



By-law Change #1

Rational

This change aligns the non-Canadian membership requirements with the Canadian membership requirements.

It was adopted by the board on June 21, 2020.

Motion: Be it resolved that in the August 2019 FCN By-Laws, SECTION 2 — Membership – Matters Requiring Special Resolution, Item 2.01, Class B, a.II. Student Member be changed to read:

Youth Member: A youth member is a person who is between eighteen (18) years and thirty (30) years of age and has paid their annual Youth corporation membership fees in full and does not reside in Canada.

Current By-law: (for comparison):

Student Member: A student member is a person who is between eighteen (18) years and twenty-five (25) years of age, is attending a college or university program and has paid their annual Corporation membership fees in full and does not reside in Canada.

Note: In accordance with the Act only Class B (non-Canadian members) vote on this By-Law Change.

By-law Change #2

Rational

1. Allow the election of members to the Board when an unfilled position is available, but it is not due to be on the slate.
2. Clarify how and when Interim Directors are elected to the board, aligning the FCN By-Laws with the Canada Not-for-profit Corporations Act (the Act).

These changes were adopted by the board on July 26, 2020.

Motion: Be it resolved that in the August 2019 FCN By-Laws, SECTION 5 — DIRECTORS be changed as follows:

1. Add the following item to item 5.01 Election and Term:
 - (d) In addition to the positions specified in item c, elections will also be held for any unfilled partial term positions.



2. Remove the final paragraph of bylaw section 5.01 "Election and Term" (starting with "If any elected Board member ceases to be ...").
3. Renumber the existing item 5.02 "Termination of Term" to 5.03
4. Add the following new item:
 - 5.02 Appointment of Interim Directors
 - 5.02.01 The Board may appoint additional directors to fill vacancies where:
 - a. A position is not filled during an election at an Annual Meeting of Members.
 - b. An elected Board member ceases to be a Member of the Corporation, or
 - c. Resigns, dies or is removed from the Board during their term of office.
 - 5.02.02 In accordance with Subsection 128(8) of the Act, appointments of Interim Directors shall be limited to:
 - a. A term expiring not later than the close of the next Annual Meeting of Members.
 - b. A number not exceeding 1/3 of the number of directors elected at the previous Annual Meeting of Members.
 - 5.02.03 In order to qualify as an Interim Director, an appointee must:
 - a. Be a voting member in good standing for a period of at least 6 months.
 - b. Have been notified and expressed a willingness to serve as an Interim Director.
 - 5.02.04 Board appointments of Interim Directors shall not have precedent over the nominations and elections at an Annual Meeting of Members, in that:
 - a. New appointments of Interim Directors must not take place or otherwise be communicated at least 60 days prior to the date of an Annual Meeting of Members.



- b. Individuals cannot be re-appointed as Interim Directors for consecutive terms.
- c. The Board may, when coordinating elections, designate some of the previously appointed positions for a one-year term in order to maintain the required proportion of directors elected during even and odd numbered years.
- d. Interim Directors who choose to stand for election at an Annual Meeting of Members shall be subject to the same electoral requirements, procedures and expectations as non-appointees.

Current by-law: (for comparison)

5.01 Election and Term

The Board of Directors of the Corporation must reside in Canada, be eighteen (18) years of age or older, be individuals

and have capacity under law to contract. A Director of the Corporation must have been a member of the Corporation

in good standing, for a period of not less than six (6) months prior to their election.

The directors are elected at the Annual General Meeting and shall consist of the following:

- a. Seven (7) who are Directors At-large, and
- b. Eight (8) Regional Directors, two (2) from each of the following four (4) regions:
 - I. Western (British Columbia),
 - II. Prairie (Alberta, Saskatchewan, Manitoba) & Northern (Yukon, Northwest Territories and Nunavut),
 - III. Central (Ontario and Quebec),
 - IV. Eastern (New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland & Labrador).
- c. All of the Directors shall be elected for a two (2) year term. Four (4) of the at-large directors and one (1) of the regional directors in each region shall be elected in even numbered years. The other three (3) at-large



directors and the second regional director in each region shall be elected in odd numbered years.

↓ (To be removed)

If any elected Board member ceases to be a Member of the Corporation or resigns from the Board or is removed from the Board, during their term of office, then the vacancy so created shall be filled through an election by the Board of a voting member in good standing, who is willing to serve as a Board member. The newly elected Board member shall then complete the remaining term of the vacancy as an Interim Director.

↑ (To be removed)

5.02 Termination of term

A Director may be disqualified following absence from Board meetings for three consecutive meetings without a recorded Board resolution authorizing the absence.

By-law Change #3

Rationale:

The By-laws in their current version do not have consistent paragraph numbering. Many paragraphs are not numbered and require excessive explanation to describe the actual paragraph being referred to (See By-Law Change #2 for an example. Add numbering to the paragraphs allows for specific referencing.

Motion: Be it resolved that in the August 2019 FCN By-Laws Article 1 (entire by-laws) by amended by added paragraph numbering throughout.