

## Information on the Proposed By-law Changes

June 5, 2024

### 1. What are by-laws?

“By-laws” are the rules and regulations that guide organizations. They concern how organizations conduct meetings, how they vote and make decisions, how they define membership, how the Board of Directors (‘the Board’) works, and more.

Action Read has had by-laws since we incorporated in 1991. **By-law 2024** is the name that we gave to our new by-laws. We built **By-law 2024** largely upon our existing by-laws, but made a few changes and updates.

### 2. Why is Action Read updating its by-laws?

Action Read needs its by-laws to meet the new **Ontario Not-for-Profit Corporations Act** (‘the Act’). The province has set a deadline of October 2024 for organizations to do this. We also wanted to take the opportunity to give our by-laws a good review and refresh.

### 3. What do I need to do?

We need Action Read members (learners and volunteers) to approve **By-law-2024** at our **Annual General Meeting (AGM) on June 26, 2024**. We created this information sheet to help members understand the proposed changes, so they can feel confident in approving them.

### 4. What was the process to change the by-laws?

A committee of staff and Board members updated the by-laws over a year. First, we studied the new law and looked at what we needed to change in our old by-laws. We worked with a lawyer to create a first draft of the new by-laws. Then over several meetings, the committee and the Board carefully reviewed, discussed and revised the draft by-laws. At the May 2024 meeting, the Board decided that the by-laws were ready to present to Action Read’s members.

### 5. Why is the language in the by-laws so formal?

Action Read tried to make the by-laws as clear and simple as possible. However, **By-law 2024** is a legal document. This means that it needs to follow certain formats and language to provide guidance in all sorts of legal and financial situations.

## 6. Highlight of Changes

The following is a summary of the most important updates and changes:

### **Name Change**

We changed the name of the document from “Constitutions and By-laws” to “**By-law 2024**”. We removed the word constitution because according to the lawyer, ‘constitution’ has another legal meaning.

### **Identity Statements**

On the advice of the lawyer, we removed the Mission, Values, Goals and Purposes section from **By-law 2024**. Simply put, these items are not by-laws and it is not the place for them.

### **Membership Classes**

We have simplified the classes and definition of membership at Action Read.

Before there were two classes of membership, voting and non-voting.

**By-law 2024** proposes one class of membership, all of whom can vote. It defines members as learners and volunteers who:

- a) have been involved with Action Read’s programs or activities for at least two months; and
- b) are 18 years of age or older; and
- c) want to advance the purposes and goals of Action Read.

### **Termination of Membership**

The Act requires that organizations clarify when membership ends. A few details have changed from our old by-laws. **By-law 2024** proposes that membership ends when an individual:

- a) Resigns in writing
- b) Has not been involved with Action Read for at least 13 months
- c) Acts in a way that is harmful to Action Read
- d) Or if Action Read were to close

**By-law 2024** includes also details on the process of terminating a membership.

### **Requirement to Meet**

We removed the requirement that the Board must meet at least 10 times per year. The Act does not require that organizations specify how many meetings they will have per year. The Board decided that we needed more flexibility with how often we meet, and that it should never have to meet unnecessarily.

### **Election**

To give us more time and flexibility, we changed the deadline to nominate new Board members from 7 days to 2 days before the AGM.

### **Qualifications**

We added the requirement that Board members cannot be a spouse, child, or parent of any current Action Read staff member, which is the policy we have always followed.

### **Meeting by Electronic Conference**

This is one of the most important changes to the Act. Action Read can now hold members meetings remotely, such as by phone or on Zoom.

### **Portfolios and Committees**

We removed the portfolios and committees stated in the old by-laws as the Act does not require that these be specified. This change gives the Board more flexibility to only set up ongoing or short-term committees as it sees fit.

\* We have posted **By-law 2024** on Action Read's home page at [www.actionread.com](http://www.actionread.com)

\* Contact Mira Clarke, Action Read Executive Director at 519-836-2759 or [action1@on.aibn.com](mailto:action1@on.aibn.com) if you have questions or want more information.