

# DOWNTOWN KELOWNA

## Proposed Bylaw Changes June 2023 AGM

### 23. Number of Directors & Qualifications.

- i. The number of Directors shall be five (5) or a greater number as determined from time to time in accordance with the provision of the Societies Act at a ~~General Meeting~~ **by majority consent of the Board.**
- ii. The Directors shall be chosen from Active Members.
- iii. The officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected by the Directors from among their number at the first Director's meeting after the Annual General Meeting of the Society **and a Past President.**
- iv. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

### 33. Committee Meetings.

- i. The members of a committee may meet and adjourn as they think proper.
- ii. **The Chairperson for the committee is assigned in accordance to policies created by the Board.** ~~A committee shall elect a Director as a chairperson of its meetings; but if~~ **If** no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
- iii. Subject to the directions of the Directors, the committee shall determine its own procedures.

### **38. Past President.** The Past President will act as an advisor to the Board based on their experience as President of the Society.

The remaining bylaws will need to be renumbered accordingly.