DALHOUSIE NON-PROFIT HOUSING CO-OPERATIVE

A BY-LAW TO AMEND THE ORGANIZATIONAL BY-LAW

By-law No. [21]

ORGANIZATIONAL AMENDING BY-LAW

Passed by the Board of Directors on August 14, 2024

Confirmed by the members on **September 30, 2024**

ORGANIZATIONAL AMENDING BY-LAW

The purpose of this By-law is to amend the Organizational By-law to deal with new Cooperative Corporations Act elections requirements.

The Organizational By-law (By-law No.13) is amended in the following ways.

Article 7: *Board of Directors*

1. Replace paragraph 7.1 with the following:

7.1 Number of Directors

The Board of Directors is made up of seven (7) Directors.

Article 8: *Board Elections*

2. The Organizational By-law is amended by replacing Articles 8.1 and 8.2 with the following:

8.1 Election Procedures

(a) **Election Committee**

The board will appoint an election committee or election officer before any members' meeting where there will be an election. The committee or officers do not have to be members. If the board does not appoint an election committee or officer, then the board will perform the duties of the election committee.

(b) **General duties of election committee**

- giving information about the election to the members, including educating members on the duties and responsibilities of the board
- finding candidates
- discussing qualification issues with candidates
- setting a deadline for nominations
- making sure the election follows the rules stated in the *Co-op Act* and the by-laws
- arranging for ballots to be distributed to members
- acting as or arranging for returning elections officers to control the ballot boxes and ensure confidentiality of marked ballots.

- The election committee should nominate at least one member per. Cluster and at least two candidates for Clusters having more than 15 units. If no nominees are found within a Cluster, they may nominate someone from another.

(c) **Nominations**

Members can run for a director position by submitting a nomination form that includes the information in Schedule E to this By-law. The form must be signed by the nominee and two other members. The nominee must submit a signed Directors' Ethical Conduct Agreement and a Confidentiality and Conflict of Interest Agreement at the same time. These will take effect if the nominee is elected.

(d) **Nomination deadline**

The election committee will establish a deadline for nominations. This must be at least six days before the date of the election meeting. It can extend the deadline to a day at least three days before the date of the election meeting. It can do this before or after the original deadline and regardless of the number of nominations received before the original deadline.

(e) **Checking qualifications**

The election committee will review the qualifications of each candidate and, if there is any question, will discuss it with the candidate. if the candidate does not withdraw the nomination before the election meeting, the candidate may run and section 7.2(g)(A) (Issues about Qualification— Before the board elections) will apply.

(f) **Number of candidates**

The election committee should try to have more candidates than the number of directors to be elected. Every member should be informed that they have a right to be on the Board if they meet the qualifications, and that training is available.

(g) **Counting votes**

The election committee supervises counting the votes and announces the results. The members' meeting should choose two or more members unrelated to the candidates to count the votes. If there is no election committee, or if the members do not choose people to count the votes, the chair will decide how the votes will be counted.

(h) **No conflict of interest**

If there is an election committee separate from the board, no member of the committee, or relative of a member, can run in the election. If the board is acting as the election committee, any director who wishes to run in the election, or who has a relative who wishes to run, has to declare a conflict of interest and cannot be involved in any board decisions or activities related to the election. The conflict-of-interest rules in the by-laws will apply. If a conflict of interest is not declared, the director and all relatives are not eligible to run for the board. Someone who is running for election or re-election cannot chair any part of a members' meeting where there are elections.

8.2 Election Meeting

(a) **Annual members' election meeting**

Members elect the directors at the annual meeting, but elections can be scheduled for another meeting. If there are vacancies, they are filled as stated in section 12.3 (Vacancies).

(b) **Nominations**

The election committee will present a list of candidates that have been nominated. Nominations from the floor at the election meeting are not permitted.

(c) **Voting**

Voting will be by secret ballot. The rules in the *Co-op Act* must be followed. These include:

- Members must cast a number of votes equal to the number of positions to be filled. Any ballot which has more or less votes will not be counted.
- Members cannot vote more than once for a candidate.
- Members cannot appoint someone else to vote for them.

