually by the Board. Two signatures shall be required for cheques and contracts. One signature shall be required for tax receipts</p>	<p>The signing officers for the Association shall be designated annually by the Board. Two signatures shall be required for cheques and contracts, <u>unless otherwise determined by the Board by resolution. For certainty, the Board may, by resolution, reduce the number of signatures required for contracts up to a value determined by the Board.</u> One</p>	<p>Amendment proposed to make it clear in the Bylaws that the Board has the ability to reduce the number of signatures required to enter into minor contracts on behalf of the Association – the max amount of such contracts to be set by the Board.</p>

Bylaw	Current Bylaws	Amended Bylaws	Rationale
		signature shall be required for tax receipts.	
Former Part 14 – Fiscal Year			
Former Part 14	14.1 The fiscal year of the Association shall be from April 1st to March 31st of the following year.	Deleted.	It is not necessary to state the fiscal year in the Bylaws. Should the Association ever wish to amend its fiscal year end this would require the Bylaws to be amended.
Part 14 – Jurisdiction			
14.1 and 14.2	<p>14.1 The Association exists for the governance of recreation and competitive amateur sports and related activities for individuals in British Columbia who are blind or visually impaired.</p> <p>14.2 The Association shall, within the boundaries of British Columbia, be responsible for carrying on the functions of CBSA and IBSA, <u>IBBA, CPC, and IPC</u> as set forth in their respective bylaws.</p>	<p>14.1 The Association shall, within the boundaries of British Columbia, be responsible for carrying on the functions of CBSA and IBSA as set forth in their respective bylaws.</p>	<p>Former bylaw 14.1 has been deleted as this is covered in the Constitution which sets out the purposes of the Association.</p> <p>Bylaw 14.1 (formerly bylaw 14.2) has been amended to remove outdated references to IBBA, CPC, and IPC. Because of the deletion of these organizations, their respective definitions in bylaw 1.1 have been deleted.</p>