(d) **Advance voting**

Members can vote in advance at the co-op office or another polling station set up by the election committee. The committee will notify all members of the days and hours when they can vote. Members may have to provide identification. They will be given a ballot to fill in in secret. The filled-in ballots will be put in a sealed box that will not be opened until the election meeting.

(e) **Special circumstances**

If members cannot vote at the office or polling station because of special circumstances, such as illness or absence during polling hours, they can contact the office or the election committee. The committee can arrange for two persons to meet a member at the office or their unit, give them a ballot and put the ballot into a sealed box.

(f) **Quorum requirements**

There must be a quorum at the election meeting until the final vote is cast. There does not have to be a quorum while the votes are being counted and when the results of the vote are announced.

(g) **Most votes**

The candidates with the most votes are elected to the board. The number of votes for each candidate or the order in which they finished should not be announced. If applicable, there will be an announcement of:

- the names of candidates tied for the last position
- the names of candidates elected for a full term and for a partial term.

(h) **Tie vote**

If there is a tie for the last position for a full or partial term, the chair will decide the winning candidate at the meeting by lottery (coin toss or random draw).

(i) **Acclamation**

If the number of nominees is equal to the number to be elected or less, the chair will declare that the candidates are elected by acclamation.

(j) **Lower number elected**

If the number of directors elected is lower than the positions available, the vacancies can be filled by the board under section 12.3 (Vacancies).

Article 12: *Early Ending of Directors' Terms*

17. Article 12 is amended by deleting section 12.3 and inserting a new section 12.3 as follows:

12.3 Vacancies

(a) **When members do not elect enough directors**

When the members do not elect the full number of directors at an election meeting, the board can appoint a qualified person to fill the vacancy. The appointment takes effect immediately, but the election of the director must be put on the agenda for the next members' meeting. The appointment will be considered confirmed unless the members elect someone else.

(b) **If no board quorum**

If there is a vacancy and the board no longer has a quorum, the remaining directors must appoint or serve as an election committee. Article 8 (Board Elections) will apply. The remaining directors must call a members' election meeting as soon as possible after the nomination deadline to elect directors to serve the rest of the terms of the former directors.

(c) **If meeting not called**

If the remaining directors do not call the members' meeting under the previous paragraph, then any member can call the meeting. The meeting must permit electronic attendance. At the meeting the members elect directors to serve the rest of the terms of the former directors. Candidates must be nominated from the floor and seconded. Section 5.3(c) (Voting – Secret Ballot) applies.

(d) **When the members remove a director**

When the members remove one or more directors, they can elect any qualified person for the rest of the term of the former director. They can do this only if the meeting permits electronic attendance. Candidates must be nominated from the floor and seconded. Section 5.3(c) (Voting – Secret Ballot) applies. If they do not elect a replacement, the board can appoint a qualified person to fill the vacancy. If the board no longer has a quorum, paragraphs (b) and (c) of this section will apply.

(e) **When vacancies occur for any other reason**

When there is a vacancy on the board and the previous paragraphs of this section don't apply, the board can appoint a qualified person for the rest of the term of the former director.

Schedule E: Director's Nomination Form

45. A new Schedule is inserted as follows:

Schedule E: Director's Nomination Form

To: DALHOUSIE NON-PROFIT HOUSING CO-OPERATIVE

We nominate _________________________________ to run as a candidate for director of the co-operative at the next election meeting of members.

Nominator name: ____

Nominator address: ____

Nominator signature: ____

Date of signing: _____________________________

Nominator name: ____

Nominator address: ____

Nominator signature: ____

Date of signing: _____________________________

I accept the nomination. Enclosed are the Directors' Ethical Conduct Agreement and Confidentiality and Conflict of Interest Agreement. These will take effect if I am elected.

Candidate signature: ____

Date of signing: _____________________________